



LEAD OUR CO-OP

2018
BOARD OF DIRECTORS
Application Materials





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**For more information, please contact the
Board Development Committee at
boardofdirectors@ashlandfood.coop**



**ASHLAND
FOOD CO+OP**
— BOARD OF DIRECTORS —

MARCH 2018

Dear Co-op Owner,

Thank you for your interest in deepening your connection with our Co-op by being a prospective candidate for Board of Directors. The experience of serving on the Ashland Food Co-op Board is rich, rewarding and engaging. Our store is a successful small business that serves as a community marketplace and energy center in our valley. We are continually realizing and growing our potential to enrich people's lives and health. We invite you to join us on this governance level. Our store is a cooperative, and our owners will be voting in June to fill the open positions. In 2018 we will have two general Board Director positions open, each serving a three-year term.

To help you make the decision whether to run in the next election, we have put together a packet of information about our Co-op. It contains specifics about being a Board Director, details of the election process, and an application. We also suggest that you visit our website at www.ashlandfood.coop to read other important information about our Co-op.

We encourage you to contact any Board Director, our General Manager, Emile Amarotico, and/or our Education and Marketing Manager, Annie Hoy, with questions. Our Board meeting minutes and meeting announcements are posted on a bulletin board as you enter the store. You can also find archives of Board meeting minutes on the Co-op website.

You are invited and encouraged to attend an informal reception for all interested Board candidates on **Wednesday, March 21 from 7PM-8PM In our Co-op Classroom, 300 N. Pioneer Street**. Please RSVP if you plan to attend by contacting our Board Administrator by email at boardofdirectors@ashlandfood.coop.

We hope to meet or hear from you soon. Thank you and best of luck in your candidacy for the Ashland Food Co-op Board of Directors.

Sincerely,
Board Development Committee

2018 BOARD OF DIRECTORS CANDIDATE APPLICATION

Closing Date for Applications is Friday March 30, 2018 at 9PM

There are two general positions open on the Board of Directors, each serving a three-year term. The two qualified candidates who receive the most votes will become Directors.

Board meetings are held on the second Wednesday evening of each month and last a minimum of 3-4 hours. Additionally, prep time for Board meetings generally requires several hours of reading. There are other Board responsibilities, listed on the Calendar of Expectations of Board Directors document, which include Board committee meetings and other activities with AFC that will involve an additional 6-10 hours per month. Board Directors are encouraged to serve as a Board officer at some time during their term. Board officers will spend approximately 120 additional hours per year serving the Co-op.

To qualify as a candidate for the Board Director positions, you must be a Co-op owner and pass a screening interview with the Board Nominating Committee to check for basic qualifications and potential conflicts of interest. The Board Nominating Committee will read all applications and then schedule interviews with candidates between April 2 and April 6, 2018. All candidates who are forwarded by the committee will be notified and officially entered into the election process. Forwarded candidates will be asked to submit a 150-word campaign statement and to provide a high-resolution photo to the Marketing Department, which will be published in election materials.

Prospective candidates are invited to attend an informal reception on Wednesday, March 21 at 7PM in the Co-op Classroom, 300 N. Pioneer Street. This is an opportunity for all prospective candidates to learn more about the role of a Board Director and to get their questions answered. Please RSVP if you plan to attend by contacting our Board Administrator by email at boardofdirectors@ashlandfood.coop.

For additional information regarding candidacy, please contact the Board Development Committee, at boardofdirectors@ashlandfood.coop.

2018 BOARD OF DIRECTORS ELECTION PROCESS CALENDAR

MARCH 30 • FILE DATE

You will need to file a Board Candidate Application by March 30 at 9PM. Please return your completed application to the Info Desk.

MARCH 21 • INFORMAL RECEPTION

Join other potential candidates on Wednesday, March 21 at 7PM in the Co-op Classroom, 300 N. Pioneer Street, Ashland. Board Directors will be present to answer your questions.

APRIL 2-6 • INTERVIEW

You will have a short interview conducted with the Nominating Committee sometime between April 2 and 6.

