

## Medford Food Co-op Board of Directors July 17, 2017

**Present:** Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Treas. Kristi Schoenbachler, Fran Batzer, Patty Casebolt

**Absent:** Robin Simpson

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

### REPORTS

The July Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 07/17/17.

Minutes of the 06/19/17 **MFC BOD** regular meeting were submitted; **Kellie Hill** moved to accept the minutes as corrected. **Fran Batzer** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (April-June 2017), the Jan.-June 2017 Budget vs. Actuals, and the June 30, 2017 Balance Sheet. June sales were at \$412K, 97% of budget and a 6.9% increase over June, 2016. Operating expenses were at \$113K, or 82% of budget. Net operating income for June was \$39K, 316% of budget. **GM Carter** noted that a revised budget has not yet been completed; due to the café delay, expenses are under budget, which is contributing to a higher-than-expected net operating income. **GM Carter** also noted that each month, we are paying for the work that was completed that month on the café project. **Treasurer Kristi Schoenbachler** confirmed that the Finance Committee examined various scenarios regarding how the delayed opening of the café might affect the budget; the Finance Committee remains convinced that **MFC** continues to look solid financially.

There were no “Owners’ Forum” issues or President’s Report this month.

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

#### Deli update:

- Last week the concrete floor was poured, entrance doors and final window installed.
- This week, stucco going on outside.
- Ken Wallace, Prepared Foods Retail Specialist from the NCG WC office in Portland, visited and reviewed cafe plans and progress on 6/28. He had compliments and helpful input.
- Cafe Manager candidates: Completed 2nd interview for first applicant and initial screening for second applicant.

#### Update on Patronage Dividend Process:

- Jeff Haug created report of owner purchases for 2016. Staff reviewed and revised list to eliminate ineligible owners. Negotiated contract with The TechSupport Cooperative for E-Patronage Implementation in POS by 8/5/17. (Consensus of **MFC BOD**, at the 07/17/17 meeting, was that owners paying for their ownership on the installment plan offered by **MFC** are eligible for benefits, as long as the installment payments remain in good standing. **GM Carter** recommends Bylaw clarification on this point, the next time **MFC** Bylaws are revised.)

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

- 7/5; Rogue Valley Food System Network’s quarterly business meeting. The Council is still deciding how much of Thrive’s projects to take on. Upcoming educational event on 7/19: 6-8 p.m., “Cannabis and the Food System: A Changing Landscape” @ Medford branch of the Jackson County Library System.
- 7/10; Dogs to the Rescue puppet show, 5:30-6:30 p.m. @ the store.

- 8/21-27; Oregon Wine Experience. Earlier this year, Halle joined the Children’s Champion Committee that supports Asante in its position as a Children’s Miracle Network hospital. The Oregon Wine Experience is its main fundraiser. **MFC** is an entry-level sponsor and will be sending several staff to events that week.

**Significant Operational Changes**

- A few staff changes: We filled the open grocery assistant and deli assistant positions from within, and a new part time cashier started last week.

**GM MONITORING REPORT**

The July GM Monitoring Reports concerned Policy B9 (Emergency GM Succession). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** reports compliance with Policy B9; therefore, there was no need for Directors to assign a non-compliance severity level to the policy. No policy updates were due this month.

**RECURRING BUSINESS**

A draft of the 2018 Board Budget was presented and reviewed; final approval will take place at the September meeting.

**OLD BUSINESS**

The Nominating Committee requested further direction from the Board regarding recruitment. Consensus was that board members should be recruited for general positions; as each Director’s passion and specialty is more fully revealed and developed, such will be utilized by the Board. At the August meeting, the full board will revisit and update a recruitment list developed at a **MFC BOD** meeting earlier this year.

**NEW BUSINESS**

**Kellie Hill** made a motion to pass Resolution 2017-0001, which removes **Emile Amarotico** as an authorized user of the Rogue Credit Union MFC VISA credit card, and adds **Anne Carter** as an authorized user of the same. **Kristi Schoenbachler** seconded the motion, which passed.

A timeline of **MFC** events was developed at the recent Todd Wallace/Board workshop. This timeline was reviewed, with the intention of determining next steps. It was agreed that in August, **MFC BOD** will begin dedicating Executive Session time to the further development of this list.

**GM Carter** expects the café to open during September. There will be a public event to celebrate this milestone (date TBA), and it was agreed that **MFC BOD** will also use this opportunity as its next “Board Social”. As the recruitment list is considered at the August meeting, Directors are encouraged to consider who should be specifically invited to join us at this important moment in **MFC** history.

**GM Carter** reminded Directors of the “Cooperative Café” scheduled for Oct. 7 in Hood River. Directors are encouraged to attend; **GM Carter** expects some staff to attend, also.

**POLICY REVIEW**

Consult the table below for monthly policy review.

2016-2017 POLICY REVIEW				
POLICY	1 <sup>ST</sup> REVIEW	NOTES	2 <sup>ND</sup> REVIEW	NOTES
B4	3/20/17	Add colon to #2	4/17/17	KH/JH motion; passed
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	*6/19/17	Change as recc, by CDS		KH/RS motion; passed
C1	*6/19/17	Change as recc, by CDS		KS/PC motion; passed
C2	*6/19/17	Change as recc, by CDS		RS/KS motion; passed
B6	6/19/17	Reword 1(b); elim. 1(b)1		PC/KH motion; passed
B9	7/17/17	Ok as is		
D4	7/17/17	Ok as is		
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			

### ADJOURNMENT

**Patty Casebolt** moved to adjourn the meeting at 7:04 p.m.; **Fran Batzer** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., August 21, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). Owners are welcomed and encouraged to attend. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

MOTION LIST 7-17-17			
MOTION	1 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL
Approve 6-19-17 reg. minutes as corrected	Kellie Hill	Fran Batzer	Pass
Pass Resolution 2017-0001	Kellie Hill	Kristi Schoenbachler	Pass
Adjourn	Patty Casebolt	Fran Batzer	Pass

<b>ACTION LIST, JULY 2017</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin Aug. agenda; update tracking spreadsheets; update MFC binder; update register; create policy reviews	Debi
8-21-17	Exec Session re timeline, recruitment	Full Board + Anne
8-21-17	Scheduled monitoring report B1	Anne
9-18-17	Scheduled monitoring report B3	Anne
9-18-17	Scheduled policy updates B4, B6	Anne
9-18-17	Final approval board budget	Full Board
September (date TBA)	Café opening, Board Social	All