

Medford Food Co-op Board of Directors January 21, 2019

Present: Pres. Kellie Hill, Treas. Kristi Schoenbachler, Sec. Debi Boen, Fran Batzer, Roger Noyes, Verne Underwood

Absent: Vice Pres. Patty Casebolt

Staff Present: GM Anne Carter

REPORTS

The January, 2019 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 2:00 p.m. on 1/21/19.

The Dec., 2018 meeting was “virtual”, so there were no official minutes to approve. The Secretary did submit a brief report detailing decisions that were made during December. The e-Vote approval of the Nov. 19, 2018 minutes was ratified, in accordance with Section 5.6 of the Medford Food Co-op Bylaws.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 15 new owners in December, and there were two owner share redemptions.

Relevant Financial Information

December, 2018 sales were at \$446K, a 7.7% increase over December, 2017; 97.8% of budget. COGS (Cost of Goods Sold) = \$273K; 94% of budget. Café sales = \$44K; 98% of budget, 9.9% of total sales. Operating expenses = \$154K; 107.8% of budget. Net operating income = \$20K; 81.9 of budget. December net income includes some end-of-year adjustments that don’t reflect expenses for one month.

Public Events affecting Perception of Co-op in Community

- Implemented “Positive Change” program on Jan. 1; well-received. As of 1/16, \$1,360.88 raised. Have received overwhelmingly positive comments from customers and several non-profits have asked how they can be considered as a recipient.

Significant Operational Changes

- Recent turnover, resulting in a new produce assistant, grocery assistant, and two café assistants.

GM MONITORING REPORT

Two monitoring reports were e-mailed to Directors 12/14/18: B Global, and B8 (Board Logistical Support). Both monitoring reports were out of compliance. B Global is out of compliance due to some as-yet outstanding updates, which have been scheduled. Directors assigned a “Low” severity level indicator to this policy. B8 is out of compliance in the area of sub-policy 2 (meeting packets to be distributed to Directors three days in advance of a monthly meeting). Directors assigned a “Moderate” severity level indicator to this policy, as this compliance issue has been noted in the past.

The January, 2019 GM Monitoring Report concerned Policy B2 (Business Planning and Financial Budgeting).

GM Carter submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** reported compliance with Policy B2.

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	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	Ok as-is		
D4	7/16/18	Ok as-is		
C3	8/20/18	Ok as-is		
C4	8/20/18	Ok as-is		
C5	8/20/18	Ok as-is		
B3	9/17/18	Ok as-is		
C6	10/15/18	Ok as-is		
C7	10/15/18	Ok as-is		
B7	11/19/18	Ok as-is		
B Global	12/17/18	Ok as-is		
B2	1/21/19	Ok as-is		
B8	1/21/19	Ok as-is		
C8	1/21/19	Ok as-is		
A Global	2/18/19			
B1	2/18/19			

OLD BUSINESS

Financial Committee

- **Treasurer Kristi Schoenbachler** reported that the Financial Committee agreed that **MNC** experienced a solid quarter.

NEW BUSINESS

2019 Governance Calendar

- **Secretary Debi Boen** submitted the 2019 Governance Calendar. The calendar is a living document that is continuously updated; new versions will be e-mailed to Directors as necessary.

Nominating, Evaluating Committees

- **Secretary Debi Boen** distributed nominating and GM evaluation committee charters to Directors as a reminder that both committees will activate within the next few months. In addition, Pres. Kellie Hill distributed our existing board recruitment list, and requested that Directors come to the February meeting with additional board nomination suggestions.

Executive Session

- At 3:28 p.m., Directors moved to Executive Session.

ADJOURNMENT

At 4:10 p.m., Directors resumed open meeting. After discussion, Directors agreed that the February meeting (which occurs on a holiday), will take place at 1:00 p.m., usual location (Medical Eye Center, 1333 E. Barnett Rd., Medford). At 4:15 p.m., **Debi Boen** moved to adjourn the meeting; **Fran Batzer** seconded the motion, which passed. Owners are welcomed and encouraged to attend regular monthly meetings. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

MOTION LIST 1-21-19

MOTION	1st	2nd	PASS/FAIL
11/19/18 minutes approved via eVote, ratified at 1/21/19 meeting by majority of Directors (P. Casebolt absent)	Debi Boen made Dec. motion	Patty Casebolt made Dec. 2 nd to motion	Pass eVote Ratified 1/21/19
Adjourn	Debi Boen	Fran Batzer	Pass

ACTION LIST, JANUARY 2019

TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	update official binders; write & distribute Jan. minutes; update tracking spreadsheets; create policy reviews, e-mail asstd. reports to Directors; e-mail Halle Jan. Sec. report; create 2019-2020 GM monitoring & B8 monitoring spreadsheets.	Debi
2-14-19	Meeting	Financial Comm.
2-18-19	Monitoring report: B1	Anne
2-18-19	Policy reviews: A Global, B1	Debi
2-18-19	Assign newsletter task/topic	Directors
2-18-19	Report	Nominating Comm
2-18-19	Report	AMeeting Comm