APRIL 12 • NOTIFICATION

Nominated candidates will be notified by April 12.

APRIL 16 • STATEMENTS & HEADSHOTS DUE

Candidate statements and high-resolution headshots are due to Annie Hoy, Education and Marketing Manager by Monday, April 16.

MAY 7-11 • VIDEOTAPING

Candidates will be videotaped for the Co-op website between May 7 and 11. All candidates will be asked the same questions for the short, videotaped interview.

MAY 2 • ANNUAL MEETING

All candidates are expected to attend the annual meeting on Wednesday, May 2. Candidates will be introduced to owners at a pre-meeting social event.

MAY 23 • ELECTION

E-ballots will be available on May 23. Paper ballots will also be available at the Information Desk. Voting ends on Wednesday, June 13 at 9PM.

JUNE 14 • ELECTION ANNOUNCEMENT

Ballots will be counted on June 14. Winners will be notified on June 15 and announced to the public on June 16.

JULY • ORIENTATION

New Board Directors will receive a detailed orientation in July.

AUGUST 8 • FIRST BOARD MEETING

Wednesday, August 8, 2018 at 6PM. Board Directors meet at 5PM for a pre-meeting dinner and discussion.

2018 BOARD OF DIRECTORS CANDIDATE APPLICATION

**Closing Date for Applications is
Friday March 30, 2018 at 9PM**

First Name _____

Last Name _____

Occupation _____

Phone _____ Ownership Number _____

Street Address _____

City _____ State _____ Zip _____

E-Mail _____

I have reviewed all documents in this packet and understand
the responsibilities, time commitments and roles of the
AFC Board of Directors.

Signature _____ Date _____

2018 BOARD OF DIRECTORS CANDIDATE QUESTIONNAIRE

Please provide written responses to the following questions on a separate sheet, along with your name, owner number and signature. The Board Nominating Committee will review your answers and use them to determine your eligibility for candidacy. Your answers will also be posted online for voters.

1

Why do you want to serve as a Board Director of the AFC?

2

All the decisions made by the Board are done through consensus decision-making.

A. What experience do you have with consensus decision-making?

B. Tell us how you have dealt with a situation where you held a dissenting view but were able to help craft a compromise to a problem.

3

What experience, education, training and/or skills make you particularly qualified to serve on the AFC Board of Directors?

4

What key issues do you think AFC faces?

5

What is your experience/history with natural and organic foods?

6

What experience/history do you have with socially responsible foods?

7

The Bylaws of the Ashland Food Cooperative (Section 4.6) provide that any person with an overriding conflict of interest may not serve on its Board of Directors (please see: <http://www.ashlandfood.coop/ownership/bylaws>). An overriding conflict of interest is one that is ongoing and is in conflict with the business of the Co-op or its mission and principles. Based on your reading of the Ashland Food Co-op Bylaws, do you have any interests that you think may potentially create a conflict of interest with the Ashland Food Cooperative?

RESUME & REFERENCES: Please provide us with your resume and the names, addresses, and telephone numbers of three people who can speak about your professional qualifications for Board membership.

ASHLAND FOOD CO-OP MISSION & VALUES STATEMENT

OUR CO-OP'S MISSION

Ashland Food Co-op exists to serve our owners and our community by:

- Operating a socially responsible business that provides a full selection of natural foods and quality products;
- Emphasizing locally produced, organically grown and ecologically sound products;
- Offering a variety of necessities at basic prices;
- Providing friendly, knowledgeable customer service;
- Promoting awareness about food, nutrition, and health;
- Providing a workplace that fosters opportunities for participation, empowerment, and growth in an environment of mutual respect and cooperation.

OUR CO-OP'S VISION

JOYFULLY WORKING TOGETHER

- Delighting Shoppers
- Enhancing Health
- Enriching Community

OUR BOARD VALUES

COOPERATION • EMPOWERMENT • COLLABORATION
INTEGRITY • INVOLVEMENT • RESPONSIBILITY
PASSION • VISION

THE SEVEN CO-OP PRINCIPLES

1

Voluntary and Open Membership

Cooperatives are voluntary organizations, open to all persons able to use their services and willing to accept the responsibilities of membership, without gender, social, racial, political or religious discrimination.

