

## Medford Food Co-op Board of Directors

**February 17, 2014**

**Present:** Pres. Jim Sims, Vice Pres. BJ Buxton, Treasurer Justin Botillier, Secretary Debi Boen, Ben Truwe, Kellie Hill

**Absent:** Fran Batzer

**Staff Present:** GM Anne Carter

### REPORTS

Minutes of the Jan. 20, 2014 Medford Food Co-op Board of Directors ( **MFC BOD**) Board meeting were submitted. **Ben Truwe** moved to approve the minutes as submitted; **BJ Buxton** seconded the motion, which passed unanimously.

Because of the late arrival of **Treasurer Justin Botillier**, **General Manager Anne Carter** provided a **MFC** financial overview. January, 2014 sales performed as expected. There were some additional, unbudgeted expenses this month, primarily a cooler line leak that resulted in a \$2,000.00 product loss, as well as a \$1,700.00 repair.

**Pres. Jim Sims** reported that **GM Carter** is continuing to research deli/kitchen remodel options. While this research is ongoing, **MFC** will dip a toe into the "Grab & Go" market; Soup Kart soups will be available Feb. 24, and **Anne** has reorganized staff schedules so that current staff will be available to maintain the soup kart and start making sandwiches and salads.

**Pres. Sims** also reported that he has been approached by some individuals who made loans to **MFC** during its organization; the loans are up-to-date with interest, but are not yet due for repayment; some would like to cash-out early, if possible. Directors agreed that all loans were made on a contractual basis, which we as stewards of the Co-op are required to uphold. While we will continue to honor our part of the agreements (interest payments), it is in the best interest of the Co-op that the loan-makers also honor theirs (terms of loan), and no early cash-outs will be allowed at this time.

**General Manager Anne Carter** submitted a written report touching on the areas of finance, marketing and outreach, management, and operations. She reported that **MFC's** booth at the Rogue Valley Health Fair on Feb. 1 went well. Many coupon books were distributed, and sales at the store that weekend were 14.7% higher than last year.

**GM Carter** attended the National Cooperative Grocers Association (**NCGA**) west coast conference in Tucson, AZ. Highlights included useful presentations in such areas as Organizational Structure and Building Efficiencies, Efficient Deli Operations at Small-Store Co-ops, Growth Through Acquisition and Expansion, and Managing Growth Without Expansion. There was also a visit to Food Conspiracy Co-op.

WC **NCGA** advisor **Dave Olson** visited **MFC** on Feb. 13 for a tour of the store. During his visit he had conversations with **GM Carter**, CORE staff, and BOD **Pres. Jim Sims**.

**GM Carter** submitted a draft 2014 GM Report Calendar (in accordance with Policy Governance). She and **Secretary Debi Boen** will investigate whether this calendar and the existing BOD Annual Calendar can be combined, and **GM Carter** will begin with a report on membership at the March 17 BOD meeting.

## OLD BUSINESS

The Annual Meeting Committee reported that plans include making the Annual Meeting more of “an event”, to encourage attendance. Location and other details were not yet available, although the meeting has been scheduled for 4:00 p.m. Sunday, May 18. **Pres. Sims** encouraged Directors to come to the March meeting with potential candidate names.

**Pres. Sims** and **GM Carter** collaborated on an “Introduction to Policy Governance” document that will be added to both the Board Manual and the Candidate’s Package. **Kellie Hill** moved to approve this document and addition; **BJ Buxton** seconded, and the motion passed unanimously. In a related motion, **BJ Buxton** moved to approve the 2014 Candidates’ Package (with the addition of the PG doc); **Ben Truwe** seconded, and the motion passed unanimously.

**MFC BOD** continued to work on “bookmarked” items in our working policy register. C-5 has been tabled until the March meeting; C-6, C8, and D4 were addressed. **Secretary Debi Boen** will write Committee Charters and submit them for approval at the March meeting. All Directors should come to the March meeting prepared to comingle our existing Code of Conduct with the policy governance code of conduct (C-5). Tentative date for implementation of policy governance is March 17, 2014.

## NEW BUSINESS

**GMO-FREE Jackson County** has asked **MFC** to lend an organizational ballot endorsement to **GMO-FREE’s** ballot measure. **Ben Truwe** moved that this request be approved; **BJ Buxton** seconded, and the motion passed.

**GM Carter** will arrange for a subscription to the Cooperative Grocer bimonthly magazine to be sent to each Board member at his or her home.

## ACTION LIST

<u>Target Date</u>	<u>Item</u>	<u>Director</u>
03-17-14	Compare existing C of C to C-5	All
03-17-14	Write Committee Charters	Debi
Post-tax-season	Coordinate with GM to prepare BOD Budget	Justin
03-17-14	Implement PG	All

## ADJOURNMENT

**BJ Buxton** moved to adjourn the meeting at 7:45 p.m.; **Ben Truwe** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., March 17, at 6:00 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). Members-owners, staff, and the public are welcomed and encouraged to attend; snacks available. The Finance Committee will meet before the March 17 full Board meeting.

Respectfully Submitted, *Debi Boen*