

NOTE: Due to COVID-19, meeting conducted online via Zoom

Present: President Kellie Hill, Vice President Patty Casebolt, Secretary Sarah Calhoun, Treasurer Roger Noyes, Fran Batzer, Matt Dorris, Barry Robino

Absent: Verne Underwood

Staff Present: General Manager Anne Carter, Board Administrative Assistant Kathy Damas

Call to Order/ Introductions

The December 21, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:34 p.m.

Previous Meeting Minutes

- Minutes of the November 16, 2020 **MFC BOD** regular meeting were submitted. **Fran Batzer** moved to accept the minutes as submitted; **Matt Dorris** seconded the motion, which passed unanimously.
- Minutes of the November 16, 2020 **MFC BOD** Executive Session were submitted. **Barry Robino** moved to accept the minutes as submitted; **Matt Dorris** seconded the motion, which passed unanimously.

Owner's Forum

There were no owners present.

GM REPORT

GM Carter submitted and discussed her written report with updates in the areas of finance, ownership, The Café, crisis updates, public events, and significant operational changes.

Relevant Financial Information

- November sales were \$534K, a 13.7% increase over last November and 102% of budget.
- COGS = \$355K, 103.6% of budget.
- Operating Expense = \$159K, 100% of budget.
- Net operating income = \$18.7K, 87% of budget.
- Days cash on hand as of 11/30/2020 = 61.
- November On-line Shopping = \$8,767, 67 transactions, \$131 basket size.
- Draft 2021 Budget included for Director's review prior to more detailed January discussion.
- YTD net operating income of \$225K. Because this is higher than projected **GM Carter** proposed offering staff a 2020 year-end bonus. After discussing a method of calculating the bonus for hourly employees **Barry Robino** moved to accept and approve the proposal to pay bonuses to staff; **Fran Batzer** seconded the motion. Directors then suggested and discussed including a bonus for **GM Carter**. **Barry Robino** amended the motion for the total bonus amount to not exceed \$20K to reflect a bonus to **GM Carter**. **Matt Dorris** seconded the amended motion, which passed unanimously.

Ownership Level Issues

- In November, **MFC** added 16 new owners and had 0 owner share redemptions.
- New benefit for owners began in October. Every owner receives 10% off Co-op deals on Tuesdays.
- Café Update – November sales = \$19.9K, 52% of budget, 3.7% of sales.

Current Crisis Update

- Jackson County remains in the extreme risk category with corresponding restrictions. Next risk level assessment is effective January 1, 2021.

Public Events Affecting Perception of Co-op in Community

- With the Café open, **MFC** is able to offer \$3 sandwiches on Wednesdays for particular groups. In December, the eligible groups are veterans, bartenders, and dispensary employees. This promotion will be continued in 2021.
- Special owner coupon of 20% off bulk items from 12/1-13 was popular and contributed to significant increase in sales and basket-lift.
- Positive Change – **MFC** has raised \$27,411.53 from customer contributions so far this year.

Significant Operational Changes

- The Café opened for carry-out service on 11/30/2020.

Policy Compliance Updates

- Nothing new to report. Have not yet obtained an estimate for security cameras.

GM MONITORING REPORTS

Policy B Global Executive Constraint. *GM Carter* reported compliance with all parts of this policy. She noted that areas out of compliance in the past 12 months (B3 and B9) were at low levels of severity and are expected to be in compliance in 2021.

Policy B8 Board Logistical Support. *GM Carter* reported compliance with all parts of this policy. The only change in the last year was the hiring of Kathy Damas on January 6, 2020 to fill the Board administrator position. In clarifying sub-policy 5 regarding archiving of documents, the Directors determined that in addition to the GM and Accounting/HR Administrator, the Board Administrator should have access to these documents. This will allow easier retrieval of historic information if needed without placing an extra burden on Anne or Sandra. All submitted reports included detailed interpretation, operational definitions, and supporting data.

POLICY REVIEW

Governance Policies are reviewed each month based on the schedule below.

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
B4	3/18/20	OK as-is		
D Global	3/18/20	OK as-is		
D1	3/18/20	OK as-is		
C7	3/18/20	Special Request Review: Accept as updated SC/VU		
B5	4/20/20	OK as-is		
D2	4/20/20	OK as-is		
D3	4/20/20	OK as-is		
D4	4/20/20	OK as-is		
C Global	5/18/20	OK as-is		
C1	5/18/20	OK as-is		
C2	5/18/20	OK as-is		
B6	6/15/20	OK as-is		
A Global	7/20/20	OK as-is		
B9	7/20/20	OK; BOD requested that pronouns he/she/him/her be updated to they/them in all policies		
C3	8/17/20	OK as-is		
C4	8/17/20	OK as-is		
C5	8/17/20	Change to match recently updated BOD Code of Conduct language (VU/PC)	9/21/20	OK as corrected (VU/RN)
B3	9/21/20	OK as-is		
C6	10/19/20	OK as-is		
C7	10/19/20	OK as-is		
B7	11/16/20	OK as-is		
B Global	12/21/20	OK as-is		
B8	12/21/20	OK as-is		
B2	1/18/21			
C8	1/18/21			
B1	2/15/21			

