



## Board of Directors Meeting MINUTES

Monday June 19, 2023

Windermere Real Estate Training Office, 1101 E Jackson St, Ste 102, Medford, OR

### Present

**Directors:** Treasurer Roger Noyes, Matt Dorris, Alexis Gossage, Peggy Leviton, Dan Smith

**Absent:** President Kellie Hill, Vice President/Secretary Sarah Calhoun, Patty Casebolt

**Staff:** General Manager (GM) Anne Carter, Administrative Assistant Kathy Damas

### Call to Order / Introductions

The June 19, 2023 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:37 p.m. by Treasurer Roger Noyes.

### Owners' Forum

There were no additional owners present.

### Previous Meeting Minutes

- Minutes of the May 15, 2023 MFC BOD regular meeting were submitted. **Peggy Leviton** moved to approve the minutes as corrected; **Alexis Gossage** seconded the motion, which passed unanimously.
- Minutes of the May 15, 2023 MFC BOD executive session were submitted. **Matt Dorris** moved to approve the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.

**GM Carter** announced Noah Pinck's resignation from the Board.

### GM Monthly Report

#### Relevant Financial Information

- May sales were \$503K, a 0.8% decrease over last May and 100% of budget.
- Café Update: May sales = \$41.6K 112% of budget, 8.3% of sales.
- COGS = \$333K, 101.6% of budget.
- Operating Expense = \$175K, 102.5% of budget.
- Net operating income = -\$8.3K. This is about \$8K lower than budget due to the estimated COGS and personnel and promotion expenses being higher than projected.
- Days cash on hand as of 5/31/23 = 75
- Asset distribution: Summary provided of account balances at Rogue Credit Union, People's Bank, and First Community Credit Union.
- Oasis Center of the Rogue Valley is a recovery center for families affected by substance abuse. They received a \$12K grant to offer clients \$20 vouchers for healthy food. They decided to use the entire amount to purchase \$20 Co-op gift cards..

#### Ownership Level Issues

- New Owners in May = 17
- Owner share redemptions in May = 0

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

- Check out the calendar on our website for updates <https://www.medfordfood.coop/calendar>
- June 3 – Brews, Bluegrass & BBQ fundraiser for RVFSN was a success. Beautiful weather, good music, about 800 attendees & many families. The Co-op is the top sponsor.
- June Pride Month promotion – LGBT+ sandwich in the Café. The Co-op will donate \$5 for each sandwich sold to SO Health-E.

- June 17 – Juneteenth Celebration hosted by BASE, 11 am – 7 pm, Pear Blossom Park. The Co-op is a sponsor and will have a booth there.
- June 24 – Medford Pride Event, 12-6 pm, Pear Blossom Park. The Co-op is a sponsor and will have a booth there.
- July 16 – RV Farm Tour, 10 am – 3 pm hosted by MFC, AFC & RVFSN. 28 farms, ranches, & orchards from Grants Pass to Ashland.

### Significant Operational Change and Policy Compliance Updates

We continue to get a handful of negative comments on social media whenever we support and/or promote social justice issues. This week, we created and posted a Social Media “Terms of Use” Policy.

### GM Monitoring Reports

Submitted reports included Operational Definitions, detailed interpretation, and supporting data.

**GM Policy B4: Ownership.** **GM Carter** was not able to report compliance with sub-policy 1, increasing number of owners at annual meeting and voting; and with sub-policy 4, patronage dividend was distributed late in 2022.

This policy language was updated by the Board last month. Some of the accompanying documents are associated with the previous policy.

**GM Carter** explained that regarding sub-policy 1, there was a slight decrease in owner participation in the Annual Meeting and annual election. The 2022 patronage dividend distribution timing was contingent on the CPA’s completion of the corporate tax return.

The Board unanimously agreed to accept the GM Policy B4 monitoring report format, data points as defined, and the GM’s assurance that the data is correct. They assessed a Low severity rating to the noncompliant points.

After reviewing the CPA’s three patronage dividend scenarios, the Board agreed through unanimous consensus to accept GM Carter’s recommendation and not offer a patronage dividend in 2023.

### OLD/RECURRING BUSINESS

#### Board Governance Policy Review

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. See Governance Policy Review Schedule below the minutes.

- C Global Governance Commitment

There were no proposed changes, so this policy stands as written.

