

Present: Pres. Jim Sims, Sec. Debi Boen, Fran Batzer, Patty Casebolt, Kristi Schoenbachler

Absent: Vice Pres. Kellie Hill

Staff Present: GM Anne Carter

REPORTS

The March Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 03-21-16.

Minutes of the 02-16-16 **MFC BOD** meeting were submitted; **Patty Casebolt** moved to accept the minutes as submitted. **Fran Batzer** seconded the motion, which passed.

An e-mail vote appointing **Kristi Schoenbachler** to the Board was ratified (see attached; motion, **Fran Batzer**; second, **Patty Casebolt**). **Schoenbachler** shall fill a vacant three-year seat, which expires in 2016. At the Board's invitation, **Schoenbachler** will run for election to a one-year seat in the 2016 election. (**Pres. Jim Sims** will also run for a one-year seat, and **Vice President Kellie Hill** will run for a three-year seat. At this time it is unknown who will run for the additional three-year seat available in 2016.) At the 03-21-16 **MFC BOD** meeting, **Schoenbachler** was appointed to the office of Treasurer.

Financial reports submitted included Profit & Loss (Dec. 2015-Feb. 2016), the Jan.-Feb. 2016 Budget vs. Actuals, and the Feb. 29, 2016 Balance Sheet. February sales were at \$337K, 100% of budget. Expenses were at \$94K, or 94% of budget. Net operating income for February was \$12k, 131% of budget. The higher net income was primarily due to lower personnel costs.

During the President's Report, **Jim Sims** recapped his recent attendance of a "CBL 101" workshop in Portland. Sims feels that the information provided at this workshop, particularly in the area of co-op finances, is invaluable. He would like to see every new board member attend the CBL 101 workshop, which is offered twice a year by CDS Consulting (in Portland and in Sacramento). **Sims** also finds the workshops a great networking opportunity, as they provide the chance to spend time in discussion with other co-op representatives.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational and staff changes. **MFC** added 18 new owners in February, and there were four share redemptions. **Carter** has created a job description for the deli manager position, seeking input from consultant Michelle O'Connor regarding defining the role and qualifications desired. She continues discussions with Russ Batzer regarding a bid to submit to the Board for approval. Rogue Valley Co-ops General Managers and Board reps met on 02/29/16. The primary goal of the meeting was to introduce Board members and bring them into the conversation that the GMs have been having regarding raising public awareness about co-ops. **Carter** also attended an Ashland Food Co-op-sponsored Co-op Movement Committee on 03/02/16. The committee was created to develop steps towards building cooperative enterprise in Southern Oregon. The SOU business class student-facilitated customer satisfaction survey has been completed. **MFC Marketing Manager Halle Riddlebarger** as well as **GM Carter** attended student report presentation on 03/16/16, and are still waiting for the full written report. **Carter** gave a presentation at the 03/02/16 Rogue Valley Food System Network Meeting about **MFC's** goal to grow the local food economy, and steps taken toward that goal. In Operational changes, two new cashiers have been hired recently.

GM MONITORING REPORT

The March GM Monitoring Reports concerned Policy B4, Membership Rights and Responsibilities. **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data; she is unable to report compliance with this policy (specifically, sub-policy 2b). It is the GM's responsibility to develop and implement a patronage dividend system. While the Board has previously agreed that **MFC** is not yet in a position to offer a patronage dividend, the system/process should be developed for immediate implementation when needed. Carter will continue to prepare for implementation of a patronage dividend system; her target date for

completion is the end of 2016. The Board requested an update on this policy in Sept. of 2016, and assigned a “Low” severity indicator to this non-compliance.

OLD BUSINESS

The Nominating Committee reports that several people have expressed interest in joining the **MFC BOD**, and they expect the election at the May 22 annual meeting to be an important one. The Annual Meeting Committee reports that this meeting will, like last year, consist of a “Picnic on the Farm” held from 4:00 to 6:00 p.m. at Pheasant Fields Farm, 1865 Camp Baker Road, Medford.

MFC BOD has been discussing articles from a cooperative grocer/CDS consulting publication, **Patronage Dividends for Food Coops**. Directors discussed the article “Steps for Implementing Patronage Dividends” at the March meeting.

The **Todd Wallace/MFC BOD** workshop has been rescheduled for May 14; exact time and location to be announced.

The April Board meeting, rescheduled for Tues., April 19, will be preceded by a 5:30 p.m. Board Social; tentative location is a meeting room at the Medford branch of the Jackson County Library System. Board members are advised to watch their e-mails for confirmation of location.

NEW BUSINESS

There was no new business discussed at the March meeting.

EXECUTIVE SESSION

MFC BOD moved into Executive Session at 7:35 p.m.

ADJOURNMENT

Patty Casebolt moved to adjourn the meeting at 8:18 p.m.; **Kristi Schoenbachler** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Tues., April 19, at 6:30 p.m.; location to be announced. The Finance Committee will meet before the April 19 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 Mar. agenda; update tracking spreadsheets; update MFC binder; update register, work on “C” and “D” policy survey; update spreadsheets	Debi
04-19-16	Scheduled monitoring report B5 (Consumers)	Anne

04-19-16	Reports	Nominating, Ann Mtg Committees
04-19-16	Bring final GM Evaluation to meeting	Jim
04-19-16	Bring GM self-evaluation to meeting	Anne
04-19-16	Begin Board Monitoring process (C and D policies)	Board
Prior to 04-19-16	Assign patronage dividend article for discussion at mtg	Anne

MOTION LIST 03-21-16			
MOTION	1st	2nd	PASS/FAIL
Approve 02-16-16 minutes as submitted	Patty Casebolt	Fran Batzer	Pass
Ratify appointment of Kristi Schoenbachler	Fran Batzer	Patty Casebolt	Pass
Adjourn	Kellie Hill	Patty Casebolt	Pass

In accordance with Section 5.6 of the Medford Food Co-op Bylaws, the following written consent constitutes written ratification of an e-mail vote taken Feb. 24, 2015 through March 1, 2016.

Motion (President Jim Sims): Medford Food Co-op Board of Directors (**MFC BOD**) appoints Kristi Schoenbachler to the **MFC BOD**. Schoenbachler shall fill a vacant ~~two~~ ^{one} year seat, as defined in Section 4.3 of the MFC BOD Bylaws, due to expire in ~~2016~~ ^{2016 Dec}.

Second; Secretary Debi Boen

del. 2016 Dec
~~2016~~ ³ *-Add*

"Aye" Votes (please sign after your name):

Jim Sims

[Signature]

Debi Boen

Debi Boen

Kellie Hill

Kellie Hill

Fran Batzer

Fran Batzer

Patty Casebolt

Patty Casebolt

(two seats are vacant at this time)

Sec. Debi Boen

Debi Boen ²¹ ~~3/24~~ ^{1/1}