



## Board of Directors Meeting

### MINUTES

Monday April 8, 2024

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, Jen Smith

**Absent:** Vice President Patty Casebolt

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

#### PRELIMINARIES

##### Call to Order / Introductions

The April 8, 2024 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:31 p.m.

##### Owners' Forum

There were no additional owners present.

##### Agenda Changes

There was a request for a discussion to clarify the Board candidate vetting procedure, if time permits.

##### Review / Approve Previous Meeting Minutes

- Minutes of the March 11, 2024, 2024 MFC BOD regular meeting were submitted. **Roger Noyes** moved to approve the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.
- Minutes of the March 11, 2024, 2024 MFC BOD Executive Session meeting were submitted. **Peggy Leviton** moved to approve the minutes as submitted; **Roger Noyes** seconded the motion, which passed unanimously.

#### REPORTS

##### Operations Update - **GM Carter**

###### Relevant Financial Information - February 2024

- February sales were \$463K, a 4% increase over last Feb and 100% of budget.
- Café Update: Feb sales = \$34.7K, 99% of budget, 7.5% of sales.
- COGS = \$303K, 101% of budget.
- Operating Expense = \$170K, 103% of budget.
- Net operating income = \$-10K.
- Days cash on hand as of 2/29/24 = 43.9 \$200K
- CD at Rogue Credit Union matured on 4/3/24. The money was transferred to a money market savings account for now so that it is available if needed.
- In reviewing the balance statement, GM Carter noticed that the payment of taxes for the ERC money were expensed in both 2022 and 2023. She made an adjusting journal entry for 12/31/23 and provided an updated FY2023 budget vs actual statement along with the monthly financial statements. This correction leaves MFC with a significantly improved P & L and Balance Sheet for 2023.

###### Ownership Level Issues - March 2024

- New Owners in March = 14.
- Owner share redemptions in March = 4.

## Public Events affecting Perception of Co-op in Community - April 2024

- Wellness BOGO: April B cycle - see Co+op Deals flyer for details.
- Bulk Earth Day Sale: 10% off Flash Sale on bulk items April 19 - 22.
- Meet the Candidates: Owners will have the opportunity to meet some of the candidates for a seat on the Board in this spring's annual election. The event will be held in the Café on Wednesday, April 3rd at 5pm.
- Annual Election: MFC will launch the annual election on Friday, April 19th and run it through Saturday, May 4th. The Annual Meeting and Good Food Festival will be held on Sunday, May 5th. Owners will vote on candidates to serve on the Board of Directors and Positive Change recipients for 2025.
- Bear Creek Stewardship Day, Saturday, 4/20, 9am-noon RCC Earth Day, Monday, 4/22 from 11am-2pm. MFC will be tabling there.

## Significant Operational Change and Policy Compliance Updates

- A new router was installed that enabled completion of the connection to Hunter fiber optic internet service.
- MFC signed a participation agreement for the CX Survey program. The plan is to launch it in early May.
- In preparation for summer, Steve repaired the damage done to the irrigation lines over the winter. Recently people began cutting sections out of the lines. Pipes for smoking?

## Finance Committee Report - *Treasurer Roger Noyes*

The committee primarily discussed two items addressed in the Operations Update: the recently matured CDs and plans for those maturing soon.

## GM Monitoring Report

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

**GM Policy B5: Customer Experience.** *GM Carter* was not able to report compliance with two aspects of this policy: increasing customer count and conducting a customer satisfaction survey. Directors discussed noncompliance in light of the impending customer survey. They agreed to accept this report acknowledging noncompliance and requested that *GM Carter* provide a follow up review of both points at the May 2024 meeting.

*Alexis Gossage* moved to accept the B5: Customer Experience monitoring report format, data points as defined, and the GM's assurance that the data is correct. *Peggy Leviton* seconded the motion, which passed unanimously.

Board discussion notes about noncompliance, severity, and the GM's plans for compliance are recorded separately in the internal GM Monitoring Summary Sheet.

## OLD/RECURRING BUSINESS

### Board Governance Policy Review

Policies are reviewed each month based on the Board's Governance Calendar. See the Governance Policy Review Schedule below the minutes for details.

### Adopt 8th Cooperative Principle

Due to a full agenda, this item was tabled to the May BOD meeting.

### Approve Slate of Board Candidates

The Board recommended the two incumbent candidates for re-election: Peggy Leviton and Dan Smith. After initiating a discussion about clarifying expectations of and for future candidates, they also agreed to recommend the three board applicants for the 2024 slate of Board candidates: Cecily Gallagher, Daren Gomez, and Gary Krause. Incumbent Patty Casebolt will not be running for election again at this time.