### Committee Reports

- **Finance:** **Treasurer Roger Noyes** noted some unexpected and unbudgeted expenses but sees reason for financial improvement.
- **Owner Engagement:** **Dan Smith** and **Alexis Gossage** explained that the Committee discussed ideas for Directors’ participation at events throughout the year, but did not have a formal proposal to present at this time. Further discussion was tabled until July.
- **Ad hoc DEI:** Nothing to report.

### NEW BUSINESS

#### New BOD Members – Mentoring Update

**Alexis Gossage** will be mentored by **Patty Casebolt**.

#### Elect Officers

Due to absences the Board tabled this item until July. **Alexis Gossage** expressed interest in the Secretary position.

## July 23<sup>rd</sup> BOD Training with Todd Wallace (Columinate)

Directors confirmed the date change and briefly discussed possible training topics.

## Schedule October Owner Drive Tabling Dates

After a brief discussion, **GM Carter** will create and circulate a list of tabling dates and times for Directors to sign up for based on traffic flow in the store.

## EXECUTIVE SESSION

The Board entered Executive Session at 7:02 p.m.

## Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, July 17, 2023, at 5:30 p.m., at the Windermere Real Estate training center, 1101 E Jackson St, Ste 102, Medford, OR. Owners are welcomed and encouraged to attend. Please see below for this meeting's Motion Synopsis and Action List.

## ADJOURNMENT

**Dan Smith** moved to adjourn; **Alexis Gossage** seconded the motion, which passed unanimously. The meeting was adjourned at 7:11 p.m.

Respectfully Submitted,

**Kathy Damas**

Administrative Assistant

MOTION SYNOPSIS			
MOTION	1 <sup>st</sup>	2 <sup>nd</sup>	RESULT
Approve 05/15/2022 regular minutes	Peggy Leviton	Alexis Gossage	Pass
Approve 05/15/2022 Executive Session minutes	Matt Dorris	Peggy Leviton	Pass
Adjourn	Dan Smith	Alexis Gossage	Pass

2023 GOVERNANCE POLICY REVIEW SCHEDULE					
POLICY	REVIEW MONTH	RESULT	POLICY	REVIEW MONTH	RESULT
B5	January	Approved changes	B1	August	<i>Tentative schedule</i>
C8		Requested rewrite	C1		<i>Tentative schedule</i>
C8	February	2 <sup>nd</sup> Review: Approved	B3	September	<i>Tentative schedule</i>
D4 + D5 (New)		Approved both	C2		<i>Tentative schedule</i>
B6	March	Approved changes	C3	October	<i>Tentative schedule</i>
D Global		Approved changes	B2		<i>Tentative schedule</i>
D1		Approved changes	C4		<i>Tentative schedule</i>
D2	April	More info requested	C7	November	<i>Tentative schedule</i>
D3		Approved changes	B7		<i>Tentative schedule</i>
D2	May	Approved changes	C5	December	<i>Tentative schedule</i>
B4		Approved changes	C6		<i>Tentative schedule</i>
C Global	June	Accepted as-is	B Global	December	<i>Tentative schedule</i>
A Global	July	<i>Tentative schedule</i>	B8		<i>Tentative schedule</i>
B9		<i>Tentative schedule</i>			<i>Tentative schedule</i>

## 2023 ACTION / TASK LIST

<b>DATE ADDED</b>	<b>TARGET DATE</b>	<b>TASK [Status]</b>	<b>RESPONSIBLE PARTY</b>
Feb 20	July 17	Update Staff Handbook; Have NCG review <i>[In progress]</i>	Anne / Kathy
Feb 20	July 17	Add updated Staff Handbook to BOD Drive <i>[Contingent on above]</i>	Kathy
Feb 20	July 17	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
May 15	July 17	Create list/schedule of BOD article topics for MFC blog	Owner Engagement Committee
May 15	July 17	Present Board Budget	Roger
June 19	July 17	Perform Mentoring Activities	Patty / Alexis

## 2023 COLUMINATE TRAININGS for DIRECTORS

*See Columinate website for details.*

<b>DATE</b>	<b>TITLE</b>
July 15	CBL 101
Sep 12, 19, 26	Explorations in Policy Governance Series
Oct 3	Financial Training for Directors
Oct 21	CBL 101