

**Present:** Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Treas. Kristi Schoenbachler, Johnathan Hillis

**Absent:** Fran Batzer, Patty Casebolt

**Staff Present:** GM Anne Carter, Caleb Landis, Ian Newlove

## **REPORTS**

The April Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 04/17/17.

Minutes of the 03/20/17 **MFC BOD** meeting were submitted; **Kristi Schoenbachler** moved to accept the minutes as submitted. **Johnathan Hillis** seconded the motion, which passed. Minutes of the 03/20/17 **MFC BOD** Executive Session were submitted; **Johnathan Hillis** moved to accept the minutes as submitted. **Kristi Schoenbachler** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (Jan.-Mar. 2017), the Jan.-Mar. 2017 Budget vs. Actuals, and the Mar. 31, 2017 Balance Sheet. Mar. sales were at \$398K, 101% of budget and a 7% increase over Mar., 2016. Operating expenses were at \$108K, or 79% of budget. Net operating income for Mar. was \$45K, which was well over budget (as a loss had been projected). After discussion, **Treasurer Kristi Schoenbachler** moved that **MFC** distribute the maximum patronage dividend required to reduce tax liability while preserving **MFC** cash flow. **Johnathan Hillis** seconded the motion, which passed. **Pres. Jim Sims** also noted that after many years of invaluable service, **Barry Robino** is leaving the **MFC** finance committee. The entire **MFC BOD** expressed gratitude and appreciation for Mr. Robino's contribution.

There were no "Owners' Forum" issues or topics submitted for discussion. In his President's Report, **Pres. Jim Sims** noted that although construction of the café (deli) has been delayed, we are still looking forward to this addition, which will put us into a better position for future growth.

**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 15 new owners in Mar., and there was 1 owner share redemption. Additional updates:

### **Deli update:**

- Some construction will start this week: replacing sewer line, and floor and foundation work.

### **Public Events affecting Perception of Co-op in Community**

- As a member of the Rogue Valley Food System Network, Anne has been a part of discussions regarding maintaining some key Thrive local food projects, like the Rogue Flavor Guide and Rogue Valley Grown labels and branding. If **MFC** had more resources, we could play a bigger role.
- Local food system is threatened by the prolific spread and profits in growing cannabis. The Food System Network has facilitated meetings between stakeholders and is planning a public educational forum.

### **Significant Operational Changes**

- The store has new signs to designate local products. Look for the blue "local" signs.

## **GM MONITORING REPORT**

The April GM Monitoring Reports concerned Policy B5 (Treatment of Customers). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** was unable to report compliance, as no official customer satisfaction survey has been completed since 2016. It was noted that co-ops **MFC's** size typically conduct such a survey every two years, and one is planned for 2018. There is also a "customer comment" system in place, with all customer comments being responded to (and that response is tracked and monitored). Directors agreed to assign a "Low" severity indicator to this policy non-compliance, while underscoring the desire to maintain responsiveness to customer needs.

## **OLD BUSINESS**

Annual Meeting Committee reports that plans for this year’s May 21 event are proceeding on schedule. A proposed schedule of the afternoon’s events was submitted.

The Nominating Committee has not met since the last **MFC BOD** board meeting, and may be submitting information for consideration and e-Vote via e-mail, before the May **MFC BOD** meeting. Directors are advised to be on the lookout for this possibility.

**GM Carter** presented and summarized a market study recently completed by **Debbie Suassuna**, as per Board directive.

Directors agreed that the **Todd Wallace** June 17 **MFC BOD** workshop will cover the areas of financial overview, and market study review. The workshop will be from 9:00 a.m.-3:00 p.m.; location TBA.

**POLICY REVIEW**

Consult the table below for monthly policy review.

<b>2016-2017 POLICY REVIEW</b>				
<b>POLICY</b>	<b>1<sup>ST</sup> REVIEW</b>	<b>NOTES</b>	<b>2<sup>ND</sup> REVIEW</b>	<b>NOTES</b>
<b>B4</b>	<b>3/20/17</b>	<b>Add colon to #2</b>	<b>4/17/17</b>	<b>KH/JH motion; passed</b>
D Global	3/20/17	Ok as-is		
D1	3/20/17	Ok as-is		
B5	4/17/17	Ok as-is		
D2	4/17/17	Ok as-is		
D3	4/17/17	Ok as-is		
C Global	5/15/17			
C1	5/15/17			
C2	5/15/17			
B6	6/19/17			
B9	7/17/17			
D4	7/17/17			
C3	8/21/17			
C4	8/21/17			
C5	8/21/17			
B3	9/18/17			
C6	10/16/17			
C7	10/16/17			
B7	11/20/17			
B2	12/18/17			
B Global	1/15/18			
B8	1/15/18			
C8	1/15/18			
A Global	2/19/18			
B1	2/19/18			
B2	2/19/18			

**NEW BUSINESS**

Directors were advised to be prepared to discuss the need for a separate finance committee at the May meeting.

**ADJOURNMENT**

*Johnathan Hillis* moved to adjourn the meeting at 7:09 p.m.; *Debi Boen* seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., May 15, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). The Finance Committee will meet before the May 15 full Board meeting. Owners are welcomed and encouraged to attend both meetings. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>ACTION LIST, APRIL 2017</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin May agenda; update tracking spreadsheets; update MFC binder; update register; create policy reviews	Debi
05-15-17	Scheduled monitoring report B1	Anne
05-21-17	Annual Meeting	Dir., Membership, Guests
06-17-17	Todd Wallace Workshop	All Directors

<b>MOTION LIST 4-17-17</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 3-20-17 reg. minutes as submitted	Kristi Schoenbachler	Johnathan Hillis	Pass
Approve 3-20-17 ES minutes as submitted	Johnathan Hillis	Kristi S.	Pass
Patronage dividend 2017	Kristi Schoenbachler	Johnathan Hillis	Pass
Amendment to Policy B4	Kellie Hill	Johnathan Hillis	Pass
Adjourn	Johnathan Hillis	Debi Boen	Pass