



Board of Directors Meeting MINUTES

Monday January 8, 2024, 2023

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

Present

Directors: President Kellie Hill, Secretary Alexis Gossage, Treasurer Roger Noyes, Matt Dorris, Peggy Leviton, Dan Smith

Absent: Vice President Patty Casebolt

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

Owner: Jen Smith

PRELIMINARIES

Call to Order / Introductions

The January 8, 2024 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Owners' Forum

The Board welcomed owner Jen Smith and introductions were made. A long-time resident and MFC owner, Jen attended this meeting because she is interested in potentially serving on the MFC Board of Directors.

Agenda Changes

There were no changes to the agenda.

Review / Approve Previous Meeting Minutes

- Minutes of the December 11, 2023 MFC BOD regular meeting were submitted. **Alexis Gossage** moved to approve the minutes as submitted; **Matt Dorris** seconded the motion, which passed unanimously.
- Minutes of the December 11, 2023 MFC BOD Executive Session were submitted. **Peggy Leviton** moved to approve the minutes as submitted; **Dan Smith** seconded the motion, which passed unanimously.

REPORTS

Operations Update

Relevant Financial Information – November 2023

- November sales were \$485K, a 1.9% decrease over last Nov and 94.5% of budget.
- Café Update: Nov sales = \$33.5K, 98.6% of budget, 7.5% of sales.
- COGS = \$321.6K, 95% of budget.
- Operating Expense = \$179.5K, 102% of budget.
- Net operating income = -\$15,831.
- Days cash on hand as of 11/30/23 = 44.8.
- Christmas Overview: December sales were almost identical to last Dec. Coffee BOGO sale the final weekend before Christmas helped boost traffic & basket size. Gift Card promo went well; \$60,227 in gift cards were sold at a cost of \$5,620 for the discount.

Ownership Level Issues

- New Owners in December = 14.
- Owner share redemptions in December = 0

Public Events affecting Perception of Co-op in Community

- Brine, Brew & Barrel Promo: 10% Off Local Products Featured at Brine, Brew & Barrel 1/12 - 1/14. The vendor list is available at: <https://www.oregonfermentationfest.com/vendors/>

Significant Operational Change and Policy Compliance Updates

- **OPENING LATE** on New Year's Day: The store will open at 10am on Monday, January 1, 2024.

- Sad news just before Christmas - the founder and lead accountant at Rogue Bookkeeping lost her husband unexpectedly. They were closed for the week between Christmas & New Years, so **GM Carter** picked up some of the slack. Their office is open this week & they are catching up with entering invoices. **GM Carter** is working to hand off more bookkeeping tasks to their team, because she is still spending too much time on it.

The Board commended **GM Carter** for her willingness to hand off tasks to the bookkeeping service.

Finance Committee Report

Treasurer Roger Noyes noted that the November financials came in as expected, especially as an interim month. At the next meeting the quarterly financials will provide a more complete picture.

Committee Reports

There were no additional Committee Reports to be given.

GM Monitoring Reports

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

GM Policy B6: Staff Treatment & Compensation. **GM Carter** was not able to report compliance with overall policy: missing 2 quarterly inspections, workers compensation experience rating; sub-policy 1: on-going training; sub-policy 3: justice and equity training.

Matt Dorris moved to accept the GM B6 Staff Treatment & Compensation monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Alexis Gossage** seconded the motion, which passed unanimously.

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.

B2 – Planning and Budgeting (2nd Review)

Secretary Gossage suggested one grammatical correction.

Dan Smith moved to accept the updated Policy language as corrected. **Matt Dorris** seconded the motion, which passed unanimously.

B7 – Communication to the Board

Roger Noyes moved to accept the policy language updates as presented. **Peggy Leviton** seconded the motion, which passed unanimously.

C4 – Board Meetings

This policy was reviewed in October, 2023. There being no suggested changes, the policy stands as-is.

All of the Governance Policies have now been reviewed for major language updates. **Administrative Assistant Kathy Damas** congratulated and thanked the Board for their diligence in completing this task.

Board Recruitment

Directors discussed their progress in making their contact calls. **President Hill** requested that Directors continue making follow up recruitment calls. Blogs from the Board will be published each month on MFC's website and in the newsletter, including potentially a new video interview with Alexis as the most recently elected Director.

NEW BUSINESS

There was no New Business to attend to this month.

CLOSINGS

Review Decisions, Tasks, Assignments

See Task List below for responsibilities discussed in each meeting.

Debrief / Evaluate Meeting

Director’s agreed that the meeting went smoothly and thanked Jen Smith for her attendance and interest.

Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, February 12, 2024, 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

Matt Dorris moved to adjourn; **Peggy Leviton** seconded the motion, which passed unanimously. The meeting was adjourned at 6:34 p.m.

Respectfully Submitted,
Kathy Damas
 Administrative Assistant

MOTION / APPROVAL SYNOPSIS			
MOTION	1st	2nd	RESULT
Approve 12/11/2023 BOD minutes	Alexis Gossage	Matt Dorris	Pass
Approve 12/11/2023 ES minutes	Peggy Leviton	Dan Smith	Pass
Accept GM Monitoring Report: B6	Matt Dorris	Alexis Gossage	Pass
Approve Policy Language Updates: B2	Dan Smith	Matt Dorris	Pass
Approve Policy Language Updates: B7	Roger Noyes	Peggy Leviton	Pass
Adjourn	Matt Dorris	Peggy Leviton	Pass

2024 GOVERNANCE POLICY REVIEW SCHEDULE						
POLICY	REVIEW MONTH	RESULT		POLICY	REVIEW MONTH	RESULT
B2 – 2 nd	January	Approved changes		A Global	July	
B7		Approved changes		B9		
C4		Accepted as-is		C1		
B1	February			C Global	August	
D5				C5		
B3	March			B6	September	
D4				D3		
B5	April			B Global	October	
D7				B8		
C2	May			D Global	November	
C3				C6		
B4	June			D1	December	
D2				B2		
				C8		

2024 TASK LIST

DATE ADDED	TARGET DATE	TASK <i>[Status]</i>	RESPONSIBLE PARTY
Jan 8	Feb 11	Continue making recruitment calls	BOD
Feb 20	Feb 11	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
Sept 11	2024 - TBD	Distribute Owner Survey – <i>[Decided not to send out in 2023 due to change in expansion project. Will focus on customer “CX program” in 2024 instead. - AC & KD, 12/2023]</i>	Halle / Anne / Staff
Dec 11	2024 - TBD	Coordinate BOD Owner Engagement event sign-ups	Kathy
July 17	2024 - TBD	Write blog article topic: BOD accomplishments, ongoing projects	TBD

2024 COLUMINATE TRAININGS for DIRECTORS

See Columinate website for details.

DATE	TITLE
Feb 1	Finance Training for Directors
Mar 13	Effective Meeting Facilitation
Mar 27	All About Financial Statement Audits
Apr 20	Virtual CBL 101