

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday November 21, 2022

Windermere Real Estate Training Office, 1117 E Jackson St, Medford, OR

Present

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

Staff: General Manager Anne Carter, Administrative Assistant Kathy Damas

Owners: Colleen Mandala

1. Call to Order / Introductions

The November 21, 2022 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

2. Owner's Forum

Colleen Mandala has been an owner of MFC for about five years. She moved here from Hawaii where she owned a health food store for 30 years.

3. Previous Meeting Minutes

- Minutes of the October 17, 2022 MFC BOD regular meeting were submitted. **Roger Noyes** *moved to accept the minutes as submitted; Peggy Leviton* *seconded the motion, which passed unanimously.*

4. GM Monthly Report

Relevant Financial Information

- October sales were \$464K, a 5.8% decrease over last October and 96% of budget.
- Cafe Update: October sales = \$35.6K 103.5% of budget, 7.7% of sales.
- COGS = \$309K, 99% of budget.
- Operating Expense = \$129K, 80% of budget.
- Net operating income = \$26K. This unusually high net income is due to an adjusting journal entry in October to correct the estimated depreciation expense accrued year-to-date.
- Days cash on hand as of 10/31/22 = 82
- October On-line Shopping = \$3,653.06, 36 transactions, \$101.47 basket size
- A timeline for improving deficiencies identified during the audit was provided.

Ownership Level Issues

- New Owners in October = 34.
- Owner share redemptions in October = 1
- Board members tabled to support the Owner Drive on 10/14, 10/18, and 10/21.

Public Events affecting Perception of Co-op in Community

- October 14/15 - Heart of the Rogue Festival in Pear Blossom Park. New annual event featuring local food & beverage vendors, music, Rogue Marathon, Bikes & Brews. It was a bit disorganized & our location wasn't great. We're still interested in participating next year.
- October 28 – Vote Early Day. We promoted this during October.
- Staff spent a lot of time preparing for holiday promotions. Here is a list of November promotions:
 - Nov 1-14th Holiday Dinner Sweepstakes through Rosebud Media.
 - Nov 11-17th Pie Promotion - \$5 off a pre-ordered pie from the Café.
 - Nov 17-23rd Turkey & Field Roast Promotions - Receive a \$10 gift card for each turkey purchased. Receive a free Field Roast with \$100 purchase.
 - Nov 25-Dec 31 Gift Card Promotion - \$10 off each \$100 gift card purchase.

Significant Operational Change and Policy Compliance Updates

- New hires at the Co-op in the past month: Alexandra – Café Assistant, Kerry Anne – Wellness Lead, Isack – Grocery Assistant, Rocky – Produce Assistant.

5. GM Monitoring Reports

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

GM Policy B Global: Executive Restraint. GM Carter reported compliance of all parts of this policy.

Matt Dorris moved to accept the GM Policy B Global Monitoring Report acknowledging compliance; **Fran Batzer** seconded the motion, which passed unanimously.

GM Policy B8: Board Logistical Support. GM Carter reported compliance of all parts of this policy.

Sarah Calhoun moved to accept the GM Policy B8 Monitoring Report acknowledging compliance; **Patty Casebolt** seconded the motion, which passed unanimously.

[Resubmission] GM Policy B5: Treatment of Customers. GM Carter was unable to report compliance of the aspects of the policy relating to increasing customer count and measuring customer satisfaction.

When this policy was presented in April, **GM Carter** anticipated completing a customer survey in the fall. It became apparent that more meaningful information could be collected by using NCG’s program via the POS system. **GM Carter** plans to enroll in this 12-month program beginning in March and has included it in the 2023 budget.

Discussion followed regarding whether customer count is a fair or significant assessment of customer satisfaction. This metric is also included in other GM Policies. The Board’s version of this policy has updated language suggestions that may help inform decisions on this topic; they will move its review up in the schedule.

Dan Smith moved to accept the resubmitted GM Policy B5 Monitoring Report acknowledging noncompliance; **Roger Noyes** seconded the motion, which passed unanimously. A severity level of Low was assigned to this report.

[Resubmission] GM Policy B9: GM Succession. GM Carter reported compliance of all parts of this policy. The aspects that have now been brought into compliance are naming Jimmy Breedlove as the sole staff liaison to the BOD; and Sandra and Kathy now have the ability to create quarterly BI reports for the BOD, while other CORE staff (especially Halle and Sandra) can compile information needed for the monthly GM report.

Fran Batzer moved to accept the resubmitted GM Policy B9 Monitoring Report acknowledging compliance; **Roger Noyes** seconded the motion, which passed unanimously.

