

Medford Food Co-op Board of Directors February 18, 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
Guest Present: Judy Gilbert

REPORTS

The February, 2019 Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 1:00 p.m. on 02/18/19.

Minutes of the 01/21/19 ***MFC BOD*** regular meeting were submitted; ***Verne Underwood*** moved to accept the regular session minutes as submitted. ***Kristi Schoenbachler*** seconded the motion, which passed. Minutes of the 01/21/19 Executive Session were also submitted; ***Kristi Schoenbachler*** moved to accept the Executive Session minutes as submitted. ***Verne Underwood*** 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 January, and there were two owner share redemptions.

Relevant Financial Information

January, 2019 sales were at \$442K, a 4.9% increase over January, 2018, 101.3% of budget. COGS (Cost of Goods Sold) = \$296K, 101% of budget. Café sales = \$48K, 105.6% of budget, 10.8% of total sales. Operating expenses = \$135K, 87% of budget. (Low because it is early in the year, and some projected expenses have not yet occurred.) Net operating income = \$16K, 2.9 times what was projected.

Ownership-Level Issues

- Exploring Expansion Update - GM met with the real estate broker on Feb 1. He has only identified two sites so far that meet our criteria. He is getting more information on those two and will continue to look for other sites.
- Two Western Corridor store development specialists visited Jan 24th to assist us with planning a minor store reset.

Public Events affecting Perception of Co-op in Community

- We raised \$2,465.00 in January through the Positive Change program! The recipient was the Community Works Transitional Living Program. During February we are raising money for the Medford Food Project.
- On 2/7/19 we delivered free lunches to the TSA staff in appreciation for their work during the government shut down. They were happy to receive the lunch and recognition of their service.
- Starting the first weekend of Feb., we began offering breakfast all day on the hot bar on Saturdays and Sundays. On the second weekend, we had a 14% increase in hot bar purchases.
- The Community Art Wall display was changed on Feb 2nd. Taffy Shahbozian is the artist whose work is currently displayed.
- ***MFC*** received three “Best Of” votes in Medford Sneak Preview: Favorite Grocery Store (we tied with Grocery Outlet for 1st place), Best Vegetarian Dishes (we tied with Bambu for 1st), Best Salads (we were 3rd).
- Game Day Flash Sale video had 1,900 views on FB. We have a very active social media following It’s a growing part of our community outreach, customer engagement, and co-op identity.

Significant Operational Changes

- Nothing new to report.

In her quarterly report to the Board, **Treasurer Kristi Schoenbachler** noted that the Financial Committee met and was happy to see such a strong start to the year, as well as solid cash status.

GM MONITORING REPORT

The February, 2019 GM Monitoring Report concerned Policy B (Financial Condition). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** was unable to report compliance with the policy, as equity increase fell short of goal. Equity increase stands at less than 3% short of goal, and Directors assigned a “Low” severity indicator to B1 non-compliance.

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	Reformat for grammar	3/18/19	
B1	2/18/19	Correct format	3/18/19	

OLD BUSINESS

Nominating Committee

- In preparation for the **MFC** Annual Meeting, Directors began the process of potential Board candidate discussion.

GM Compensation Committee

- **Verne Underwood** distributed and discussed the existing compensation scale for **MFC** staff, noting similar Rogue Valley positional trends and expected COLA and Oregon minimum wage increases. He further suggested that any bonuses paid out be based on a profit sharing structure (shared by all employees). It was also point out that our insurance benefit is not currently competitive. No decisions were made at this time.
- After discussion, Directors agreed that the annual GM Evaluation committee and the biannual Contract and Compensation Committee should be two separate entities. Proposed timelines for each committee were distributed and discussed; Directors agreed that both timelines should be added to Policy D4, and that the title of this policy should be changed to “Monitoring GM Performance and Contract Negotiations” (motion **Fran Batzer**; second **Kristi Schoenbachler**).

Annual Meeting Committee

- Tentative date Sun., May 5, at the store. Will be combined with Food Festival again. Board round-table discussions proved popular last year, and will probably be utilized again this year. There will be a Bylaw change to vote on (Section 8.1. incorrect noun usage).

Newsletter Article

- **Verne Underwood** will write the Board article for the Spring newsletter.

2019 CLBD/Todd Wallace Training

- Sat., July 20 has been scheduled as the date for Board inservice training with Todd Wallace.

ADJOURNMENT

At 2:52 p.m., **Kellie Hill** moved to adjourn the meeting; **Fran Batzer** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., March 18 at 5:30 p.m. The March 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 02-18-19			
MOTION	1 st	2 nd	PASS/FAIL
Approve 01/21/19 minutes as submitted	Verne Underwood	Kristi Schoenbachler	Pass
Approve 01/21/19 ES min. as submitted	Kristi Schoenbachler	Verne Underwood	Pass
Reformat Policy B1	Verne Underwood	Fran Batzer	Pass
Correct Policy A Global grammar	Verne Underwood	Fran Batzer	Pass
Retitle D4, add timelines	Fran Batzer	Kristi Schoenbachler	Pass
Adjourn	Kellie Hill	Fran Batzer	Pass

ACTION LIST, FEBRUARY 2019		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	update official binder; write & distribute Feb. minutes; begin GM Evaluation; correct polices; update tracking spreadsheets; create March policy review, e-mail asstd. reports to Directors; e-mail Halle Jan. minutes. Before March meeting: begin tentative agenda (e-mail Halle); 2019-2020 Monitoring spreadsheet.	Debi
03-14-19	Meeting	Financial Comm.
03-21-19	45 days before AMtg (petitions due)	All
03-18-19	Monitoring report: B4 Membership	Anne
03-18-19	Policy revision votes	All
03-18-19	Policy reviews: B4, DGlobal, D1	All
03-18-19	Nominating Committee	Kellie
03-18-19	Annual Meeting Committee	Anne
03-18-19	GM Evaluation Committee	Kellie
03-27-19 4:30 p.m. Café	SOLVE award	All invited