2

Democratic Member Control

Cooperatives are democratic organizations controlled by their members, who actively participate in setting their policies and making decisions. Men and women serving as elected representatives are accountable to the membership. In primary cooperatives, members have equal voting rights (one member, one vote) and cooperatives at other levels are organized in a democratic manner.

3

Member Economic Participation

Members contribute equitably to, and democratically control, the capital of their cooperative. At least part of that capital is usually the common property of the cooperative. They usually receive limited compensation, if any, on capital subscribed as a condition of membership. Members allocate surpluses for any or all of the following purposes: developing the cooperative, possibly by setting up reserves, part of which at least would be indivisible; benefiting members in proportion to their transactions with the cooperative; and supporting other activities approved by the membership.

4

Autonomy and Independence

Cooperatives are autonomous, self-help organizations controlled by their members. If they enter into agreements with other organizations, including governments, or raise capital from external sources, they do so on terms that ensure democratic control by their members and maintain their cooperative autonomy.

5

Education, Training and Information

Cooperatives provide education and training for their members, elected representatives, managers and employees so they can contribute effectively to the development of their cooperatives. They inform the general public — particularly young people and opinion leaders — about the nature and benefits of cooperation.

6

Cooperation among Cooperatives

Cooperatives serve their members most effectively and strengthen the cooperative movement by working together through local, national, regional and international structures.

7

Concern for Community

While focusing on member needs, cooperatives work for the sustainable development of their communities through policies accepted by their members.

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

The Role of the Board of Directors

Except as to matters reserved to owners by law or by these Bylaws, the corporate powers of the Co-op shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the Co-op shall be managed under the direction of the Board of Directors. (See AFC Bylaws, Article IV.)

The Board of Directors acts as a body with one voice; membership on the Board gives an individual authority to act only as a part of the group. Working, together as a Board, the directors hold a trusteeship for the owners.

The Board does not manage the day-to-day operations. These are delegated to the General Manager, who is held accountable to the Board for his/her decisions and performance in conducting the store's day-to-day business.

Board of Directors Job Description





Purpose

The Ashland Food Cooperative is a consumer-owned co-op, and the Board of Directors is the ultimate decision-making body of the Corporation. The Board Provides overall direction for the Corporation on behalf of the owners, ensures sound management to achieve the goals of the Corporation, and ensures that owners are informed about the status of the Corporation.

Accountability

Directors are elected by the co-op owners for three-year terms. The Board is accountable to the owners. See the By-laws for specific guidelines.

Policy & Planning

-  Define the purpose and values of the Cooperative as community and ownership needs change and submit to owners.
-  Establish long-range goals and annual objectives within the stated purpose and values.
-  Set major policies and standards to achieve those goals and objectives.
-  Review and evaluate the performance of the Cooperative's progress toward achievement of goals and objectives.

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

Financial & Legal

- Monitor financial management to ensure adequate capitalization and profitable operations.
- Review periodic financial statements.
- Approve capital and operating budgets.
- Authorize all loans and long-term leases.
- Authorize capital expenditures over specified limit.
- Represent the Cooperative in major legal matters.

Code of Ethics

- Directors shall at all times hold the good of the Co-op to be above that of any interest group, individual Board Director and owner or Co-op employee.

Personnel

- Hire the General Manager of the Cooperative, define his/her duties, and set his/her compensation. Hire an interim manager, if needed.
- Supervise and evaluate the performance of the General Manager or interim manager in a timely manner against standards of performance and objectives to assure that Board and GM goals and policies are effectively enacted. Ensure that AFC is well managed according to all store values and policies.
- Review staff employment policies and compensation, and monitor general personnel practices, to ensure good working conditions for staff.

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

Internal

- Establish and serve on Board committees.
- Monitor progress toward goals and achievement of objectives.
- Perpetuate a strong Board through recruitment, elections, training, and annual Board evaluations.
- Review election procedures and ensure smooth transitions between Board terms.

