

## Medford Food Co-op Board of Directors      June 18, 2018

**Present:** Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Kristi Schoenbachler, Sec. Debi Boen, Fran Batzer, Roger Noyes

**Absent:** Verne Underwood

**Staff Present:** GM Anne Carter

### REPORTS

The June, 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 6/18/18.

Minutes of the 5/21/18 **MFC BOD** regular meeting were submitted; **Kristi Schoenbahler** moved to accept the minutes as amended. **Fran Batzer** seconded the motion, which passed. Minutes of the May 20, 2018 Annual Meeting were also submitted. **Fran Batzer** moved to accept the 2018 Annual Meeting minutes as submitted. **Kristi Schoenbachler** seconded the motion, which passed.

**GM Carter** submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 20 new owners in May, and there were no owner share redemption.

#### Relevant Financial Information

May, 2018 sales were at \$451K, a 4% increase over May, 2017, 99.8% of budget. Operating expenses were at \$156K, 113% of budget. Net operating income was \$3K, 22% less than projected. This shortfall was due to low gross profit, high personnel expense, occupancy expense (due to a Pacific Power error), and promo expense (two sponsorships during May). Café sales were \$47k, 10.5% of total sales, 115% of budget.

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

- June 2nd - Brews, Bluegrass & BBQ fundraising event was very successful: 1,900 attended, raised about \$13K for RVFSN. We were a major sponsor and this year had a banner on stage!
- Every Monday in June - "Avoiding Snacksidents" presentations at Asante by Juliana and Benjamin.
- 2018 Rogue Flavor Guide is out! We provided leadership and expertise to help RVFSN take on this project from Thrive.

#### Significant Operational Changes

Nothing new to report.

### GM MONITORING REPORT

The June, 2018 GM Monitoring Report concerned Policy B6 (Staff Treatment and Compensation). **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. **GM Carter** was unable to report compliance with Policy B6, sub-policy 2 (not all managers participated in formal training during the last 12 months). Directors assigned a "Low" severity indicator to this areas of non-compliance.

### POLICY REVIEW

Consult the table below for monthly policy review.

<b>2018-2019 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>
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	Ok as-is		
C1	5/21/18	Ok as-is		
C2	5/21/18	Ok as-is		
B6	6/18/18	Ok as-is		
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**

E-mail motion and vote occurring on April 25-30, 2018 regarding final proposed changes to Sections 2.1 and 3.6 of the Bylaws (before all proposed changes were submitted to the membership for vote at the 2018 Annual Meeting), was ratified by all present. See official **MFC** binder for full copy of e-mail vote and ratification.

Directors reviewed assigned expansion tasks, newsletter assignments, and new board member orientation. Directors were also reminded of the July 21 **Todd Wallace** workshop, which begins at 9:00 a.m.

## **NEW BUSINESS**

**GM Carter** presented a written and verbal report regarding current status of **The Café**, and observations and recommendations made by consultant Michelle O'Connor. Directors agreed that **The Café** has been operating within expected parameters during its first few months of business, and asked **GM Carter** to continue providing updates to the board, as needed/indicated.

**GM Carter** also presented a draft document for a **MFC** Request for Proposal (RFP). Directors agreed to postpone finalization of the RFP until after scheduled Board - Member Round Table expansion discussions have taken place.

The 2018 Rogue Valley Farm Tour brochure/map was distributed (Sun., July 22), and Director participation was encouraged.

After a discussion of several resolutions that require amendments, only Resolution No. 2015-0002 (regarding NCG member agreement) was amended at this time. Several other resolutions will be amended after final recommendation from **MFC** auditor (final audit report pending). **Patty Casebolt**

moved that Resolution 2015-0002 be amended to replace the name and address of our past **MFC BOD** President (**Jim Sims**) with the name and address of our current President (**Kellie Hill**). **Roger Noyes** seconded the motion, which passed.

At 7:10 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 Mon., July 16 at 5:30 p.m. The June 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

<b>MOTION LIST 6-18-18</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 5/21/18 minutes as amended	Kristi Schoenbachler	Fran Batzer	Pass
Approve 2018 Annual Mtg minutes as sub	Fran Batzer	Kristi Schoenbachler	Pass
Amend Res. 2015-0002	Patty Casebolt	Roger Noyes	Pass
Adjourn	Patty Casebolt	Kristi Schoenbachler	Pass

<b>ACTION LIST, JUNE 2018</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute June minutes; begin July agenda; update tracking spreadsheets; update PG doc.; create policy review, e-mail asstd. reports to Directors; e-mail Halle	Debi
Pending Audit recommendation	Resolution amendments	All
7/16/18	Scheduled monitoring report B9	Anne
7/16/18	Policy Reviews: B9, D4	All
7/16/18	Submit Board Budget	Kristi
7/16/18	Submit final RFP	Anne
7/21/18	Todd Wallace workshop, 9:00 a.m.	All
7/22/18	Rogue Valley Farm Tour, 10 – 4	All invited to attend
Before 2019 Annual meeting	Propose Bylaw change, 8.1	Someone
June	New Director Orientation	Anne/Todd/Someone