

Medford Food Co-op Board of Directors May 28, 2019

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

Absent: Sarah Calhoun

Staff Present: GM Anne Carter

REPORTS

The May, 2019 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 05/28/19.

Minutes of the 04/15/19 **MFC BOD** regular meeting were submitted; **Patty Casebolt** moved to accept the regular session minutes as submitted. **Verne Underwood** seconded the motion, which passed. Executive session minutes from 04/15/19 were also submitted. **Verne Underwood** moved to accept the executive session minutes as submitted. **Roger Noyes** seconded the motion, which passed. Minutes from the May 5, 2019 Annual Meeting were submitted; motion to approve as submitted, **Patty Casebolt**. Second, **Verne Underwood**. Motion passed.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 103 new owners in April, and there was one owner share redemption.

Relevant Financial Information

April, 2019 sales were at \$446K, a 5% increase over April, 2018, 98.4% of budget. COGS (Cost of Goods Sold) = \$290K, 99.7% of budget. Café sales = \$46K, 96.8% of budget, 10.4% of total sales. Operating expenses = \$155K, 102% of budget. Net operating income was lower than expected due to estimated COGS that are higher than expected. Corporate tax returns are completed; sales bumped us into a higher tax bracket, resulting in \$2,000.00 state tax owed. No additional taxes owed to IRS.

Public Events Affecting Perception of Co-op in Community

- 4/20 Bear Creek Stewardship and Earth Day - good participation despite rain.
- 4/22-24 OCFNS (Oregon Community Food System Network) Halle attended the statewide convention and will encourage other food co-ops to join.
- 4/24-25 Briar Patch Co-op Peer Visit - Anne participated in this visit. Peer group discussion of future growth that might include second store.
- 4/27 Siskiyou Challenge Race - We sponsored a team in this fundraiser for Farm 2 School.
- 5/4 Rec Fest - We had a table at this city event. Not as well promoted as last year.
- 5/5 Good Food Festival and Annual Meeting.
- 5/11 Tough As Nails Race - We were a sponsor & had a table for this family-friendly race.

Significant Operational Changes

- Café hours are temporarily reduced (7:00 a.m. – 6:00 p.m.) while Café staff positions are filled. Several new café staff have recently been hired, and there are promising applicants for café manager position.
- New POS system implementation is in progress. Data is currently being transferred. Estimated live date, August. (verbal report)

GM MONITORING REPORT

The May, 2019 GM Monitoring Report concerned Policy B1 (Financial Condition and Activities). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data, including a copy of the recent independent accountant review (no discrepancies noted). **GM Carter** was able to report compliance with this policy. Directors noted that a transfer of funds was approved in October of 2018; this transfer has not yet been completed. **GM Carter** stated that the transfer should be complete by the end of June, 2019.

GM Carter also submitted policy updates for B1 (in compliance), B3 (redefining), B4 (significant increase in owner voting with addition of electronic balloting) and B6 (two staff attending August NCG training in Portland).

POLICY REVIEW

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	Ok as-is		
D2	4/15/19	Ok as-is		
D3	4/15/19	Ok as-is		
C Global	5/20/19	Ok as-is		
C1	5/20/19	Ok as-is		
C2	5/20/19	Ok as-is		
B6	6/17/19			
B9	7/15/19			
A Global	7/15/19			
D4	4/15/19	Correct as submitted; PC/VU	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

GM Evaluation

- **GM Carter** submitted her written response to recent evaluation, accepting and expanding upon the goals of that evaluation. **Verne Underwood** moved that this response be accepted as submitted. **Patty Casebolt** seconded the motion, which passed.

Training Opportunities

- Directors are encouraged to attend and participate in one of the upcoming training opportunities: CBLD 101 on 9/28 in Sacramento; Co-op Café on 10/5 in Portland.

NEW BUSINESS

Board Officers 2019-2020

- **Verne Underwood** moved that the following 2019-2020 MFC BOD officers be elected:
 - **President Kellie Hill**
 - **Vice President Patty Casebolt**
 - **Secretary Debi Boen**
 - **Treasurer Roger Noyes**

Fran Batzer seconded the motion, which passed.

Bylaw Revision

- Directors agreed that it is time for a thorough review and revision of existing **MFC** bylaws. **Verne Underwood** volunteered to be part of this endeavor. Remaining committee members have not yet been appointed.

Ad hoc committees

- Directors are considering more extensive use of ad hoc committees. There was some discussion of how such committees would be structured, and possible committees to be named. Our **Columinate** (formerly CBLD) contact, **Todd Wallace**, will be in virtual attendance at the June meeting to discuss this topic with us.

EXECUTIVE SESSION

At 7:25 p.m., the meeting moved into Executive Session in order to address the GM Employment Agreement (June 1, 2019 through May 31, 2021).

ADJOURNMENT

At 7:30 p.m., **Verne Underwood** moved to adjourn the meeting; **Patty Casebolt** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., June 17 at 5:30 p.m. The June 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 05-28-19			
MOTION	1 st	2 nd	PASS/FAIL
Approve 04/15/19 minutes as submitted	Patty Casebolt	Verne Underwood	Pass
Approve 04/15/19 ES minutes as sub.	Verne Underwood	Roger Noyes	Pass
Approve Annual Mtg minutes as sub.	Patty Casebolt	Verne Underwood	Pass
Accept GM evaluation response	Verne Underwood	Patty Casebolt	Pass
Elect 2019-2020 Board officers	Verne Underwood	Fran Batzer	Pass
Adjourn	Verne Underwood	Patty Casebolt	Pass

ACTION LIST, MAY 2019		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	update official binder; write & distribute April Reg. & ES minutes; update tracking spreadsheets; create June policy review, e-mail asstd. reports to Directors; e-mail Halle April minutes. Before June meeting: begin tentative agenda (e-mail Halle). Research Exec. Session, Board store involvement	Debi
6-13-19	Meeting	Financial Comm.
6-17-19	Monitoring report: B6 Staff	Anne
6-17-19	Policy reviews: B6	All
READ BEFORE 6-17-19	Todd Wallace Committee Article	All
READ BEFORE 6-17-19	Executive Session article	All
7-20-19	Add board communication to Todd agenda	Kellie
8-19-19	Proposed C-4 revisions	Patty