

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Treas. Clint Driver, Sec. Debi Boen, Fran Batzer, Patty Casebolt

Staff Present: GM Anne Carter

REPORTS

The November Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 11-16-15.

Minutes of the 10-19-15 **MFC BOD** meeting were submitted; **Clint Driver** moved to accept the minutes as submitted. **Fran Batzer** seconded the motion, which passed unanimously.

Treasurer Clint Driver reported that the Financial Committee met prior to the Board meeting and have no concerns with the financial reports as provided by **General Manager Anne Carter**. The Financial Committee also reviewed a preliminary budget, making some suggestions that will be incorporated into the final budget before it is submitted to the Board. Financial reports submitted included Quarterly Profit & Loss (Aug.-Oct. 2015), the January-October YTD 2015 Budget vs. Actuals, and the October 31, 2015 Balance Sheet. October sales were at \$356K, 4.6% above budget (and an 8.8% increase over October, 2014). Expenses were at \$101K, or 97% of budget. Net operating income for October was \$15k, over 200% of projection.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational changes. **MFC** added 77 new owners in October, and redeemed one owner share. The October membership drive goal was 80 new members. The ad hoc Expansion Committee will meet the first week of December to go over the adjusted deli floor plan. Parking lot repair has been postponed to 2016, when it can be scheduled for a better time. GM Carter attended the **NCG** Leadership Workshop last week; topic, "Creating and Maintaining a Strong Board/GM Relationship". **MFC** is renewing efforts to produce a quarterly newsletter. One was sent to all members in October, and another is due in January. Board President Jim Sims will submit an article for the January newsletter. New television ads are launching this month. **MFC** will be catering a lunch for about 40 attendees at the "Great Start Eat Smart" meeting on Nov. 19. A new express lane will open at the store this week. **GM Carter** also shared the 2016 Marketing Plan developed by Marketing Manager **Halle Riddlebarger**.

There was no President's Report or Owner's Forum this month.

GM MONITORING REPORT

The October GM Monitoring Report concerned Policy B7, Communication to the Board. **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. **GM Carter** reported compliance with this policy.

OLD BUSINESS

Directors have discussed our legal and moral obligations regarding the pursuit of "lost" members on several occasions, and have agreed to take a proactive stance on this before any issues arrive. To that end, Directors are asked to consider a change to the Bylaws in 2016, regarding missing (non-participating) members.

The next Board Social has been scheduled from 5:30-6:30 p.m. on Mon., January 18, 2016. The monthly Board Meeting will immediately follow the social. Location TBA.

At the October, 2015 meeting Directors were provided with a participation agreement from **NCG** (National Coop Grocers). **Clint Driver** moved to adopt the following resolution (second, **Kellie Hill**); passed unanimously:

NCG Member Agreements, Medford Co-op Board Resolution

On behalf of the Board of Directors of Medford Food Co-op of Medford, Oregon I hereby authorize Anne Carter, our co-op's designated representative (DR) to NCG, to sign this agreement. The Board of Directors has read documents A and B and understands the obligations and requirements associated with NCG membership. In authorizing our DR to sign these agreements, I am certifying that our Board of Directors understands and agrees that our DR will comply with the requirements, policies, and agreements of NCG including:

- A. Informing the board upon receipt of any notification of non-compliance with the requirements of NCG member agreements and policies
- B. Informing NCG staff of changes to the co-op board chair, including complete contact information for that person (e-mail, telephone, and mailing address)

Name of NCG member co-op: Medford Food Co-op

Name of board chair: James Sims

Date: 11/16/15

(Page 2 of this agreement is reproduced at the end of these minutes.)

NEW BUSINESS

GM Carter is in the process of obtaining bids for new shopping carts. **Clint Driver** moved to authorize purchase of new shopping carts at a cost of \$7,000.00 or less. **Kellie Hill** seconded the motion, which passed unanimously.

ADJOURNMENT

Kellie Hill moved to adjourn the meeting at 7:27 p.m.; **Clint Driver** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., Dec. 14, at 6:00 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). **NOTE: THIS IS ONE WEEK EARLY DUE TO THE HOLIDAYS.** Members-owners, staff, and the public are welcomed and encouraged to attend; snacks available. The Finance Committee will meet before the Dec. 14 full Board meeting.

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 Dec. agenda; update tracking spreadsheets; update MFC binder; update register	Debi
ASAP; report 12-14-15	Consider Bylaw change re non participating members	All
12-14-15	Scheduled monitoring report B3 (Planning & Budgeting);	Anne

	update B4 (Membership Rights, Responsibilities)	
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
12-14-15	Come prepared to discuss annual meeting date; bring personal calendars	All Directors

MOTION LIST 11-16-15

MOTION	1st	2nd	PASS/FAIL
Approve 10-19-15 minutes as submitted	Clint Driver	Fran Batzer	Pass
Adopt resolution 2013-0002	Clint Driver	Kellie Hill	Pass
Authorize shopping cart purchase	Clint Driver	Kellie Hill	Pass
Adjourn	Kellie Hill	Clint Driver	Pass



MEMBER AGREEMENTS SIGNATURE PAGE

Please initial each box below acknowledging that you have read, understood and agree to abide by each of the documents and addendums listed, and agree to all as part of the agreement.

ORIGIN INITIALS	DOCUMENT
AC	DOCUMENT A AND ADDENDUM A Member Rights and Responsibilities and Disclosures
AC	DOCUMENT B AND ADDENDUM B NCG Global Programs Participation Agreement and Specific Program Agreements
AC	DOCUMENT C AND ADDENDUM C UNFI Supply Contract (USC) and Joint Liability Fund (JLF) Agreements and Policies
AC	DOCUMENT D NCG Promotions Program Participation Agreement

Documents A, B, C, and D as well as Addendums A, B, and C shall be interpreted together as one agreement. Inconsistencies, if any, between the documents shall be resolved in favor of 1) Building a strong collective federated cooperative system that is led by NCG, and 2) The establishment of uniform rules and conditions that are consistently enforced and continually evolving. This agreement shall include the retrospective and prospective application of new or amended policies and conditions as and when they are adopted by NCG after the date of this signature.

Check here if this co-op has been granted special exceptions to any of these agreements and complete Document E - Member Agreement Exemptions Form.

By my signature below, I acknowledge and agree to abide by all documents listed above for the duration of the co-op's membership in NCG:

Medford Food Co-op Aime Carter
 Name of NCG member co-op Name of designated representative (DR) - print
1/18/15 Aime Carter
 Date Signature of designated representative (DR)

** Submit this signature page with a signed copy of the board resolution authorizing your signature on these documents