*Matt Dorris* moved to approve the 2024 slate of Board candidates: Cecily Gallagher, Daren Gomez, Gary Krause, Peggy Leviton (incumbent), and Dan Smith (incumbent). *Jen Smith* seconded the motion, which passed unanimously.

The Board will continue discussing the director applicant vetting process at a future meeting.

## **New Director Onboarding / Mentoring Update**

*Jen Smith* reported that she and *Roger Noyes* will be meeting soon; so far she feels like her learning is covered.

## **Columinate CBL 101: Virtual Training April 20, 2024**

*President Hill* reminded Directors about this virtual training opportunity.

## **NEW BUSINESS**

### **Annual Meeting: Sunday, May 5, 2024, 1:00 p.m.**

*Dan Smith* noted that the Owner Engagement Committee opted to not pursue a discussion about MFC's future vision as part of the Annual Meeting. Instead, *President Hill* and *GM Carter* will likely be fielding questions about expansion.

### **Election: Number of Board Seats**

There are three 3-year positions open and one 1-year vacancy remaining from Sarah Calhoun's former term. The Board has not yet established a process to decide how to fill terms that are less than 3 years. The Board considered the options and potential opportunity to fill all nine Board seats with this election while keeping term lengths evenly split into thirds. After a thorough discussion, review of the bylaws and other considerations, Directors reached consensus that in the 2024 election, owners will vote to fill three 3-year Board positions.

### **Board Candidate Vetting Process**

This requested new agenda item was tabled to the next meeting due to time constraints.

## **EXECUTIVE SESSION**

The Board entered Executive Session at 6:22 p.m. and resumed regular business at 7:23 p.m.

## **CLOSINGS**

### **Thank You - Patty Casebolt**

Although *Vice President Patty Casebolt* could not be at this last meeting of her term, *President Hill* wished to sincerely thank Patty for her dedication and years of service. First elected in 2015, Patty's contributions to the Board were varied and valuable. Her kind presence, positive demeanor, and professional communication skills will be missed.

### **Review Decisions, Tasks, Assignments**

See Task List below for responsibilities discussed during each meeting.

### **Debrief / Evaluate Meeting**

Directors felt that there were some very thorough discussions of various topics.

### **Next BOD Meeting**

The next regular MFC BOD meeting is scheduled for Monday, May 13, 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 7:28 p.m.

Respectfully Submitted,

*Kathy Damas*

Administrative Assistant

## MOTION / APPROVAL SYNOPSIS

MOTION	1 <sup>st</sup>	2 <sup>nd</sup>	RESULT
Approve 3/11/2024 BOD minutes	Roger Noyes	Peggy Leviton	Pass
Approve 3/11/2024 BOD ES minutes	Peggy Leviton	Roger Noyes	Pass
Accept GM Monitoring Report: B5	Alexis Gossage	Peggy Leviton	Pass
Approve Slate of Board Candidates	Matt Dorris	Jen Smith	Pass
Adjourn	Matt Dorris	Alexis Gossage	Pass

## 2024 GOVERNANCE POLICY REVIEW SCHEDULE

POLICY	REVIEW MONTH	RESULT	POLICY	REVIEW MONTH	RESULT
B2 – 2 <sup>nd</sup>	January	Approved changes	A Global	July	
B7		Approved changes	B9		
C4		Accepted as-is	C1		
B1	February	Accepted as-is	C Global	August	
D5		Accepted as-is	C5		
B3	March	Accepted as-is	B6	September	
D4		Accepted as-is	D3		
B5	April	Accepted as-is	B Global	October	
D7		Accepted as-is	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
Feb 20	TBD	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne / Kathy
Feb 12	May 13	Determine actual discrepancy in owner database to reconcile with accounting system	Anne
Mar 11	May 13	Review 8th Principle links; come prepared to make a decision	Directors
July 17	2024 - TBD	Write blog article: BOD accomplishments, ongoing projects	TBD
Sept 11	May 2024	Implement NCG Customer Experience program	Halle / Anne / Staff
Apr 8	June 10	Clarify / create director recruitment vetting process	Directors
Mar 11	TBD	Mentor new Director: Jen Smith	Roger / Jen
Dec 11	2024 - TBD	Coordinate BOD Owner Engagement event sign-ups	Kathy

## 2024 COLUMINATE TRAININGS for DIRECTORS

*See Columinate website for details.*

DATE	TITLE
Apr 20	Virtual CBL 101
May 8	Constructive Approaches to Handling Complaints about your GM
Jul 20	Virtual CBL 101
Oct 26	Virtual CBL 101