Ownership & Community

- Organize owner meetings.
- Establish and maintain effective avenues of owner input into long-range planning and major decision-making.
- Establish and maintain other avenues of owner involvement for other purposes consistent with AFC goals.
- Establish standing and ad hoc committees of the Board, and recruit committee volunteers from among the Co-op owners.
- Establish and review policies for corporate participation in social and political activities, including endorsements and donations.



Cooperative
**ENTERPRISES
BUILD A
BETTER WORLD**

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

Individual Director Responsibilities

- Attend monthly meetings. Any director, who misses two consecutive meetings, or three meetings a year without prior excuse by the Board, shall be considered to have resigned.
- Be punctual.
- Keep informed by reviewing all written material before meetings. Come prepared to discuss the issues on the agenda.
- Serve on committees.
- Provide leadership.
- Attain needed knowledge and skills.
- Contribute actively to discussions.
- Maintain regular contact with owners and communicate concerns to the Board.
- Mentor new Board Directors.
- Actively support all decisions made by the Board and follow through in carrying them out.
- Each Board Director will be held accountable to fulfill their duties.

Qualifications

- Be an AFC owner in good standing.
- Knowledge of natural foods and organic foods is desirable.
- Useful experience, education, and skills might include prior work on a volunteer board; financial, business, or legal background; management, supervisory or organizational skills; negotiation, facilitation, and conflict resolution skills; collective/co-operative experience.
- Good computer skills are required. Must be proficient in MS Word, Google Docs and Excel.

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

Expectations of Board Directors

Attend Board Meetings

Board meetings are held once a month (except for July) and last up to four hours. Closed Work Sessions are held an hour before the meeting. Executive Session meetings occasionally follow or a regularly scheduled meeting. You are expected to attend these meetings, having read meeting materials and being prepared to discuss them.

Preparation for Committee and Board Meetings

It is important to come to all meetings prepared so you can fully participate. Four hours or more per month.

Join a Standing Committees

The Board of Directors conducts the majority of its work and service through committees. You must serve on at least one of the following standing committees: Finance, Board Development, Owner Engagement, Executive, or Community Grants. You are expected to attend meetings, having read meeting materials and being prepared to discuss them.

Serve as a Board Officer

With 7 Board Directors and 4 Board Officer positions (President, Vice-President, Secretary, and Treasurer), you will be serving as a Board Officer sometime during your term.

Trainings/Retreats

There will be training opportunities, either in-house training or out of town at a variety of conferences or workshops. You are also expected to attend our annual retreat. Up to 30 hours per year.

Prepare General Manager Evaluation

Once a year Board Directors are expected to complete our General Manager Evaluation. The process takes up to 6 hours.

Board/Management Strategic Planning Session

Once a year Board Directors and Co-op Managers meet for a strategic planning session. Directors also participate in Strategic Planning teams. Up to 12 hours per year.

2018 BOARD OF DIRECTORS JOB DESCRIPTION

Roles, Responsibilities & Qualifications

Expectations of Board Directors Continued . . .

Attend Annual Meeting and Other Events

One time a year for approximately 5 hours.

Attend All-Staff Meeting

Two all-staff meetings are held each year. Directors are expected to attend at least one 2-hour meeting.

Attend New Employee Orientation

Attend at least one new employee orientation per year. The Board presentation at the orientation meeting is less than 1 hour.

Annual Employee Holiday Party

The Co-op organizes a holiday party for employees. Directors are requested to attend but your attendance is voluntary.

Participate in Dinner with the Directors/Brunch with the Board

A quarterly two-hour dinner is scheduled as an opportunity to connect with owners and have an open discussion about AFC. Your voluntary participation is requested one to two times per year.

Board Candidate Reception

Our Board candidate reception is held to allow prospective Board candidates to meet current Directors and ask questions. This responsibility is voluntary.

Annual December Holiday Dinner

Once a year the Board of Directors has a holiday dinner. This is a great opportunity to socialize. Director attendance is requested.

