

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Patty Casebolt, Johnathan Hillis

Absent: Treas. Kristi Schoenbachler, Fran Batzer

Staff Present: GM Anne Carter

REPORTS

The February Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 5:30 p.m. on 02/20/17.

Minutes of the 01/16/17 ***MFC BOD*** meeting were submitted; ***Patty Casebolt*** moved to accept the minutes as submitted. ***Johnathan Hillis*** seconded the motion, which passed. Also passed was a motion to approve the 01/16/17 Executive Session minutes, as submitted (motion, ***Johnathan Hillis***; second, ***Patty Casebolt***).

Financial reports submitted included Profit & Loss (Nov. 2016-Jan. 2017), the Jan. 2017 Budget vs. Actuals, and the Jan. 31, 2017 Balance Sheet. Jan. sales were at \$375K, 101.7% of budget and a 6.5% increase over Jan., 2016. Operating expenses were at \$109K, or 87.5% of budget. Net operating income for Jan. was \$15k, which was well over budget (as a loss had been projected).

There were no “Owners’ Forum” issues or topics submitted for discussion, and the President had no report during February.

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 22 new owners in Jan., and there were 7 owner share redemptions (reflecting one owner, now deceased). Additional updates:

Deli update:

- Lease for back lot was signed & commenced 1/15/17.
- Improvement of lot delayed until it dries up.
- City reviewed cafe plans, requested clarification on numerous issues, and these were all addressed.

Ownership Level Issues:

- Anne attended NCG Western Corridor winter meeting last week in Sacramento. Theme was “Balancing the Demands of the GM Role” and focus was assessing individual strengths and weaknesses. This is an important topic among food co-ops nationwide, because of the high GM turnover in recent years and the leadership gap that still exists. A secondary theme was that the challenges co-ops face are sometimes resulting in discord among co-op owners. Emphasis was on stakeholder alignment, clear communication, and Board & management prepared to deal with dissent.
- Coop Board Leadership (CBL) Trainings are 3/25 in Portland and 9/23 in Sacramento. Co-op Cafe is 10/7 in Hood River. Would like a group of Board and staff to attend.

Public Events affecting Perception of Co-op in Community

- Caleb and Anne did a “healthy snacks” presentation at two 4th grade classes at Orchard Hill Elementary on Jan. 25.
- MFC conducted a customer survey Feb. 3-7 to gather address and purchase amount data for the market study. Many customers took the time to chat with us and offer additional input. We heard a lot of positive comments. Debbie Suassuna will be in Medford on March 6 to do additional research.

Significant Operational Changes

- Nothing new to report.

GM MONITORING REPORT

The Feb. GM Monitoring Reports concerned Policy A (Global End) and Policy B1 (Financial Condition and Activities). ***GM Carter*** submitted reports detailing interpretation, operational definitions, and supporting data.

As a “living” document, Policy A is neither in nor out of compliance. Although **GM Carter** remains unable to report compliance with Policy B1, she is on-track with a Board-approved 3-year plan to accomplish compliance (a Year 1 audit assessment was completed; a review is slated for Year 2-2016 (will be scheduled by Wegner CPAs in early 2017), with a full audit during Year 3-2017 (or later) .**GM Carter** responded to questions from the Directors, providing additional detail. Directors agreed to assign a “Low” severity indicator to non-compliance with this policy.

In an update to Policy B5 (Staff Treatment), **GM Carter** reports that a committee will be formed which includes herself, a store manager, and a store staff member; this committee will review several sample versions of grievance policies (provided in the CDS Consulting Co-op library), and will then create one for **MFC**. That grievance policy will be presented to management for input and then to the Board at the April, 2017 meeting.

OLD BUSINESS

A recruitment timeline written report was submitted by the nominating committee and is printed below. **Johnathan Hillis** moved to add this report to the Policy Register; **Patty Casebolt** seconded this motion, which passed. The report is now located as an addendum to the Nominating Committee Charter page of the Policy register (currently pg. 38).

Board Recruitment (Nominating Committee document MFC BOD approved 2/20/17)

Overview: The process on how to recruit new board members and build a “standby list”

Recruitment- Areas to “shop” for new board members

1. Rotary- Board member/s could present at local rotary club meetings.
2. Invite members from VIP list to attend board meetings.
3. Host quarterly “ask a board member” table inside the co-op.
4. Featured article in the monthly newsletter written by board members.
5. Growers market- periodic info table hosted by board members
6. Health fairs- periodic info table hosted by board members at local businesses (focus on health care organizations with similar vision ie La Clinica, Naturopaths etc.)
7. Expo/summer fair- board members join the booth- promote board membership.
8. WESO (Women’s entrepreneurs of Southern Oregon) join annual expo.
9. Soroptomist-Board member/s could present at local meetings.
10. Chamber greeters- Board member/s could present at local meetings.
11. RCC- post flyers, host “ask a board member” table inside table at college student union.

