

## MINUTES

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

Monday July 18, 2022

MFC Café – 945 S Riverside Ave, Medford, OR

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

**Absent:** Vice President Patty Casebolt

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

#### Call to Order / Introductions

The July 18, 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 June 20, 2022 MFC BOD regular meeting were submitted. **Roger Noyes** *moved to accept the minutes as submitted; Fran Batzer* *seconded the motion, which passed unanimously.*
- Minutes of the June 20, 2022 MFC BOD Executive Session were submitted. **Roger Noyes** *moved to accept the minutes as submitted; Sarah Calhoun* *seconded the motion, which passed unanimously.*

#### GM MONTHLY REPORT

##### Relevant Financial Information

- June sales were \$471K, a 6.2% decrease over last June and 97.3% of budget.
- Cafe Update: June sales = \$40.6K, 118% of budget, 8.6% of sales.
- COGS = \$331K, 106% of budget.
- Operating Expense = \$160K, 98% of budget.
- Net operating income = -\$20K, \$27k lower than budget due to - \$30K in gross profit.
- Days cash on hand as of 6/30/22 = 83.3
- June On-line Shopping = \$2058, 17 transactions, \$121 basket size.

##### Ownership Level Issues

- New Owners in June = 12
- Owner share redemptions in June = 2
- Step one in the role staff & owners play in making the Co-op a welcoming place: post behavioral expectations. (See sample signage.)

##### Covid Update

- Nothing new to report.

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

- Not a lot of new information to report. Our 4th of July Flash Sale went well; closing early on July 4th didn't seem to affect many shoppers; staff are planning for Fall and the Holidays. The weather has been beautiful & many local customers are doing errands during the week & enjoying the weekends. We are seeing a good number of travelers stopping in for ready-to-eat meals and snacks.

##### Significant Operational Change and Policy Compliance Updates

- Security cameras: GM Carter doesn't think it makes sense to spend thousands on this now. Instead, she is considering a nightly security service patrol.

## GM MONITORING REPORT

All submitted reports included detailed interpretation, operational definitions, and supporting data.

**GM Policy B4: Membership: Submit Patronage Dividend.** Item tabled until August.

**GM Policy A: Ends Statement.** **GM Carter** reminded the BOD that instead of capturing compliance, this report summarizes the Co-op's progress in accomplishing the Board's Ends policy. Highlights included a tentative but successful return to in-person events and significant increases in the number of local products sold and local producers represented. In response to a question about a rise in energy usage, **GM Carter** will include data for this in the future.

**GM Policy B9: Emergency GM Succession.** **GM Carter** was unable to report compliance with this policy, because no one is prepared yet to create the BI monitoring report and the GM monthly summary. With recent personnel changes, she is working to get managers prepared to compile these reports by November 1, 2022.

After discussion, **GM Carter** will change the policy language to identify the one individual manager who will be responsible as the Board's communication liaison.

**President Hill** recommended not accepting this report as it is out of compliance, and requested resubmission in November, 2022. The MFC Directors agreed unanimously.

## 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	OK as-is	B2	January	
A Global	July	OK as-is	C8	January	
B9	July	OK as-is	B1	February	
			D4	February	

## OLD/RECURRING BUSINESS

### Committee Reports

- **Finance: Treasurer Roger Noyes** presented the Board budget, revised to include travel as requested. *Peggy Leviton moved to accept the 2023 Board Budget as presented; Matt Dorris seconded the motion, which passed unanimously.*  
Discussion followed regarding the Board's responsibilities, concerns about margins, and how this all relates to expansion. It's important that the Board watch MFC's financial trends and understand the processes involved.
- **Owner Engagement: Co-Chair Sarah Calhoun** reported that the committee discussed some proposals with Anne, who will take them to the staff Outreach Committee to determine how to best to coordinate efforts.

### July 23, 2022 Training with Todd

The training will be held from 9am to 3pm at Matt's workplace, Windermere's office in Medford.

### **Board Retreat: October 29, 2022**

Directors will meet with Todd for their annual retreat on Saturday, October 29<sup>th</sup> from 9am to 3pm, location TBD.

### **New Director Onboarding**

**Peggy Leviton** and Kathy met and reviewed MFC's current process and shared ideas from other co-ops. They anticipate that Saturday's training may create more ideas to follow up on. It was agreed that this will be considered an ad hoc committee going forward.

### **DEI Ad-Hoc Committee**

**Sarah Calhoun** has been gathering information and will be taking DEI training soon through Columinate. **Dan Smith** agreed to join the committee; they will keep the Board informed about what they're working on. No CORE staff members have been identified to participate on this committee yet.

### **MFC Blog**

**President Hill** noted that the Co-op is transitioning from a newsletter concept to blog posts. Dan Smith's recent piece about the annual meeting was the first to be published on the new blog.

<https://www.medfordfood.coop/blog/a-successful-annual-owner-meeting>

## **NEW BUSINESS**

### **Discuss Revising Resolutions 2014-0004 and 2014-0005**

This item was postponed to the August meeting.

### **NCG Report**

**GM Carter** pointed out that this report is a way of noting MFC's financial performance from a third party. She highlighted the purchasing contract with UNFI, which provides great economic savings to the co-op.

### **Meeting and Covid Parameters**

**President Hill** opened a discussion to address Director's concerns and perhaps create parameters for meeting in person vs. Zoom. The pros and cons of each were brought up, including masking and location options if meeting in person. With no clearly agreed upon outcome, for now each meeting location and format will be determined month-to-month.

## **EXECUTIVE SESSION**

At 6:53 p.m. the Board moved into Executive Session, and returned to the regular meeting at 7:31 p.m..

## **ADJOURNMENT**

At 7:33 p.m., Sarah Calhoun moved to adjourn; Matt Dorris seconded the motion, which passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, August 15, 2022, at 5:30 p.m., location TBD. 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 06/20/2022 regular minutes	Roger Noyes	Fran Batzer	Pass
Approve 06/20/2022 ES minutes	Roger Noyes	Sarah Calhoun	Pass
Accept 2023 Board Budget	Peggy Leviton	Matt Dorris	Pass
Adjourn	Sarah Calhoun	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 (regular and ad hoc)	Committees
Ongoing	Attend Columinate webinars	BOD
Ongoing	Boost MFC on social media: Follow, like, comment, share	All
<b>NEW / CURRENT</b>		
8/15/2022	Submit GM patronage dividend recommendation (Policy B4); update GM Policy B4 language	Anne
8/15/2022	Update BOD on night security patrol	Anne
8/15/2022	Update Personnel Policies; Have attorney review	Anne
7/18/2022 ??	Ad hoc Committee meetings as needed (DEI, New Director Onboarding)	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
11/21/2022	Resubmit GM Policy B9; update GM Policy B9 language	Anne / Kathy

## COLUMINATE TRAININGS

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
9/28/2022	Navigating Conflict on the Board (Part 1)
10/5/2022	Navigating Conflict on the Board (Part 2)
10/6/2022	Explorations in Policy Governance Series
11/3/2022	Financial Training for Directors
11/19/2022	Virtual CBL 101