

Reports

Minutes of the Dec. 16, 2013, Medford Food Co-op Board of Directors (**MFC BOD**) Board meeting were submitted. **Ben Truwe** moved to accept the minutes as submitted. **Kellie Hill** seconded the motion, which passed unanimously.

Treasurer Justin Botillier discussed this month's financial statements as previously discussed at the Financial Committee meeting and e-mailed to all Directors by **GM Anne Carter** (P&L Previous Year Comparison, Balance Sheet, and Budget vs. Actuals as of Dec. 31, 2013). **Justin** noted an overall increase in net income, and he and **GM Carter** were available to answer questions.

Due to the absence of **President Jim Sims**, the President's Report was tabled for this month.

Old Business

There was discussion regarding a previously suggested change to the ByLaws regarding the number of Directors who may serve at any one time. At the September, 2013 meeting, motion was made (**Ben Truwe**), seconded (**BJ Buxton**), and passed to recommend a ByLaws amendment so that the total number of Directors on the **MFC BOD** change from the current five-to-seven, to seven-to-nine. While Directors agree that such an amendment may be revisited in the future, it was decided at this time to rescind the September motion, and leave things as they are (motion, **Ben Truwe**, second, **Justin Botillier**, unanimous vote).

A sub-committee was formed to begin plans for the May 18 Annual Meeting. Members of this committee will include **GM Anne Carter**, **President Jim Sims**, a member of the store outreach staff, **Ben Truwe** and **Fran Batzer**. The committee will elect a chair and report

2014 Roll Call
Medford Food Co-op Board of Directors

Date: Mon., 1-20-14

President Jim Sims
 Vice President BJ Buxton
 Treasurer Justin Botillier
 Secretary Debi Boen
 Fran Batzer
 Kellie Hill
 Ben Truwe

Staff Present:	Guests Present:
<input checked="" type="checkbox"/> General Mgr Anne Carter	<input type="checkbox"/> _____
<input type="checkbox"/> _____	<input type="checkbox"/> _____
<input type="checkbox"/> _____	<input type="checkbox"/> _____

Old Business, continued

back to the full board at the Feb. 17, 2014 meeting.

Ben Truwe moved that in order to more fully implement Policy Governance and evaluate **GM Carter** over a longer period of time, the 2013 GM evaluation (regularly scheduled for Spring of 2014), be tabled at this time. **Kellie Hill** seconded the motion, which passed unanimously.

General Manager

General Manager Anne Carter discussed her previously e-mailed GM Report, which included information on finance, human resources, marketing and outreach, operations and management. **MFC** will again have a table at the Feb. 1 **Rogue Valley Health Fair**. Two coolers have been purchased and installed for cheese and grab-n-go items; additional shelving is needed, as well as the continued pursuit of several options in order to be able to offer more prepared foods. Over \$4,000.00 has been paid to investors for 2013 interest, and an annual update letter has gone out to investors. **Jimmy Breedlove** is now a full-time **MFC** employee, promoted to Front End Manager and on track for future CORE participation. This change will allow **Ian Stoy** to prioritize marketing and member services.

New Business

Directors clarified changes they would like to see in the formatting of the minutes, as well as the agenda. In addition, an "Owner's Forum" will be added to each monthly agenda, and shall be scheduled to take place early in the meeting.

GM Carter and **President Jim Sims** are currently working on an annual calendar for GM reports. Further information will be provided at the February meeting.

It was agreed to add a synopsis of Policy Governance to the **2014 Candidate's Package**; a proof of this package will be submitted for approval at the February meeting.

Directors agreed that while we continue to work on our working policy register, we have not yet come to the point of declaring an implementation date.

MFC BOD spent approximately half an hour addressing "bookmarked" items within our working policy register, coming to agreement on items through C-4 (page 18). Directors are asked to be prepared to continue working through bookmarked items at the February meeting (beginning with C-5, page 19).

An electronic vote was held in late 2013 regarding approval of the IRS capitalization policy (as of 12-31-13). All Directors voted unanimously to approve the Dec. 26, 2013 Capitalization Policy as written and submitted by **GM Anne Carter**.



Action List

The following actions are to take place before the Feb. 17 Board meeting: **Annual Meeting Committee** should meet, declare a chair, and prepare a report for the Feb. 17 meeting; **Debi** should prepare and e-mail a 2014 Candidates' Package for final approval at the Feb. 17 meeting.

Adjournment

Kellie Hill moved for adjournment of the **MFC BOD** meeting at 8:02 p.m. The motion was seconded by **Justin Botillier**, and passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Mon., Feb. 17, 2014, at 6 p.m., at the law offices of **President Jim Sims** (225 W. Main, Medford). Member-owners, staff, and the public are welcomed and encouraged to attend; snacks available. The Finance Committee will meet before the Feb. 17 full Board meeting.

Respectfully Submitted,



Debi Boen
Secretary, MFC BOD