

Medford Food Co-op Board of Directors April 16, 2018

Present: Vice Pres. Kellie Hill, Sec. Debi Boen, Fran Batzer, Treas. Kristi Schoenbachler

Absent: Patty Casebolt **Staff Present:** GM Anne Carter

REPORTS

The April, 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 4/16/18.

Minutes of the 3/19/18 **MFC BOD** regular meeting were submitted; **Fran Batzer** moved to accept the minutes as submitted. **Kellie Hill** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (Jan.-Mar. 2018), Budget vs. Actuals (Jan.-Mar. 2018), and the Mar.31, 2018 Balance Sheet. March 2018 sales were at \$450K, a 5.4% increase over March 2017, 102% of budget. Operating expenses were at \$148K, 108% of budget. Net operating income for March 2018 was -\$817, primarily due to high personnel costs. Café sales in March 2018 were \$40k, 9.6% of total sales (108% of budget).

Nominating Committee: Three incumbents (Fran Batzer, Debi Boen, Patty Casebolt) are running for re-election to the **MFC BOD**. In addition, Roger Noyes and Verne Underwood are running in the May 20 election. There are five positions available.

Annual Meeting Committee: Five local vendors have committed, as well as a face painting artist. "Round Table Discussions with Directors" will be set up in The Café.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 11 new owners in March, and there were two owner share redemption. Additional updates:

Public Events affecting Perception of Co-op in Community

- March 20-21 - Halle participated in the Statewide Food System Network Convening in Silverton, OR
- April 4 - Hosted the RV Food System Network public meeting in The Café. About 25 people attended.
- April 10-12 - Anne attended NCG Spring Meeting in Durham, NC. Theme was "Customers are the Heart of our Co-ops". New report that NCG will send to all co-op boards soon provides a summary of the co-op's performance in 2017 and participation in NCG programs. This is intended to keep boards better informed of the co-op/NCG relationship and of their co-op's financial health.

Significant Operational Changes

- April 1 - extended store hours to 7 am - 9 pm daily. We are already noticing more customers shopping after 8 pm. Mornings are still pretty quiet, but breakfast purchases are beginning.

GM MONITORING REPORT

The April 2018 GM Monitoring Report concerned Policy B5 (Treatment of Consumers). **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. However, an operational definition change requested by Directors in April 2017 was not implemented when the report was written. Directors requested that the GM revise her B5 report, and resubmit it at the May meeting. Determination of compliance and/or applicable severity indicator will be made at that time.

POLICY REVIEW

Consult the table below for monthly policy review.

| 2018-2019 POLICY REVIEW | | | | |
|--------------------------------|------------------------------|--------------|------------------------------|--------------|
| POLICY | 1ST REVIEW | NOTES | 2ND REVIEW | NOTES |
| B4 | 3/19/18 | Ok as-is | | |
| D Global | 3/19/18 | Ok as-is | | |
| D1 | 3/19/18 | Ok as-is | | |
| B5 | 4/16/18 | Ok as-is | | |
| D2 | 4/16/18 | Ok as-is | | |
| D3 | 4/16/18 | Ok as-is | | |
| C Global | 5/21/18 | | | |
| C1 | 5/21/18 | | | |
| C2 | 5/21/18 | | | |
| B6 | 6/18/18 | | | |
| B9 | 7/16/18 | | | |
| D4 | 7/16/18 | | | |
| C3 | 8/20/18 | | | |
| C4 | 8/20/18 | | | |
| C5 | 8/20/18 | | | |
| B3 | 3/17/18 | | | |
| B7 | 10/15/18 | | | |
| C6 | 11/19/18 | | | |
| C7 | 11/19/18 | | | |
| B2 | 12/17/18 | | | |
| B Global | 1/21/19 | | | |
| B8 | 1/21/19 | | | |
| C8 | 1/21/19 | | | |
| A Global | 2/18/19 | | | |
| B1 | 2/18/19 | | | |

OLD BUSINESS

Bylaws proposed revision informational meetings have been set for 4:00-6:30 p.m. April 19; 2:00-4:30 p.m. April 21, and 2:00-4:30 p.m. April 22. The GM and Directors will take turns making themselves available at the store to discuss the proposed changes with interested members.

NEW BUSINESS

Directors discussed the current method used to determine the General Manager’s compensation and employment agreement. Consensus was to use this method for a new one-year agreement with **GM Carter**, with the understanding that **MFC BOD** will create a Task Force in September to study and develop a more thorough process for use in the future. The new process will be up-and-running by the time the next GM evaluation is due (April, 2019).

Debi Boen moved that Jim Sims be added to the list of Directors Emeritus, as defined in Resolution 2014-0003 of the Medford Food Co-op Policy Governance manual (currently located on page 61). Kristi Schoenbachler seconded the motion, which passed.

The NCGA Development Cooperative Consulting Agreement (effective July 1, 2018) proposal was further tabled pending more complete budgetary and time frame information.

GM Carter requested recommendations from Directors for local real estate brokers that **MFC** might partner with, during future growth/expansion discussions.

MFC BOD's training session with **Todd Wallace** of **CDS** is scheduled for Saturday, July 21. Director participation was requested for several upcoming local events.

ADJOURNMENT

At 6:56 p.m., **Fran Batzer** moved to adjourn the meeting; **Kristi Schoenbachler** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., May 21 at 5:30 p.m. The May meeting will be held in the conference room at Medical Eye Center (1333 E. Barnett, Medford). Owners are welcomed and encouraged to attend. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

| MOTION LIST 4-16-18 | | | |
|--------------------------------------|-----------------------|-----------------------|------------------|
| MOTION | 1st | 2nd | PASS/FAIL |
| Approve 3/19/18 minutes as submitted | Fran Batzer | Kellie Hill | Pass |
| Name Jim Sims to Emeritus status | Debi Boen | Kristi Schoenbachler | Pass |
| Adjourn | Fran Batzer | Kristi Schoenbachler | Pass |

| ACTION LIST, APRIL 2018 | | |
|--------------------------------|--|--------------------------|
| TARGET DATE | ACTION | RESPONSIBLE PARTY |
| ASAP | write & distribute April, minutes; begin May agenda; update tracking spreadsheets; update PG doc.; create policy reviews, e-mail asstd. reports to Directors; e-mail Halle; e-mail Jim | Debi |
| 5/20/18 | Annual meeting, Good Food Festival | All |
| 5/21/18 | Scheduled April monitoring report B1 | Anne |
| 5/21/18 | Resubmit B5 revision | Anne |
| 5/21/18 | Policy Reviews: CGlobal, C1, C2 | All |
| 5/21/18 | Ratify eVotes (two) | All |
| 5/21/18 | Elect officers | All |
| June | New Director Orientation | Kelli/Anne |