6. Board Governance Policy Review

Policies have been reviewed each month based on the schedule below. Beginning in September 2022, policies will be reviewed in comparison with the recently revised Policy Governance template from CBLD. Policies with major differences will be reviewed based on the available time allotted for each meeting.

Sarah Calhoun moved to accept the updates to Policy C6 as presented and discussed; **Patty Casebolt** seconded the motion, which passed unanimously.

2022 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE					
POLICY	1 ST REVIEW	NOTES	POLICY	1 ST REVIEW	NOTES
B2	January	OK as-is	B4	June	OK as-is
C8	January	OK as-is	A Global	July	OK as-is
B1	February	OK as-is	B9	July	OK as-is

D4	February	OK as-is	C3	August	OK as-is
B6	March	OK as-is	C4	August	OK as-is
D Global	March	OK as-is	C5	August	OK as-is
D1	March	OK as-is	<i>Began revising policies compared to CBLD template</i>		
B5	April	OK as-is	B3	September	Accepted changes discussed
D2	April	OK as-is	C7	October	Accepted changes discussed
D3	April	OK as-is	C6	November	Accepted changes discussed
C Global	May	OK as-is	B7		
C1	May	OK as-is	B Global		
C2	May	OK as-is	B8		

OLD/RECURRING BUSINESS

7. Committee Reports

- **Finance:** *Treasurer Roger Noyes* had no additional information to report.
- **Owner Engagement:** *Committee Co-Chair Sarah Calhoun* requested feedback about tabling from Directors. Overall they agreed that it's a valuable activity that helps build connections between the Board, shoppers, and staff. Directors reported most questions they got were about expansion. *Sarah Calhoun* also announced that the committee proposed using the upcoming Good Food Festival in the store to hold a Have Pie with the Board event in the café and asked Directors for their participation.
- **DEI:** *Dan Smith* reported that he and *Sarah Calhoun* are learning how nuanced the topic is, and that MFC is already doing many of the things that are suggested to increase DEI at the Board level. Diversity in general was discussed. One option to enhance the Board's learning could be to have a one-hour supplement to an upcoming monthly meeting, possibly with a DEI consultant. They will bring a proposal to the December meeting for this event.

NEW BUSINESS

8. Board Retreat Recap

Directors appreciated the uplifting, non-technical presentation about capital campaigns by Ben Sandel, noting that he would be a valuable asset to tap into again if needed.

9. Amy's Products

Concerns about employment practices were brought to a Director's attention while tabling. Discussion followed, and while there are various types of concerns throughout the industry, the Board has a Boycott Policy which states that "Medford Food Co-op will not "ban" any product based solely upon non-food-related criteria".

10. AFC Management Change

For the Board's information, *President Hill* reported that Emile has submitted his resignation from AFC.

11. Expansion FAQ Ad Hoc Committee

President Hill requested the help of one to two Directors to work with Halle and Anne to update this FAQ/talking points document, which was first created in 2018. *Fran Batzer* and *Sarah Calhoun* volunteered to help.

12. Expansion Update

GM Carter reported that the architect is working with John from NCG on schematics of a big-picture concept and coordination/communication. She expects to have more information to present at the January BOD meeting.

13. Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, December 19, 2022, at 5:30 p.m., at the Windermere Real Estate training center, 1117 E Jackson St, Medford, OR. Owners are welcomed and encouraged to attend. Please see below for this meeting's Motion Synopsis and Action List.

14. ADJOURNMENT

At 7:20 p.m., **Dan Smith** moved to adjourn; **Peggy Leviton** seconded the motion, which passed unanimously.

Respectfully Submitted,

Kathy Damas

Administrative Assistant

MOTION SYNOPSIS			
MOTION	1st	2nd	PASS/FAIL
Approve 10/17/2022 regular minutes	Roger Noyes	Peggy Leviton	Pass
Accept GM Report B Global (compliant)	Matt Dorris	Fran Batzer	Pass
Accept GM Report B8 (compliant)	Sarah Calhoun	Patty Casebolt	Pass
Accept GM Report B5 resubmission (noncompliant)	Dan Smith	Roger Noyes	Pass
Accept GM Report B9 resubmission (compliant)	Fran Batzer	Roger Noyes	Pass
Accept updates to Policy C6	Sarah Calhoun	Patty Casebolt	Pass
Adjourn	Dan Smith	Peggy Leviton	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 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
NEW / CURRENT		
TBD	DEI and Expansion FAQ ad hoc Committee meetings as needed	Sarah / Dan Kellie / Sarah
As needed	Update Gov Policies accepted by BOD; replace in Manual	Kathy
12/19/2022	Update Personnel Policies; Have attorney review	Anne

COLUMINATE TRAININGS	
11/3/2022	Financial Training for Directors
11/19/2022	Virtual CBL 101