

**Present:** Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Patty Casebolt

**Absent:** Fran Batzer

**Guest Present:** Kristi Schoenbachler

**Staff Present:** GM Anne Carter

**AMENDED**

## **REPORTS**

The February Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:10 p.m. on 02-16-16.

Minutes of the 01-18-16 **MFC BOD** meeting were previously submitted via e-mail; **Patty Casebolt** moved to accept the minutes as submitted. **Kellie Hill** seconded the motion, which passed unanimously.

Financial reports submitted included Profit & Loss (Nov. 2015-Jan. 2016), the January 2016 Budget vs. Actuals, and the January 31, 2016 Balance Sheet. January sales were at \$352K, 95.5% of budget (and a .5% increase over January, 2015). Expenses were at \$100K, or 96% of budget. Net operating income for January was \$13k, 75% of budget. Factors which may have contributed to the operating income shortfall include inclement weather that may have led more people to take winter vacations, and a stock market plunge. Sales picked up during the first week of February.

**GM Carter** submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational and staff changes. **MFC** added 16 new owners in January, and there was one share redemption. **Carter** is working with Gary Caperna, architect, to ready the deli floor plan for quote submission. **Carter** attended the NCG Western Corridor meeting in San Francisco during the last week of January. The theme of the development workshops was “Systems and Structures to Market Your Brand.” Our adoption of the NCG branding package in 2014 puts us in a good position to use the NCG resources available. Our marketing plan, budget, and Marketing Manager Halle Riddlebarger’s areas of focus are on track with NCG’s recommendations. The SOU students that Halle is working with have created the survey. It will be sent out to owners via e-mail soon. We’ll be catering a lunch for the semi-annual Great Start, Eat Smart meeting in April. This will be a large group of up to 100. Most of the participants work in the areas food and health in Jackson & Josephine counties.

## **GM MONITORING REPORT**

The February GM Monitoring Reports concerned Policy A, Global Ends, and Policy B1, Financial Conditions and Activities.. **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **Carter’s** report on Policy A reflected on the Co-op’s progress towards our “End” policies, or goals. President Sims was especially impressed by the following data: Employee compensation has increased by 6.4% in the past 12 months compared to the previous 12-month period. In addition, the Board appreciated the “Community Coffee Donations”; every day the Co-op offers fresh-brewed coffee to customers for a \$1.00 donation per cup. After covering the costs of supplies (kept to a minimum thanks to Griffin Creek Coffee providing the coffee at a discount), the proceeds are donated to local organizations. In 2015, the Co-op contributed \$1,500.00 amongst the following organizations: Rogue Farms Corps, Rogue Valley YMCA Afterschool Programs, Kids Unlimited, Maslow Project, ACCESS Cooking Skills program, and Phoenix High School Culinary Arts Program. Although **GM Carter** was still unable to report compliance with Policy B1, she is on-track with a Board-approved plan to accomplish compliance (a Year 1 audit assessment was completed; a review is slated for 2016, with a full audit during 2017). Directors agreed to assign “Low” severity indicators to both policies.

## **OLD BUSINESS**

The Nominating Committee reports that several people have expressed interest in joining the **MFC BOD**, and they expect the election at the May 22 annual meeting to be an important one.

The Annual Meeting Committee is scheduled to have a planning meeting tomorrow (2-17-16).

After discussion and perusal of the existing Bylaws, Directors agreed that at this time, there is no recommended amendment to the Bylaws. In a related discussion, the Financial Committee recommended that a patronage dividend is not an appropriate discussion for us to have while the Co-op is still operating in a negative condition (i.e., still paying back loans). However, the Financial Committee suggested that MFC BOD think about asking members present at the annual meeting to discuss the issue of the currently offered monthly member “coupon” vs. a small annual patronage dividend.

**MFC BOD** has been discussing articles from a cooperative grocer/cds consulting publication, **Patronage Dividends for Food Coops**. Directors discussed the article “Waking the Sleeping Giant” at the February meeting.

Upon learning that several Directors would be unavailable to attend a previously scheduled March 5 workshop with **Todd Wallace**, it was agreed to reschedule the workshop. **Carter** will contact **Wallace** for a list of available dates. Directors were also reminded of the March 19 **CBLD 101** training in Portland.

The April Board meeting has been rescheduled for Tues., April 19, at 6:30 p.m. A Board Social will be held prior, beginning at 5:30 p.m. Location TBA.

### **NEW BUSINESS**

There was no new business discussed at the February meeting.

### **ADJOURNMENT**

**Kellie Hill** moved to adjourn the meeting at 7:33 p.m.; **Patty Casebolt** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., March 21, at 6:00 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). Members-owners, staff, and the public are welcomed and encouraged to attend; snacks available. The Finance Committee will meet before the Mar. 21 full Board meeting.

Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>ACTION LIST</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin Mar. agenda; update tracking spreadsheets; update MFC binder; update register, work on “C” and “D” policy survey; make new spreadsheets for new fiscal year	Debi

03-21-16	Scheduled monitoring report B4 (Membership rights, responsibilities)	Anne
03-21-16	Bring suggested GM eval to meeting	Jim. Debi, Patty
Prior to 03-21-16	e-mail vote regarding new Director	all

<b>MOTION LIST 02-16-16</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 01-18-16 minutes as submitted	Patty Casebolt	Kellie Hill	Pass
Adjourn	Kellie Hill	Patty Casebolt	Pass