Attend Other AFC Special Events

Spend a few hours bagging groceries, passing out samples, receiving input from owners and marketing special AFC opportunities. At least 6 hours are required and another 8 are voluntary.

Board Officers may spend at least an additional 120 hours a year serving the Co-op.

Note: The Board of Directors conducts the majority of its work and service through committees. What is outlined here is the bare minimum, but there is also an expectation that Board Directors will spend more time serving in owner engagement activities. These activities are voluntary but are strongly encouraged as a way of increasing contact between Board members and our owners.

2018 BOARD OF DIRECTORS CALENDAR OF EXPECTATIONS

Up to Hrs/ Yr	V/R	Activity
44	R	Attend monthly Board Meetings (4 hrs/mo; 11 mos.)
33-44	R	Preparation for Board & committee meetings (3 hrs/11x/yr)
18-36	R	Serve on one or two committees (1-2 hrs/mo)
22-30	R	Attend 2-3 days/yr of training and 1 day retreat
10-12	R	Attend Board & Management Teams Strategic Planning Meetings
6	R	Prepare General Manager Evaluation (6hrs/1 x yr)
5	R	Attend Annual Meeting and Owner Picnic (5hrs/1 x yr)
2	R	Attend one All-Staff meeting (2 hrs/1 x yr)
2	R	Attend one new employee orientation (1 hr/1 x yr)
16	R	Reading and answering Board correspondence
6	R	Attend other AFC special events
3	V	Annual Employee Picnic or Employee Holiday Party (3 hrs/ 1 x yr)
30	V	Attend conferences and trainings (2 meetings/1 x yr)
6	V	Attend Dinner with Directors/Brunch with Board (1-2 x yr) and Candidate Reception
8	V	Attend other AFC special events
211-250		Total Hours of Participation (R = 164 to 203; V = 47)

V = Voluntary R = Required

BOARD OF DIRECTORS CODE OF ETHICS

All Board business will be conducted at meetings properly announced and open to the public, unless covered by the policy on Executive Sessions. (Bylaw section 5.2 Meeting of the Board Notice, Section 5.7 Open meetings.)

Confidentiality will be maintained for all sensitive issues at Executive Meetings and Committee Meetings. At all meetings where confidential information is shared the person who is chairing the meeting will be responsible for delineating those issues that are confidential and recapping at the end of the meeting what (if anything) can be shared and with whom. This information will become part of the Executive Minutes.

When sending confidential information via e-mail, it shall be clearly marked at the beginning as being a “confidential document.” All minutes, information, memos, and General Manager files of a confidential nature shall be clearly marked “confidential” and handled in a confidential manner. All confidential material will be stored on an “external drive” and deposited in our locked fire protective box located in the Board office, accessible only to Board Directors and the Board Administrator.

All personnel, real estate, marketing, strategic planning and financial matters will be considered sensitive issues. Directors shall use the utmost professional judgment and discretion in discussing these issues and disputed or confidential corporate actions, policies or issues with owners, employees or the general public. (Bylaw section 5.7 Open meetings.)

Directors shall at all times hold the good of the Co-op to be above that of any interest group, individual Board member, and Co-op owner or Co-op employee.

Directors shall be responsible at all times for discharging their duties in good faith, with the care that an ordinary prudent person in a like position would exercise under similar circumstances and in a manner that they reasonably believe to be in the best interests of the Co-op. (Bylaw section 4.5 Standards of conduct.)

All Directors recognize that, except when the Board is in a formal meeting, each Director’s authority is equal only to the rights and authority of any individual member of the Co-op and that no individual Director may take action on behalf of the AFC alone unless explicitly delegated that authority by the entire Board.

The Board agrees that while an individual Director may disagree with a policy or action adopted by a majority of the Board, they should support said policy or action as being the considered judgment of the Board. The Board shall strive to make decisions by consensus, attempting to reconcile differing points of view based upon the best interests of the Co-op. (Bylaw section 5.5 Decision making.)

BOARD OF DIRECTORS CODE OF ETHICS

Directors have the right and responsibility to present further evidence and argument to the Board for additional consideration in a manner consistent with the Board's practices, and the Board shall have the duty to reconsider its actions.

