

## MINUTES

### Medford Food Co-op Board of Directors Meeting

Monday June 20, 2022

MFC Café – 945 S Riverside Ave, Medford, OR

**Present:** President Kellie Hill, Vice President Patty Casebolt, Secretary Sarah Calhoun, Treasurer Roger Noyes, Fran Batzer, Matt Dorris, Peggy Leviton, Dan Smith

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

#### Call to Order / Introductions

The June 20, 2022 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:32 p.m.

#### Owner's Forum

There were no additional owners present.

#### Previous Meeting Minutes

- Minutes of the May 16, 2022 MFC BOD regular meeting were submitted. **Matt Dorris** moved to accept the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.
- Minutes of the May 16, 2022 MFC BOD Executive Session were submitted. **Peggy Leviton** moved to accept the minutes as submitted; **Dan Smith** seconded the motion, which passed unanimously.

#### GM MONTHLY REPORT

##### Relevant Financial Information

- May sales were \$507K, a 3.5% decrease over last May and 104.7% of budget.
- Cafe Update: May sales = \$34.5K, 100% of budget, 6.8% of sales. Café staff is working to add new menu items and has been asked to prepare catering items for several large local events.
- COGS = \$334K, 107% of budget.
- Operating Expense = \$162K, 97% of budget.
- Net operating income = \$10.9K, three times higher than budget due to higher than expected sales and lower than expected expenses.
- Days cash on hand as of 5/31/22 = 82.9
- May On-line Shopping = \$2,865, 22 transactions, \$130 basket size.
- Other Income: \$17,259.36 was our 2021 patronage dividend from NCG. (\$13,807 retained, \$3,452 cash distribution).

##### Ownership Level Issues

- New Owners in May = 19
- Owner share redemptions in May = 0
- May 10% off owner coupon was well-received and helped boost sales.
- In recent weeks, several owners have made discriminatory comments about our promotion of Pride month and allowing certain types of people in the store. These people represent a tiny percent of our owners, but it seems to be an increasing trend. Perhaps the first steps we take towards Diversity, Equity and Inclusion should address the role we all (staff and owners) play in making the Co-op a welcoming place.

##### Public Events affecting Perception of Co-op in Community

- DUFB (Double Up Food Bucks) Promotion - OR Food Bank distributed coupons that were good for \$10 of free produce. Total redemption was \$2,929, a 5.8% redemption rate. We saw a significant increase in DUFB program registrations in the past month.
- Brews, Bluegrass, and BBQ on Sat, June 4th was successful despite wet weather. The Co-op is the major sponsor of this annual fundraiser for Rogue Valley Food System Network.
- The Co-op had a booth at the Medford Pride event on Sat, June 11<sup>th</sup>. It was a popular event. Many people stopped by our booth.

- Due to the recent allegations of Rogue Retreat's ties to conversion therapy, the Outreach Committee unanimously decided to suspend all financial support and revoke Rogue Retreat's Positive Change status as a 2023 Positive Change recipient. We choose to support community organizations that strongly align with our cooperative values, and adhere to our program guidelines.

**Significant Operational Change and Policy Compliance Updates**

- Security cameras: no update.
- Jimmy is the new Grocery/Purchasing Manager. We've hired a new Front End Manager, Andrea McDermott, who will start working at the Co-op on 6/21. We also hired a full time multidepartment clerk in the store and a full time Cafe assistant. Our Wellness lead resigned unexpectedly last week because she decided to move out of the area.

**GM MONITORING REPORT**

**GM Policy B4: Membership.** **GM Anne Carter** was not able to report compliance with sub policy #2 – having a patronage dividend recommendation ready. All submitted reports included detailed interpretation, operational definitions, and supporting data.

Wegner CPA's are still working on MFC's 2021 tax return. **GM Carter** is waiting for information from the CPA before making a recommendation regarding a patronage dividend. Therefore, the Board decision is also delayed pending information from the CPA which GM Carter expects to receive in the next two weeks.

