

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday April 18, 2022

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, Peggy Leviton, Barry Robino, Dan Smith

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

Call to Order / Introductions

The April 18, 2022 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Owner's Forum

There were no additional owners present.

Previous Meeting Minutes

- Minutes of the March 28, 2022 MFC BOD regular meeting were submitted. **Fran Batzer** moved to accept the minutes as submitted; **Patty Casebolt** seconded the motion, which passed unanimously.
- Minutes of the March 28, 2022 MFC BOD Executive Session were submitted. **Roger Noyes** moved to accept the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.

GM MONTHLY REPORT

Relevant Financial Information

- March sales were \$479K, a 4.9% decrease over last March and 93% of budget.
- Café Update: Feb sales = \$31K, 85% of budget, 6.6% of sales. Café was closed March 21-25.
- COGS = \$300K, 94% of budget.
- Operating Expense = \$155K, 92.5% of budget.
- Net operating income = \$24K, 90% of budget.
- Days cash on hand as of 3/31/22 = 85.4
- March On-line Shopping = \$2,260, 19 transactions, \$119 basket size.
- Wegner CPA's will conduct an audit of MFC's financial statements for FY 2021. The cost (\$15,000) was included in the budget presented at the January Board meeting.

Ownership Level Issues

- In March, MFC added 15 new owners and had 1 owner share redemption.

COVID Update

- Nothing new to report.

Public Events affecting Perception of Co-op in Community

- Update on the Buttons for Ukraine fundraiser: MFC sold 33 buttons for a total of \$224.00! That's an average of \$6.79 per button. These funds were donated to the Cooperative Development Foundation's Disaster Recovery Fund for COOP Ukraine just in time for Frontier Co-op's generous match.
- Friday, Apr 22, 3:30-6:30 pm - SOU's Earth Day at the Farm at SOU in Ashland.
- Saturday, Apr 23, 9am-12pm - Bear Creek Stewardship Greenway Cleanup, 9 registration sites from Central Point to Ashland.
- Sunday, Apr 24, 12-3pm, AFC's Earth Day.
- Sunday, May 1st, 12:00-4:00 pm - Annual Meeting and Good Food Festival in the store & Café.

Significant Operational Change and Policy Compliance Updates

- Security cameras: no update.
- Opened money market account at First Community Credit Union on 4/7. Moved \$250,000 from Rogue Credit Union to this new account.

GM MONITORING REPORT

GM Policy B5: Treatment of Customers. **GM Anne Carter** reported non-compliance with two aspects of this policy: increasing customer count and conducting a customer satisfaction survey every 2 year. All submitted reports included detailed interpretation, operational definitions, and supporting data.

Anne noted that customer count fluctuations are opposite of pre-pandemic trends when sales previously increased during fall and winter months. She expects to see a return to pre-pandemic customer counts as recent efforts to encourage shopping and joining the co-op become more well known. Although there wasn't capacity in 2021 to conduct an abbreviated customer satisfaction study, Anne plans to complete such a survey later this year.

The Board discussed at length the relevance of customer counts to satisfaction and whether it's an appropriate metric for this policy addressing customer treatment. Directors focused on the possibility of a survey, using the 2018 data as a baseline. The MFC Directors did not accept GM Carter's B5 monitoring report. They requested that she conduct a customer satisfaction survey and resubmit her report in October, 2022.

BOARD GOVERNANCE POLICY REVIEW

Policies are reviewed each month based on the schedule below.

2022-2023 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE					
POLICY	1 ST REVIEW	NOTES	POLICY	1 ST REVIEW	NOTES
B6	March	OK as-is	C3	August	
D Global	March	OK as-is	C4	August	
D1	March	OK as-is	C5	August	
B5	April	OK as-is	B3	September	
D2	April	OK as-is	C6	October	
D3	April	OK as-is	C7	October	
C Global	May		B7	November	
C1	May		B Global	December	
C2	May		B8	December	
B4	June		B2	January	
A Global	July		C8	January	
B9	July		B1	March	
			D4	March	

OLD/RECURRING BUSINESS

Committee Reports

- **Finance: Treasurer Roger Noyes** reported that the committee talked about sales, customer counts, and ongoing hiring/labor challenges.
- **Owner Engagement: Co-Chair Sarah Calhoun** reported on plans for the Good Food Festival & Annual Meeting. The Annual Meeting will include small group discussions and the Committee is seeking Directors' participation by leading discussions and taking notes to capture highlights. Sarah will send Directors shift options for the day, plus questions and talking points for guiding the discussions.

Select Positive Change Recipient for CCF Donation

Last month the Board was given the 2021 Positive Change recipient list. After reviewing the 2022 list and a brief discussion, Directors unanimously agreed to donate MFC's CCF interest to the Children's Advocacy Center.

Board Training Webinars

President Kellie Hill encouraged Directors to review the Columinate website for upcoming opportunities.

NEW BUSINESS

Additional Training with Todd

President Hill noted potential interest and that having Todd give the Board a specific, in-person training is in the Board's budget. Directors discussed the pros and cons compared to the online Columinate trainings. With a topic TBD, July was chosen as a possibility for an in-person Board-only training.

In-person Meeting

President Hill polled the Board who were all in favor of meeting in person. May's BOD meeting will be held in-person in The Café and future meeting plans will be evaluated then.

Agenda Items

President Hill followed up on a previous discussion with an information piece about types of Agenda items in case clarification would be helpful. No changes to agenda item types were deemed necessary at this time.

Board Self Evaluation

President Hill noted that the Board has not evaluated itself for many years and sought input. Board effectiveness including standards and how to measure could be a topic for a future training.

Farewell to Barry

President Hill and Directors thanked **Barry Robino** for his service on the Board and wished him well in his full retirement.

EXECUTIVE SESSION

At 7:08 p.m. the Board moved into Executive Session.

ADJOURNMENT

At 7:19 p.m., **Barry Robino** moved to adjourn the meeting; **Fran Batzer** seconded the motion, which passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, May 16, 2022, at 5:30 p.m., in The Café. 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 03/28/2022 regular minutes	Fran Batzer	Patty Casebolt	Pass
Approve 03/28/2022 ES minutes	Roger Noyes	Peggy Leviton	Pass
Adjourn	Barry Robino	Fran Batzer	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
4 days prior to Board Meeting	Email Anne's reports to Directors	Kathy
4 days prior to Board Meeting	Email access link to 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		
ASAP	Sign up for Annual Meeting/Good Food Festival tasks; Sarah to send sign-up information	BOD
05/16/2022	Consider if updates are needed to Governance Policy D2	BOD
05/16/2022	Update BOD on security camera system	Anne
05/16/2022	Update Personnel Policies; Have attorney review	Anne
10/17/2022	Resubmit GM Policy B5	Anne

COLUMINATE TRAININGS

5/3/2022	Financial Training for Directors
5/21/2022	Virtual CBL 101
6/21/2022	Board Elections Process
7/16/2022	Virtual CBL 101
7/27/2022	Advanced Finance Topics: Audits
8/10/2022	Navigating the GM Evaluation & Compensation Processes
8/17/2022	Diversity: More Than a Number
9/7/2022	Effective Board Meeting Facilitation
9/14/2022	Trust & Betrayal in the Board/Manager Relationship
9/17/2022	Virtual CBL 101
10/6/2022	Explorations in Policy Governance Series
11/3/2022	Financial Training for Directors
11/19/2022	Virtual CBL 101