If a Director has any actual or potential conflict of interest in any manner under consideration by the Board or by a committee exercising the authority of the Board, they have the affirmative duty of full disclosure. Such interest shall be made a matter of record in the minutes of the meeting. Disclosure must include the existence of the relationship, the nature of the conflict (i.e. financial, family ties, etc.), and the intention to not participate in the decision regarding the matter, as well as the intention not to participate in deliberations leading up to the decision. They must abstain from voting on the issue and using their personal influence on the matter. (Bylaw section 4.6 Conflicts of interest.)

These requirements should not be construed as preventing the Board member from briefly stating their position in the matter, nor from answering pertinent questions from other Directors since their knowledge may be of great assistance. If, as a result of being on the Board, a business advantage comes to the attention of a Director they must always defer to the Co-op. Only after an informal evaluation, and a determination by their disinterested peers, should the Director pursue the matter for their own account or the benefit of others.

Except as to matters reserved to owners by law, or by our Cooperative Bylaws, the corporate powers of the Co-op shall be exercised by or under the authority of the Board of Directors. At all times Directors shall recognize that they project an image as representatives of the Co-op and shall conduct themselves in a professional manner which fosters confidence and reflects positively on AFC, its owners, its staff and its Board. (Bylaw section 4.1 Powers and duties.)

If the Board finds that a Director is in violation of any aspect of the Cooperative Bylaws or Code of Ethics it may request that Director's resignation following the process outlined in Section 4.9 of the Bylaws. (Bylaw section 4.9 Termination.)

Positive relations between the Board, AFC staff and owners are vital. When approached by a staff member or owner regarding a management issue, follow the AFC Board "Procedure for Handling Board Director Contacts from Owners, Customers or Staff Members."

Directors are free to express their personal opinions or interpret Board decisions as long as it is clearly presented as personal opinions and not as a statement from the Board. Board Directors shall never present or characterize views of another Director.

Of importance, always receive approval from the General Manager before making requests of staff that would require any substantial time or effort on their part.

SIGNED BY: _____ DATE: _____

OVERRIDING CONFLICTS OF INTEREST

Implementing Section 4.6 of the Co-op Bylaws

Section 4.6

Section 4.6 of the Co-op Bylaws provides that no Director “shall . . . have any overriding conflict of interest with the Co-op.” To implement this bylaw in a practical way, the Board of Directors has adopted a resolution (dated January 9, 2013) which provides that all seated Directors and all persons interested in and seeking to be nominated for a Director’s position will be asked for information about any possible overriding conflicts of interest and if any issue arises, given the opportunity to speak with Board representatives about it. The Board will then decide any question of overriding conflict in its best business judgment, limiting the “overriding conflict of interest” prohibition to apply only to seated Directors and candidates whose circumstances suggest the reasonable possibility of a conflict arising in more than a few matters likely to come before the Board, and which would make it reasonable or plausible to expect that the candidate may act in a manner that is against the best interests of the Co-op.

More detailed information on these questions is available in the Board resolution itself.

“Cooperatives
**are a reminder to the international community
that it is possible to pursue both economic
viability and social responsibility.”**






— Ban Ki-moon,
United Nations Secretary General

CURRENT BOARD OF DIRECTORS

TERMS OF OFFICE & APPLICATION CHECKLIST

End of Term	Name	Position
2018	Charlie Douglass	Treasurer
2018	Aaron Jarvi	Director
2019	Gwyneth Bowman	Vice-President
2019	Gary Einhorn	Director
2020	Jeff Golden	Secretary, External Relations
2020	Julie O'Dwyer	Secretary
2020	Ed Claassen	President

Please return your completed application to the Co-op Front Desk by 9PM on or before March 30, 2018.

-  Signed Board Candidate Application
-  Written or typed sheet with answers to AFC Board candidate questionnaire (Found on page 6 of this packet)
-  Resume
-  List of three professional references with names, addresses, email addresses and phone numbers
-  Signed Code of Ethics for Board Directors statement

