

## **Medford Food Co-op Board of Directors      January 15, 2018**

**Present:** Pres. Jim Sims, Treas. Kristi Schoenbachler, Sec. Debi Boen, Patty Casebolt

**Absent:** Vice Pres. Kellie Hill, Fran Batzer

**Staff Present:** GM Anne Carter, Caleb Landis

### **REPORTS**

The Jan., 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 1/15/18.

Minutes of the 12/18/17 **MFC BOD** regular meeting were submitted; **Kristi Schoenbachler** moved to accept the minutes as corrected (typo, line 12). **Patty Casebolt** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (Oct.-Dec. 2017), the Jan.-Dec. 2017 Budget vs. Actuals, and the Dec. 31, 2017 Balance Sheet. Dec., 2017 sales were at \$414K, 99% of budget and a 7.8% increase over Dec. 2016. Operating expenses were at \$144K, or 102.7% of budget. Net operating income for Dec., 2017 was \$7K, 86.7% of budget. **GM Carter** noted that the main reason for low net income was 2017 real property tax (over \$10K), which was expensed entirely in Dec., rather than divided up by month. Over \$22K of Café construction costs were billed in Dec., 2017 (and paid in Jan., 2018); \$15460.35 remains in retention. **GM Carter** reported that the Dec. gift card promotion was very successful; **MFC** increased Dec. gift card sales over 700% from last year.

There were no “Owners’ Forum” issues or President’s Report this month.

**GM Carter** also submitted and discussed the 2018-2021 **MFC** Business Plan.

**Nominating Committee** report and proposal was tabled until the February meeting.

**Bylaw Committee** report and proposal was tabled until the February meeting.

**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 December, and there was one owner share redemption. Additional updates:

#### **Public Events affecting Perception of Co-op in Community**

- Jan. 5, New Year, New You Jubilee - Went well. Introduced a lot of new people to the Café. Customer count that day (580) was higher than 12/23. Increased traffic to Café over the weekend.
- Cartwright’s grand opening was Jan. 4-6. Seemed to boost our sales.
- Jan 10, Recipe to Market Kick-off at the Café - Very successful! We filled every seat. Great presentations and good Q & A.
- Flash Sales - initiated in Dec. Have gone well, but still gaining traction. We’re still experimenting.

#### **Significant Operational Changes**

- Nothing new to report.

### **GM MONITORING REPORT**

The Jan., 2018 GM Monitoring Reports concerned Policy BGlobal (Executive Constraint) and Policy B8 (Board Logistical Support). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** was unable to report compliance with Policy BGlobal, as several policies await scheduled updates. She was also unable to report compliance with Policy B8 sub policy 2, as meeting packets were not sent out one week prior to each monthly **MFC BOD** meeting. After

discussion, Directors assigned “Low” severity indicators to both areas of non-compliance. Directors also agreed that meeting packets are not required a full week in advance; in the future, reports should be e-mailed to Directors the Friday before a Monday meeting.

**ONGOING BUSINESS**

2018 Governance Calendar was distributed and discussed. The calendar is a “live” document, continuously updated. As new dates are added to the calendar, an updated calendar will be sent to Directors.

After discussion, May 20 was selected as a tentative date for the 2018 Annual Meeting.

**GM Carter** confirmed that an article from **MFC BOD** will be needed for each (quarterly) **MFC** newsletter; topic(s) to be determined.

**GM Carter** distributed a list of criteria regarding possible future **MFC** building needs. Lease renegotiation timeline was discussed.

**POLICY REVIEW**

Consult the table below for monthly policy review.

<b>2017-2018 POLICY REVIEW</b>				
<b>POLICY</b>	<b>1<sup>ST</sup> REVIEW</b>	<b>NOTES</b>	<b>2<sup>ND</sup> REVIEW</b>	<b>NOTES</b>
<b>B4</b>	<b>3/20/17</b>	<b>Add colon to #2</b>	4/17/17	KH/JH motion; passed
D Global	3/20/17	Ok as-is		
D1	3/20/17	Ok as-is		
B5	4/17/17	Ok as-is		
D2	4/17/17	Ok as-is		
D3	4/17/17	Ok as-is		
<b>C Global</b>	<b>*6/19/17</b>	<b>Change as recc, by CDS</b>		KH/RS motion; passed
<b>C1</b>	<b>*6/19/17</b>	<b>Change as recc, by CDS</b>		KS/PC motion; passed
<b>C2</b>	<b>*6/19/17</b>	<b>Change as recc, by CDS</b>		RS/KS motion; passed
<b>B6</b>	<b>6/19/17</b>	<b>Reword 1(b); elim. 1(b)1</b>		PC/KH motion; passed
B9	7/17/17	Ok as is		
D4	7/17/17	Ok as is		
<b>C3</b>	<b>8/21/17</b>	<b>Change as recc, by CDS</b>		RS/KS motion; passed
<b>C4</b>	<b>8/21/17</b>	<b>Change as recc, by CDS</b>		KH/RS motion; passed
<b>C5</b>	<b>8/21/17</b>	<b>Change as disc. @ mtg.</b>		KH/RS motion; passed
B3	9/18/17	Ok as is		
C6	10/16/17	Ok as-is		
C7	10/16/17	Ok as-is		
B7	11/20/17	Ok as-is		
B2	12/18/17	Ok as-is		
B Global	1/15/18	Ok as-is		
B8	1/15/18	Ok as-is		
C8	1/15/18	Ok as-is		
A Global	2/19/18			
B1	2/19/18			

## **ADJOURNMENT**

At 6:40 p.m., **Patty Casebolt** moved to adjourn the meeting; **Kristi Schoenbachler** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Tues., Feb. 20, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). Owners are welcomed and encouraged to attend. ***(Please note that meeting day will change in February, due to a holiday on our regular meeting day.)*** Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>MOTION LIST 1-15-18</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 12/18/17 minutes as corrected	Kristi Schoenbachler	Patty Casebolt	Pass
Adjourn	Patty Casebolt	Kristi Schoenbachler	Pass

<b>ACTION LIST, JANUARY 2018</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin Feb. agenda; update tracking spreadsheets; create policy reviews, e-mail asstd. reports to Directors	Debi
2/20/18	Scheduled Dec monitoring reports B1, AGlobal; update B6	Anne
2/20/18	Assign newsletter topic; article due March 1	Anne/Halle
2/20/18	Report	Annual Mtg Comm
2/20/18	Report and Proposal	Nominating Comm.
2/20/18	Report and Proposal	Bylaw Comm.