*Kellie Hill moved to accept the GM Policy B4 Monitoring Report acknowledging noncompliance with compliance expected by July 18, 2022; Roger Noyes seconded the motion which passed unanimously.*

Discussion followed regarding assigning severity levels to GM Monitoring Report noncompliance, with consensus that this is a valuable piece of information to track for the GM's evaluation.

**BOARD GOVERNANCE POLICY REVIEW**

Policies are reviewed each month based on the schedule below.

2022-2023 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE					
POLICY	1 <sup>ST</sup> REVIEW	NOTES	POLICY	1 <sup>ST</sup> 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	OK as-is	B7	November	
C1	May	OK as-is	B Global	December	
C2	May	OK as-is	B8	December	
B4	June	Change timeframe for point I.c.	B2	January	
<sup>2<sup>nd</sup></sup> Review	July		C8	January	
A Global	July		B1	February	
B9	July		D4	February	

**OLD/RECURRING BUSINESS**

**Committee Reports**

- **Finance: Treasurer Roger Noyes** presented the first draft of the Board budget. Roger and Anne will make revisions based on the discussion and resubmit for the Board's approval next month.
- **Owner Engagement: Co-Chair Sarah Calhoun** reported that the committee had met and will be discussing new owner engagement ideas with Anne.

## NEW BUSINESS

### Elect Officers

With no new Directors volunteering to run, **President Hill** presented the slate of officers for the coming year to remain the same:

President: Kellie Hill; Vice President: Patty Casebolt; Secretary: Sarah Calhoun; Treasurer: Roger Noyes.

*Dan Smith moved to accept the slate of officers as presented; Matt Dorris seconded the motion which passed unanimously.*

### July 23, 2022 Training with Todd

**President Hill** presented the draft agenda for this training, location TBD. After this training the Board will have a better idea of what self-evaluation pieces make sense to incorporate. Kathy has begun gathering ideas from other cops; Sarah volunteered to help her put all suggestions together for the Board's consideration.

### Board Retreat: October?

**President Hill** polled Directors for their availability to coordinate with Todd. First choice is Saturday, October 29<sup>th</sup> with October 1<sup>st</sup> as a backup option.

### Diversity, Equity, Inclusion (DEI) Ad-Hoc

**President Hill** noted that this topic has been on the Board's radar for a few years and suggested that an ad hoc committee may be the way to start the process of developing the appropriate pieces. The intention is to clarify MFC's stand on DEI issues; the exact outcome of this work is currently unknown. **Sarah Calhoun** volunteered to be on this ad hoc committee and **Dan Smith** expressed tentative interest. They will begin collecting DEI resources. **GM Carter** will check with the managers who have begun working on this and ask if any of them might also join this committee.

### New Director Onboarding

**Peggy Leviton** volunteered to work with Kathy on developing onboarding procedures and checklists to help newly elected Directors feel supported and oriented in their new role. **Matt Dorris** and **Dan Smith** will assist as needed.

## EXECUTIVE SESSION

At 6:55 p.m. the Board moved into Executive Session.

## ADJOURNMENT

**President Hill** adjourned the meeting at 7:56 p.m.

The next regular MFC BOD meeting is scheduled for Monday, July 18, 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 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL
Approve 05/16/2022 regular minutes	Matt Dorris	Peggy Leviton	Pass
Approve 05/16/2022 ES minutes	Peggy Leviton	Dan Smith	Pass
Accept GM Policy B4 acknowledging noncompliance	Kellie Hill	Roger Noyes	Pass
Accept slate of officers	Dan Smith	Matt Dorris	Pass

## ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
<b>ONGOING</b>		
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 Directors the shared drive access link to the complete Board packet	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
<b>NEW / CURRENT</b>		
7/18/2022	Submit GM patronage dividend recommendation (Policy B4)	Anne
7/18/2022	Update BOD on security camera system	Anne
7/18/2022	Update Personnel Policies; Have attorney review	Anne
7/18/2022 ??	Ad hoc DEI Committee initial meeting	Sarah / Dan / CORE
8/15/2022	Create Board self-evaluation procedure proposal	Sarah / Kathy
TBD	Create new Board member onboarding procedures/checklists	Peggy / Kathy
10/17/2022	Resubmit GM Policy B5	Anne

## COLUMINATE TRAININGS

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