

Medford Food Co-op Board of Directors August 20, 2018

Present: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Kristi Schoenbachler, Sec. Debi Boen, Fran Batzer, Roger Noyes, Verne Underwood

Staff Present: GM Anne Carter

REPORTS

The August, 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 8/20/18.

Minutes of the 7/16/18 **MFC BOD** regular meeting were submitted; **Fran Batzer** moved to accept the minutes as submitted. **Verne Underwood** seconded the motion, which passed.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 18 new owners in July, and there were no owner share redemptions.

Relevant Financial Information

July, 2018 sales were at \$431K, a 3.8% increase over July, 2017, 98.7% of budget. June 2nd GM has not yet reviewed July financials, but was able to report summaries: COGS (Cost of Goods Sold) = \$281K, 100.5% of budget; Operating expenses - \$144K, 105% of budget; Net operating income = \$7.4K, 35% of budget (\$13.8K less than projected). Café sales in July were \$39K, 9% of total sales, and 95% of budget. The long period of heavy smoke was the biggest detriment to July sales.

Public Events affecting Perception of Co-op in Community

- 7/22 Farm Tour successful despite the smoke. Many positive comments from both farmers and visitors.
- 9/29 Bear Creek Stewardship clean-up, 9:00 a.m.-Noon. **MFC** will host registration table near Bear Creek Park dog park just off Bartlett. **MFC** also participating in Multicultural Fair on that date.
- CDS Solutions newsletter article: **MFC** will be featured in an article about effective use of policy governance to develop and maintain a good Board/GM relationship.

Significant Operational Changes

- Parking lot repair and striping completed.
- Three new Café staff and one new store staff. Several cashiers have been cross-trained to work in either the store or the Café. Plan to extend Café hours to 9:00 p.m. by Sept. 4.

GM MONITORING REPORT

The August, 2018 GM Monitoring Report concerned Policy B1 (Financial Condition and Activities). **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. **GM Carter** reported compliance with Policy B1.

POLICY REVIEW

Consult the table below for monthly policy review.

2018-2019 POLICY REVIEW				
POLICY	1 ST REVIEW	NOTES	2 ND REVIEW	NOTES
B4	3/19/18	Ok as-is		
D Global	3/19/18	Ok as-is		
D1	3/19/18	Ok as-is		
B5	4/16/18	Ok as-is		

D2	4/16/18	Ok as-is		
D3	4/16/18	Ok as-is		
C Global	5/21/18	Ok as-is		
C1	5/21/18	Ok as-is		
C2	5/21/18	Ok as-is		
B6	6/18/18	Ok as-is		
B9	7/16/18	Ok as-is		
D4	7/16/18	Ok as-is		
C3	8/20/18	Ok as-is		
C4	8/20/18	Ok as-is		
C5	8/20/18	Ok as-is		
B3	9/17/18			
B7	10/15/18			
C6	11/19/18			
C7	11/19/18			
B2	12/17/18			
B Global	1/21/19			
B8	1/21/19			
C8	1/21/19			
A Global	2/18/19			
B1	2/18/19			

OLD BUSINESS

RFP

- No new information.

Audit

- **GM** provided copies of independent auditor's report re financial statements, as well as written summaries, conclusions, and recommendations to the Board and **GM** from the auditor. **MFC BOD** discussed implementation of these recommendations. First step was the amendment of two Resolutions (2015-0001 and 2016-0001), updating and limiting signators for **MFC** banking products (amended resolutions to be voted upon at September **MFC BOD** meeting).

2019 MFC BOD Board Budget

- **Treasurer Kristi Schoenbachler** submitted her recommendation for the 2019 **MFC BOD** Board Budget. After discussion, the proposed 2019 **MFC BOD** Board Budget was approved as submitted (motion, **Patty Casebolt**; second, **Fran Batzer**).

GM Compensation

- Task Force has begun its task. **Verne Underwood** distributed copies of an article detailing current trends in co-op GM compensation. Task Force will continue its research and provide monthly updates to the Board.

Finance Committee

- **Roger Noyes** has agreed to serve on the finance committee.

RECURRING BUSINESS

Fall Newsletter

- **Pres. Kellie Hill** will write an article for the fall **MFC** newsletter.

2017 Patronage Dividend

- **MFC BOD** affirms that, as expected due to the expense of remodeling and developing The Café, there will be no 2017 Patronage Dividend distributed this year.

2018 Board Retreat / Expansion

- **Pres. Kellie Hill** and **Patty Casebolt** e-mailed Directors notes and highlights from the 2018 Todd Wallace Board Retreat. **Fran Batzer** and **Halle Riddlebarger** will work together on detailing expansion “talking points”. **Pres. Hill** also e-mailed Directors a sample expansion overview document (written by another co-op during its expansion), and an initial expansion timeline. At the meeting, **Pres. Hill** distributed copies of the Food Co-op Initiative’s Capital Campaign Workbook; Directors were asked to read pages 1 thru 50 before the September meeting. A special Board capital training will be scheduled (later confirmed for 4:00 p.m. on Tues., Oct. 9).

ADJOURNMENT

At 7:21 p.m., **Patty Casebolt** moved to adjourn the meeting; **Debi Boen** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., September 17 at 5:30 p.m. The September meeting will be held in the conference room at Medical Eye Center (1333 E. Barnett, 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 8-20-18			
MOTION	1st	2nd	PASS/FAIL
Approve 7/16/18 minutes as submitted	Fran Batzer	Verne Underwood	Pass
Approve 2019 MFC BOD Board Budget	Patty Casebolt	Fran Batzer	Pass
Adjourn	Patty Casebolt	Debi Boen	Pass

ACTION LIST, AUGUST 2018		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	update official binder; write & distribute Aug. minutes; begin Sept. agenda; update tracking spreadsheets; update PG register; create policy review, e-mail asstd. reports to Directors; e-mail Halle; e-mail Verne	Debi
9/15/18	Fall newsletter article	Kellie
9/17/18	Monitoring Report: B3 (Asset Protection)	Anne
9/17/18	Policy Review: B3	All
9/17/18	1 st 50 pgs., Capital Campaign Workbook	Directors
10/9/19, 4:00 p.m.	Capital training	Directors
ASAP	Talking Points	Fran, Halle
Complete before May 2019	Begin GM Compensation process	Verne, Fran
Before 2019 Annual meeting	Propose Bylaw change, 8.1	Someone