Development of VIP list- process of defining the list

1. Each board member nominates 3 qualified candidates.
2. Candidates’ names are written on flip chart paper.
3. Board members describe attributes for each nominee.
4. Nonverbal voting- each member gets 3 votes, places mark next to each name.
5. After voting is completed- list is divided into two groups based on number of votes.
6. Top tier is identified as priority for recruitment. Second tier is saved for back up.
7. Top tier is divided up between board members for individual recruitment.
8. Individual recruitment may include invitation to board meetings, dinner with board members, tour of co-op, coffee date, etc.

The Nominating Committee also noted that **Kellie Hill** will be running for re-election this year, and **Johnathan Hillis** will run for election to a 3-year Board of Directors term.

Annual Meeting Committee reports that this year's event will be held at the store. There will be multiple vendors and activities. After comparing calendars, the date of the Annual Meeting was scheduled for May 21 (45 days before [cut-off for petition submission] is April 6.)

Director also scheduled a workshop with CDS Consulting facilitator **Todd Wallace**, for June 17, 2017.

POLICY REVIEW

Consult the table below for monthly policy review.

2016-2017 POLICY REVIEW				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
A Global	8/15/16	Ok as-is	02-20-17	n/a
B Global	01/16/17	Ok as-is	n/a	n/a
B1	8/15/16	Ok as-is	02-20-17	Multiple changes (see register)
B2	12/19/16	Table Until 2-17	02-20-17	Multiple changes (see register)
B3	9/19/16	Ok as-is	n/a	n/a
B4	10/17/16	Ok as-is	n/a	n/a
B5	11/28/16	Ok as-is	n/a	n/a
B6	6/20/16	reconsider @ July mtg; check emp. Handbook for grievance policy	7/18/16	Policy ok as written; <u>adjust store handbook as needed by 12/19/16 (motion Kellie Hill, 2nd Patty Casebolt; Pass)</u>
B7	11/28/16	Ok as-is	n/a	n/a
B8	01/16/17	Ok as-is	n/a	n/a
B9	7/18/16	Ok as-is	n/a	n/a
C Global	6/20/16	Ok as-is	n/a	n/a
C1	6/20/16	ok; add reference to vision statement when approved	8/22/16	<u>Approved as sub w/continual page updates (motion Patty Casebolt, 2nd Kellie Hill; Pass)</u>
C2	7/18/16	Delete highlights, extraneous notes	8/22/16	No vote required
C3	8/15/16	Ok as-is	n/a	n/a
C4	9/19/16	Ok as-is	n/a	n/a
C5	10/17/16	Ok as-is	n/a	n/a
C6	11/28/16	Ok as-is	n/a	n/a
C7	12/19/16	Ok as-is	n/a	n/a
C8	01/16/17	Ok as-is	n/a	n/a
D-Global,	To be reviewed in 2017	n/a	n/a	n/a

D1, D2, D3, D4				
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NEW BUSINESS

There was no New Business discussed at the Jan. meeting.

ADJOURNMENT

Kellie Hill moved to adjourn the meeting at 7:06 p.m.; **Johnathan Hillis** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Mar. 20, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). The Finance Committee will meet before the Mar. 20 full Board meeting. Owners are welcomed and encouraged to attend both meetings. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

ACTION LIST, FEB. 2017		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	write & distribute minutes; begin March. agenda; update tracking spreadsheets; update MFC binder; update register; update calendar; begin GM evaluation process; create policy reviews	Debi
ASAP (continued item; confirm if this was done)	Further-out deli projections; written Emer BackUp Plan	Anne
03-20-17	Bring three potential Director names to meeting	All Directors
03-20-17	Scheduled monitoring report B4	Anne
03-20-17	Annual Meeting Comm. report	Anne
03-20-17	Nominating Comm. Report	All Directors

MOTION LIST 2-20-17			
MOTION	1st	2nd	PASS/FAIL
Approve 1-16-17 reg. minutes as submitted	Patty Casebolt	Johnathan Hillis	Pass
Approve 1-16-17 E.S. minutes as submitted	Johnathan Hillis	Patty Casebolt	Pass
Add written Nom Comm report to Policy Reg.	Johnathan Hillis	Patty Casebolt	Pass
Adjourn	Kellie Hill	Johnathan Hillis	Pass