

Medford Food Co-op Board of Directors December 16, 2019

Present: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Roger Noyes, Sec. Debi Boen **Staff Present:** GM Anne Carter

Absent: Fran Batzer, Sarah Calhoun, Verne Underwood

REPORTS

The December, 2019 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:26 p.m. on 12/16/19.

Minutes of the 10/15/19 **MFC BOD** Executive Session were approved as submitted (motion, **Roger Noyes**; second, **Patty Casebolt**). Regular meeting minutes from 11/19/19 were also approved as submitted (motion, **Patty Casebolt**; second, **Roger Noyes**).

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 22 new owners in Nov., and there was one owner share redemptions.

Relevant Financial Information

- Nov., 2019 sales were at \$469K, a 6.3% increase over Nov., 2018, 97.3% of budget. COGS (Cost of Goods Sold) = \$305K, 99% of budget. Café sales = \$47K, 104.5% of budget, 10% of total sales. Operating expenses = \$152K, 96% of budget. Net operating income of \$9.5K, 74% of budget.

Ownership Level Issues

- Café update: Nov. sales consistently good. Extended hours to 7:00 p.m. on 12/2/19. Lead cook position is currently open. **GM** continues to work with Board re café acoustics issue.

Public Events Affecting Perception of Co-op in Community

- 11/20 Jon Steinman presentation well attended.
- 12/4 Store and Café closed early for staff holiday party held in Café; well attended.
- 12/6 **GM** and Steve Swader attended Procurement Hub meeting hosted by Rogue Valley Farm to School.

Significant Operational Changes

- CORE staff in discussions re how to best react to House Bill 2509, which goes into effect 1/1/20 (retail establishments cannot provide single-use checkout bags to customers, and must charge no less than \$0.05 for recycled paper bags or reusable plastic bags).

GM MONITORING REPORTS

Two GM Monitoring reports were due in November, 2019: B Global (Executive Constraint; reported in compliance), and B8 (Board Logistical Support). **GM Carter** reported that B8 is out of compliance in sub-policy 2, as she has not always supplied complete meeting packets to **MFC BOD** directors three days in advance of each meeting. Directors agreed that there has been a significant improvement in this area over the last year, and assigned a “Low” severity level of concern to this report. In addition, GM Carter submitted a monitoring report for policy B3 (Asset Protection); this report was tabled earlier in the year, with **MFC BOD** instructions that it be submitted in December. This policy was also reported to be in compliance. All submitted reports included detailed interpretation, operational definitions, and supporting data.

GM Carter also noted a B1 (Financial Condition) update. Good Thanksgiving sales and Dec. sales to date have us on track to achieve compliance for the 4th Quarter.

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	Ok as-is		
B9	7/15/19	Ok as-is		
A Global	7/15/19	Ok as-is		
D4	4/15/19	Correct as submitted; PC/VU	7/15/19	Ok as-is
C3	8/19/19	Ok as-is		
C4	8/19/19	Ok as-is		
C5	8/19/19	Patty/Sarah to rewrite	1/13/20	
B3	9/16/19	Ok as-is		
C6	10/21/19	Ok as-is		
C7	10/21/19	Ok as-is		
B7	11/18/19	Ok as-is		
B Global	12/16/19	Ok as-is		
B8	12/16/19	Ok as-is		
B2	1/13/20			
C8	1/13/20			
B1	2/17/20			

OLD/RECURRING BUSINESS

Committee Discussion

- Directors continued discussion of current and proposed standing and adhoc committees. **Treasurer Roger Noyes** submitted final Finance Committee charter revision. The revision was approved as submitted (motion, **Patty Casebolt**; second, **Kellie Hill**). **President Kellie Hill** led a discussion re Annual Meeting Committee charter revisions. Directors agreed that this committee name should be changed to “Owner Engagement Committee”, and that a store representative (currently Marketing Director **Halle Riddlebarger**) should be a member of the committee. Further discussion of this charter was tabled due to missing information known only to absent Directors (**Batzer** and **Calhoun**), and also pending possible rewrite. Directors discussed establishing a process for appointing **MFC** members to committees (qualifications and level of commitment desired, et cetera). This discussion will continue at the January meeting. Directors are also due to consider the current Nominating Committee charter at the January meeting.

Code of Conduct (Policy C5)

- Tabled until January meeting.

Board Assistant / Secretary

- **GM Carter** reports that there has been some interest in the open Board Assistant position. She and **Kellie** have conducted an interview.

AFC Task Force Update

- **Treasurer Roger Noyes** provided an update re an Ashland Food Co-op Task Force he has been invited to participate in.

NEW BUSINESS

Annual Meeting

- It was noted that the extensive Bylaw revision will most likely take several months to reach submission stage. For this and other reasons, **President Hill** suggested that the Annual Meeting, which has been held in May for the last few years, be postponed until early October (which is also National Co-op Month). After discussion, the Directors present agreed to this plan. No specific date in October has yet been chosen.

January Meeting

- January's **MFC BOD** meeting date and location will change to Mon., Jan. 13, 2020 at The Café.

Newsletter Article

- **President Hill** will write an overview article for the next **MFC** newsletter.

ADJOURNMENT

At 7:20 p.m., **Patty Casebolt** moved to adjourn the meeting; **Roger Noyes** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Jan. 13 at 5:30 p.m. at The Café. 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 12-16-19			
MOTION	1 st	2 nd	PASS/FAIL
Approve 10/15/19 ES minutes as sub.	Roger Noyes	Patty Casebolt	Pass
Approve 11/19/19 reg. minutes as sub.	Patty Casebolt	Roger Noyes	Pass
Approve Finance Comm. Charter revision	Patty Casebolt	Kellie Hill	Pass
Adjourn	Patty Casebolt	Roger Noyes	Pass

ACTION LIST, DECEMBER 2019		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	Write & distribute Dec. minutes; update Policy Register; update tracking spreadsheets; create Jan. policy review, e-mail asstd. reports to Directors; e-mail Halle Nov. minutes. Before Jan. meeting: begin tentative agenda (e-mail Halle).	Debi
Prior to Board Meeting	Meeting	Fin. Comm.
1-13-20	Monitoring Report: B2 (Planning & Budgeting)	Anne
1-13-20	Policy reviews: B2, C8	All
1-13-20	Submit for approval: Owner Engagement Comm	Kellie
1-13-20	Submit for approval: Policy C5 (Code of Conduct)	Patty, Sarah