

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, Verne Underwood

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

Call to Order/ Introductions

The February 15, 2021 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:31 p.m.

Previous Meeting Minutes

- Minutes of the January 18, 2021 **MFC BOD** regular meeting were submitted. **Barry Robino** moved to accept the minutes as submitted; **Roger Noyes** 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

- December sales were \$522K, a 14% increase over last January and 100% of budget.
- COGS = \$346K, 106% of budget.
- Operating Expense = \$148K, 96% of budget.
- Net operating income = \$26K, 67% of budget.
- Days cash on hand as of 1/31/2021 = 62.
- January On-line Shopping = \$7540, 59 transactions, \$129.50 basket size.
- Market of Choice (MoC) opened on 1/28/21. Since then, **MFC's** sales decreased 4.6% compared to January 2021 sales, likely due to MoC. In future months, it will be more difficult to determine the impact of MoC compared to the chaos of last year's panic buying, shut down, travel restrictions, and fires.

Ownership Level Issues

- In January, **MFC** added 21 new owners and had 1 owner share redemption.
- Café Update – January sales = \$31K, 100% of budget, 5.9% of sales. A music system will be installed on February 20, 2021.

Current Crisis Update

- CORE discussed preparing for COVID vaccinations. **MFC** plans to follow state guidelines for employers regarding mandating vaccination. If there is no mandate from the state, **MFC** will encourage all Co-op staff to be vaccinated and will offer PTO for the time needed to travel and receive the vaccine.
- Several localities in CA and WA recently passed mandatory employer-paid premium pay ordinances for grocery workers.

Public Events Affecting Perception of Co-op in Community

- Feb 13 – 14: Zuzu's Petals sold flowers outside the Co-op.
- March 1 – 28: Four weeks of Savings direct mail campaign will take place.
- April 17: Bear Creek Stewardship Day

Significant Operational Change and Policy Compliance Updates

- April 5 – Store hours will be extended to 7 am to 9 pm. Café hours will remain 8 am to 6 pm weekdays, but weekend hours are planned to be added in April.
- No estimate yet for security cameras.

GM MONITORING REPORTS

Policy BI Financial Condition. **GM Carter** reported compliance with this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data.

GM Carter reviewed her report and answered Director’s questions. Fourth quarter sales were strong. She noted that NCG has changed the margin minus labor goal to 15% and now includes taxes and benefits. **MFC’s** MML for Q4 was 16.2%. The need and timing for future audits was discussed briefly; it is an expensive process and there are no unusual business activities to necessitate one at this time.

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	2/15/21	Special review: wording clarifications, move earlier in schedule. OK as corrected (SC/MD)
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 this and all policies		Completed by Kathy, July/August 2020
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	Kellie requested rewording to clarify this policy; Verne will complete	2/15/21	OK as corrected (BR/PC)
C8	1/18/21	OK as-is		
B1	2/15/21	OK as-is		

OLD/RECURRING BUSINESS

Committee Reports: Finance, Owner Engagement

- **Finance: Chair Roger Noyes** noted that there was nothing new to add to what had already been discussed.

- **Owner Engagement: Co-chairs Fran Batzer and Sarah Calhoun** had no updates on the virtual Annual Meeting, noting that they're optimistic about hosting a 10-year celebration in person later in the year.
- **Nominating:** Directors reported on their individual outreach efforts.
- **Articles of Incorporation (Ad Hoc): Barry Robino** reported that the committee received information from the attorney; Astoria's AOI may be a useful template for **MFC**. The committee is continuing to work out details of the rewrite. The committee's goal is to present language for a Board vote in March to allow time to develop Q+A and talking points prior to the Annual Meeting.

Board Stipend Proposal

- **Roger Noyes** and **Verne Underwood** presented a rewritten proposal to the **BOD**. Concerns about the new wording and the stipend in general were raised and discussed in depth. After a poll of the Directors, all agreed that some level of compensation is acceptable. **Verne** volunteered to write an updated document taking this discussion into account and send out to Directors before the March **BOD** meeting to facilitate making a decision.

Board Emeritus Stipend

- As it relates to the Board Stipend Proposal under consideration, **President Hill** asked that this conversation also be continued next month. She noted that in 2020 the Emeritus Stipend cost to the Co-op was \$3,357.

Nominating

- **President Hill** encouraged all to continue contacting potential Board candidates. **GM Carter** will also reach out to people identified as possible candidates by CORE staff.

NEW BUSINESS

Thank You from Staff

- **President Hill** shared comments from the Thank You card that staff wrote to the Board in appreciation of the 2020 year-end bonus.

Management Evaluation Committee

- **President Hill** explained the committee's process for conducting the GM's annual evaluation and biennial contract negotiation, which is due this year. In addition to the Board President and **Vice President Patty Casebolt**, at least one other Director is needed on the committee. **Secretary Calhoun** expressed interest as it relates to her official duties; with no other Directors volunteering, the committee will be comprised of these three individuals.

March Meeting Time

- All agreed to **President Hill's** request to move the March meeting start time to 6:30 p.m.

ADJOURNMENT

At 7:26 p.m., **Matt Dorris** moved to adjourn the regular meeting and move into Executive Session; **Barry Robino** seconded the motion, which passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Monday, March 15, 2021, at 6:30 p.m.*, via Zoom. (*NOTE different start time for this meeting.) 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	1st	2nd	PASS/FAIL
Approve 1/18/2021 regular minutes as submitted	Barry Robino	Roger Noyes	Pass
Approve revisions to Policy B2 as presented	Barry Robino	Patty Casebolt	Pass
Approve revisions to Policy D4 as presented	Sarah Calhoun	Matt Dorris	Pass
Adjourn to Executive Session	Matt Dorris	Barry Robino	Pass
Adjourn	Fran Batzer	Patty Casebolt	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 draft minutes 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		
3/15/2021	Update BOD on asset distribution and security camera system	Anne
3/15/2021	Rewrite Board Stipend proposal wording for BOD vote	Verne
3/15/2021	Contact potential BOD candidates	BOD & Anne
February/March	Contract & Compensation Committee begins biennial GM contract negotiation process	Kellie, Patty, Sarah