OLD/RECURRING BUSINESS

Committee Reports: Finance, Owner Engagement, Board Stipend

- **Finance:** **Chair Roger Noyes** noted that the November reports reflect expectations for this time of year and that year-end reports will have more information to review. He proposed that the Finance Committee return to meeting quarterly beginning in 2021. To assist the full board in maintaining an understanding of **MFC's** financials, **GM Carter** will include the full Profit and Loss statement to Directors with the monthly financial statements as requested.
- **Owner Engagement:** **Co-chairs Fran Batzer** and **Sarah Calhoun** are beginning to plan for the virtual annual owner meeting in the spring. Director input on a theme would be appreciated. They are looking ahead to plan other events such as **MFC's** 10-year anniversary celebration. **GM Carter** added that Southwest Oregon Food Group is forming to grow local food networks. Work groups are being developed and may be a way to engage interested **MFC** owners.
- **Board Stipend:** **Co-chair Roger Noyes** emailed a proposal to Directors prior to this meeting. Discussion followed about timelines and the steps required to make a change to the relevant resolutions once the Board agrees on a proposal. Resolution changes will be brought for a vote by the ownership at the Annual Meeting. Directors will review Roger's proposal and contact him with questions in preparation for a January vote.
- **Nominating:** **President Hill** asked for help contacting potential board candidates in the new year. **Matt Dorris** volunteered; **GM Carter** will also help.

NEW BUSINESS

Articles of Incorporation (AOI) Ad Hoc Committee

- **President Hill** explained that the review of Bylaws revealed inadequacies in **MFC's** AOI and requested assistance with correcting them. She suggested **Verne Underwood** may be interested; **Barry Robino** volunteered to help, as did **GM Carter**.

Possible Land Sale

- **President Hill** reported that **MFC's** landlord is considering putting the property up for sale.

Development Co-op Agreement

- After a lengthy discussion including topics such as costs, benefits, risks, other sources of similar information, and timing, the Board agreed that signing this agreement now is premature and tabled the topic until next month. **GM Carter** will research answers to their questions.

Review Governance Calendar

- **BA Damas** asked for additions and corrections to this working document. **President Hill** asked the Owner Engagement Committee to pick a date or submit options for the Annual Meeting so it can be included for planning.

Staff Thank You

- **President Hill** and **GM Carter** requested that interested Directors submit their written comments of thanks to the staff by January 1, 2021.

ADJOURNMENT

At 8:00 p.m., **Fran Batzer** moved to adjourn the meeting; **Matt Dorris** seconded the motion, which passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Monday, January 18, 2020, at 5:30 p.m., via Zoom. Owners are welcomed and encouraged to attend. Please see below for this meeting's Motion Synopsis and Action List.

Respectfully Submitted,

Kathy Damas

Board Administrative Assistant

MOTION SYNOPSIS

MOTION	1 st	2 nd	PASS/FAIL
Approve 11/16/2020 regular minutes as submitted.	Fran Batzer	Matt Dorris	Pass
Approve 11/16/2020 Executive Session minutes as submitted.	Barry Robino	Matt Dorris	Pass
Approve proposal to pay bonuses to staff; amended to not exceed \$20,000.	Barry Robino	Fran Batzer; amendment Matt Dorris	Pass
Adjourn	Fran Batzer	Matt Dorris	Pass

ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
ONGOING		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email minutes, reports, and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
3 days prior to Board Meeting	Email reports to Directors	Anne
3 days prior to Board Meeting	Email full board packet to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars	BOD
Ongoing	Boost MFC on social media: Follow, like, comment, share	All
NEW/CURRENT		
01/01/2021	Submit written thank-you comments for staff to Anne	BOD
01/18/2021	Update Policy B8, sub-policy 5 to include archived document access to Board Administrator	Anne
01/18/2021	Include full P&L report to all Directors monthly	Anne
01/18/2021	Research answers to BOD's Development Co-op questions	Anne
01/18/2021	Research OR statutes re: options for changing resolutions	Kellie
01/18/2021	Research AOI issues and sources of information to correct	Kellie, Barry, Anne (Verne)
01/18/2021	Submit proposed dates for Annual Meeting	Sarah & Fran
01/18/2021	Review 2021 proposed budgets; submit questions to Anne	BOD
01/18/2021	Submit ideas for annual meeting theme to Sarah or Fran; consider helping with farm tour	BOD
01/18/2021	Review stipend proposal in preparation to vote; contact Roger with questions	BOD
2021 Annual Meeting	Brainstorm potential candidates for next BOD election; contact Kellie, Matt, or Anne with ideas	BOD