

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Fran Batzer

Absent: Treas. Clint Driver, Patty Casebolt

Staff Present: GM Anne Carter

Member-Owner Present: Maggie Mendoza

REPORTS

The October Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 6:00 p.m. on 10-19-15.

Minutes of the 08-17-15 ***MFC BOD*** meeting were amended and submitted; these minutes were approved as amended (motion ***Kellie Hill***, second, ***Fran Batzer***). Minutes of the 09-21-15 ***MFC BOD*** meeting were also submitted, and were also approved as submitted (motion ***Fran Batzer***, second ***Kellie Hill***).

General Manager Anne Carter provided a ***MFC*** financial overview, providing the September 30, 2015 balance sheet, and the January-September YTD 2015 Budget vs. Actuals report. Quarterly Profit & Loss (July-Sept. 2015) statements were also submitted. September sales were at \$333K, 2.5% above budget (and a 10% increase over September, 2014). Expenses were at \$99K, or 98.7% of budget. Net income for September was \$37k, (\$41k for 3rd quarter, 3rd qtr net 150.7% of budget).

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational changes. ***MFC*** added 15 new owners in September, and redeemed two owner shares. October is Co-op Month and ***MFC*** is having a membership drive; so far there have been 46 new members added during October. ***GM Carter*** has met with Rod Manning of Curtis Restaurant Equipment and Gary Caperna, architect, and has shared an adjusted floor plan with the ad hoc Expansion Committee. The first phase of parking lot repaving was completed on October 2. The second phase has an initial cost estimate of \$12,700.00. ***Fran Batzer*** moved to authorize ***GM Carter*** to schedule this repair; ***Kellie Hill*** seconded, and the motion passed. ***GM Carter*** hopes to schedule the repair for before the end of the year. ***GM Carter*** also distributed copies of the ***National Co-op Grocers (NCG)*** Global Programs Participation Agreement, requesting that Directors read and study the agreement before the November meeting, when action will be required. In an effort to share our strategic goals and priorities with all Rogue Valley co-ops, and look for opportunities to collaborate, Rogue Valley co-op GMS and CEOs met on October 16. ***MFC*** operated a booth at the recent ***SOCAN*** Climate Change conference. Also, the Outreach Committee has selected several area agencies to award monies collected from the donation coffee bar that has been located in the store since the end of last year; a total of \$1,500.00 was donated. The customer service desk in the store is being remodeled in order to include another checkout lane.

The President's report included a brief overview of the current stock dividend offerings, and notification that the financial committee is in the process of clarifying.

GM MONITORING REPORT

The October GM Monitoring Report concerned Policy B1, Financial Condition. ***GM Carter*** submitted a report detailing interpretation, operational definitions, and supporting data. Although GM Carter was still unable to report compliance with this policy, she is on-track with a Board-approved plan to accomplish compliance (a Year 1 audit assessment was recently completed; a review is slated for 2016, with a full audit during 2017).

Policy B5 (Treatment of Consumers) was updated. After discussion with new marketing manager ***Halle Riddlebarger***, the plan is to coordinate with SOU sometime next year to conduct a customer satisfaction survey. This has been included in the 2016 Marketing Plan.

OLD BUSINESS

Kellie Hill reported regarding the recent Board training in Sacramento. She was impressed with the training, which she recommends for all Directors in the future. **Kellie** was especially intrigued by some discussion regarding the possible restructuring of the financial committee. **Pres. Jim Sims** addressed the recent Board training in Hood River. He found it extremely beneficial to take the opportunity to talk to other co-op staff and board members, and came away with several nuggets of advice to consider, including “Don’t stay in your comfort zone”.

Directors agreed that the next Board Social will be from 5:30-6:30 p.m. on Mon., January 18, 2016. The monthly Board Meeting will immediately follow the social. Location TBA. (Motion, **Fran Batzer**; second, **Kellie Hill**.)

NEW BUSINESS

To accommodate current Umpqua Bank regulations, **Kellie Hill** made a motion to adopt Resolution No. 2015-0001, as follows (second, **Fran Batzer**). The motion passed as submitted:

Resolution No. 2015-0001
Adopted: October 19, 2015

Medford Food Co-op Board of Directors

SUBJECT: Updating the list of signers on the MFC checking account

WHEREAS, the Board of Directors desires to provide Umpqua Bank with an updated list of signers on checking account number 970648200,

NOW, THEREFORE, BE IT RESOLVED, this 19th day of October, 2015, to remove Justin Botillier and Ian Stoy as signators and add Clint Driver, Board Treasurer, and James Breedlove and Halle Riddlebarger, MFC CORE staff members, as signators.

IN WITNESS WHEREOF, I, Deborah Boen, do hereby certify that the above is a true and correct copy of a resolution adopted at the meeting of the Board of Directors of the Medford Food Co-op on the 19th day of October, 2015, at which a quorum was present and voted.

Deborah Boen, Board Secretary

ADJOURNMENT

Kellie Hill moved to adjourn the meeting at 7:30 p.m.; **Fran Batzer** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Nov. 16, 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 Nov. 16 full Board meeting. Directors agreed to reschedule the December meeting for the second Monday of the month (6:00 p.m. 12/14/15).

Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

ACTION LIST		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	write & distribute minutes; begin Nov. agenda; update tracking spreadsheets; make copies for missing Directors; update MFC binder	Debi
ASAP; report 11-16-15	Research availability of Death Certificates	Anne
11-16-15	Scheduled monitoring report B7 (Comm to the Board)	Anne
ASAP	e-mail Secretary: new Articles of Incorporation; monitoring report schedule for 2016 calendar	Anne
January (TBA)	Meeting w/AFC	Sub-group
12-14-15	rescheduled meeting	All Directors
01-18-16, 5:30 p.m.	Quarterly social; location TBA	All Directors invited

MOTION LIST 10-19-15			
MOTION	1st	2nd	PASS/FAIL
Approve 08-17-15 minutes as amended	Kellie Hill	Fran Batzer	Pass
Approve 09-21-15 minutes as submitted	Fran Batzer	Kellie Hill	Pass
Authorize GM parking lot repairs	Fran Batzer	Kellie Hill	Pass
Schedule January social	Fran Batzer	Kellie Hill	Pass
Resolution 2015-0001	Kellie Hill	Fran Batzer	Pass
Adjourn	Fran Batzer	Kellie Hill	Pass