

Medford Food Co-op Board of Directors March 18, 2019

Present: Treas. Kristi Schoenbachler, Sec. Debi Boen, Roger Noyes, Verne Underwood

Absent: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Fran Batzer

Staff Present: GM Anne Carter

Guest Present: Austin DeVille

REPORTS

The March, 2019 Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 5:30 p.m. on 03/18/19.

Minutes of the 02/18/19 ***MFC BOD*** regular meeting were submitted; ***Verne Underwood*** moved to accept the regular session minutes as amended. ***Kristi Schoenbachler*** 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 23 new owners in February, and there were two owner share redemptions.

Relevant Financial Information

February, 2019 sales were at \$402K, a 6.5% increase over February, 2018, 97.2% of budget. COGS (Cost of Goods Sold) = \$274K, 104% of budget. Café sales = \$43K, 104.7% of budget, 10.7% of total sales. Operating expenses = \$136K, 96% of budget. Net operating income = \$8.7K. A missed UNFI delivery during February, which was not credited until March, accounts for high COGS and low net operating income.

Ownership-Level Issues

- 3/6 - RV Co-ops are working on a project to raise awareness of and promote the cooperative business model. The project includes three informational meetings in May & July and a contest. Applicants participating in the contest submit their business plan for a cooperative business. The winner receives several thousand dollars and mentoring in carrying out the plan. ***MFC Marketing Manager Halle Riddlebarger*** and ***GM Carter*** will alternate in attending the meetings.
- 3/7 - Orchard Hill Elementary School – ***MFC*** staff visited three first grade classes and made healthy snacks with the students.

Significant Operational Changes

- Nothing new to report.

GM MONITORING REPORT

The March, 2019 GM Monitoring Report concerned Policy B4 (Membership Rights and Responsibilities). ***GM Carter*** submitted reports detailing interpretation, operational definitions, and supporting data. ***GM Carter*** was able to report compliance with this policy.

POLICY REVIEW

After a brief discussion about the benefits of ***MFC*** membership, several policies were reviewed. Consult the table below for motions/votes concerning AGlobal, B1, and D4 (discussions re these three policies begun at the February meeting):

2018-2019 POLICY REVIEW				
POLICY	1ST REVIEW	NOTES	2ND 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	3/18/19	Ok w/additions; RN/VU
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	Ok as-is		
C6	10/15/18	Ok as-is		
C7	10/15/18	Ok as-is		
B7	11/19/18	Ok as-is		
B Global	12/17/18	Ok as-is		
B2	1/21/19	Ok as-is		
B8	1/21/19	Ok as-is		
C8	1/21/19	Ok as-is		
A Global	2/18/19	Reformat for grammar	3/18/19	Ok as corrected; RN/VU
B1	2/18/19	Correct format	3/18/19	Ok as corrected; VU/RN

Consult the tables below for monthly policy review:

2019-2020 POLICY REVIEW				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
B4	3/18/19	Ok as-is		
D Global	3/18/19	Ok as-is		
D1	3/18/19	Ok as-is		
B5	4/15/19			
D2	4/15/19			
D3	4/15/19			
C Global	5/20/19			
C1	5/20/19			
C2	5/20/19			
B6	6/17/19			
B9	7/15/19			

A Global	7/15/19			
D4	7/15/19			
C3	8/19/19			
C4	8/19/19			
C5	8/19/19			
B3	9/16/19			
C6	10/21/19			
C7	10/21/19			
B7	11/18/19			
B Global	12/16/19			
B8	12/16/19			
B2	1/20/20			
C8	1/20/20			
B1	2/17/20			

OLD/RECURRING BUSINESS

Nominating Committee

- As no member of the Nominating Committee was present at the meeting, discussion was tabled.

GM Compensation Committee

- **MFC BOD** accepted the GM self-evaluation. GM Employment Agreement was referred to the Contract and Compensation Committee.
- A Committee Charter for the Contract and Compensation Committee was submitted for inclusion in the Policy Register. There was no vote at the March meeting.

Annual Meeting Committee

- Sun., May 5, at the store. Directors were reminded of Bylaws regarding deadlines for membership notification and submission of board candidate petitions. Annual Meeting will be combined with Food Festival. Topics for board round-table discussions were considered.

EXECUTIVE SESSION

At 6:32 p.m., the meeting moved into Executive Session.

ADJOURNMENT

At 6:54 p.m., **Kristi Schoenbackler** moved to adjourn the meeting; **Debi Boen** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., April 15 at 5:30 p.m. The April 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 03-18-19			
MOTION	1st	2nd	PASS/FAIL
Approve 02/18/19 minutes as amended	Verne Underwood	Kristi Schoenbachler	Pass
Approve use of electronic balloting	Roger Noyes	Verne Underwood	Pass
Approve AGlobal changes	Roger Noyes	Verne Underwood	Pass
Approve B1 changes	Verne Underwood	Roger Noyes	Pass
Approve D4 changes	Roger Noyes	Verne Underwood	Pass
Adjourn	Kristi Schoenbachler	Debi Boen	Pass

ACTION LIST, MARCH 2019		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	update official binder; write & distribute March. Reg. & ES minutes; finalize GM Evaluation; update tracking spreadsheets; update calendar; create April policy review, e-mail asstd. reports to Directors; e-mail Halle Feb. minutes. Before April meeting: begin tentative agenda (e-mail Halle).	Debi
04-11-19	Meeting	Financial Comm.
04-15-19	Monitoring report: B5 Consumers	Anne
04-15-19	Policy revision vote (again) D4	Debi
04-15-19	Policy reviews: B5, D3, D4	All
04-15-19	Nominating Committee	Kellie
04-15-19	Annual Meeting Committee	Anne
04-15-19	C + CC Comm Charter Vote	Debi