

Present: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Roger Noyes, Fran Batzer, Sarah Calhoun, Verne Underwood
Staff Present: GM Anne Carter, Board Admin. Assistant Kathy Damas

Absent: Sec. Debi Boen

REPORTS

The January, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:33 p.m. on 1/13/20.

Minutes of the 12/16/19 **MFC BOD** regular meeting were submitted; **Patty Casebolt** moved to accept the minutes as submitted. **Fran Batzer** seconded the motion, which passed.

There were no owners present with issues or concerns, and therefore no need for an owners' forum at this meeting.

New Board Administrative Assistant Kathy Damas was introduced.

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 Dec., and there were no owner share redemptions.

Relevant Financial Information

- Dec., 2019 sales were at \$456K, a 2.3% increase over Dec., 2018, 93% of budget. COGS (Cost of Goods Sold) = \$295K, 93% of budget. Café sales = \$47K, 101% of budget, 10.4% of total sales. Operating expenses = \$156K, 102% of budget. Net operating income of \$6K, 27.3% of budget.

Ownership Level Issues

- Café update: Dec. sales were good until the holidays. Two part-time cooks were hired. This should allow Andrea to work on management tasks outside of the kitchen. Acoustics: nothing new to report.
- Positive Change program raised a total of \$23,280 in 2019, far surpassing estimates. In 2020, the Co-op will contribute an additional \$200 to the Positive Change each month.

Public Events Affecting Perception of Co-op in Community

- **MFC** won the vote for Best Grocery Store in Medford in the Sneak Preview poll. Also won honorable mention for Best Supplement/Vitamin retailer.
- **MFC** customers were already accustomed to bringing their own bags so there have not been many complaints about the new bag regulations.

Significant Operational Changes

- Nothing new to report.

GM MONITORING REPORTS

One GM Monitoring report was due in December, 2020: B2 (Planning and Budgeting). **GM Carter** reported that B2 is in compliance. She supplied Pro Forma Income Statements with Expansion, noting that fourth quarter reports are not completed, but look to be in compliance. **GM Carter** also noted that the 2021 projections are not yet updated. Extensive discussion followed about the 2020 growth projection, with **GM Carter** explaining assumptions about the potential impact of a competing store opening later in 2020. All submitted reports included detailed interpretation, operational definitions, and supporting data. Directors agreed to table the compliance status of this report until the Feb. 2020 meeting.

GM Carter also noted a B1 (Financial Condition) update. Good Thanksgiving sales and Dec. sales to date have us on track to achieve compliance for the 4th Quarter.

POLICY REVIEW

Consult the tables below for monthly policy review:

2019-2020 POLICY REVIEW				
POLICY	1 ST REVIEW	NOTES	2 ND REVIEW	NOTES
B4	3/18/19	Ok as-is		
D Global	3/18/19	Ok as-is		
D1	3/18/19	Ok as-is		
B5	4/15/19	Ok as-is		
D2	4/15/19	Ok as-is		
D3	4/15/19	Ok as-is		
C Global	5/20/19	Ok as-is		
C1	5/20/19	Ok as-is		
C2	5/20/19	Ok as-is		
B6	6/17/19	Ok as-is		
B9	7/15/19	Ok as-is		
A Global	7/15/19	Ok as-is		
D4	4/15/19	Correct as submitted; PC/VU	7/15/19	Ok as-is
C3	8/19/19	Ok as-is		
C4	8/19/19	Ok as-is		
C5	8/19/19	Patty/Sarah to rewrite	2/17/20	Pending final revisions
B3	9/16/19	Ok as-is		
C6	10/21/19	Ok as-is		
C7	10/21/19	Ok as-is		
B7	11/18/19	Ok as-is		
B Global	12/16/19	Ok as-is		
B8	12/16/19	Ok as-is		
B2	1/13/20	Ok as-is		
C8	1/13/20	Ok as-is		
B1	2/17/20			

OLD/RECURRING BUSINESS

Committee Process for Members

- **President Kellie Hill** noted that to date there has not been a regular process from the BOD's perspective for either members who request to serve on a committee or for directors to ask a member to serve. She emphasized that what is needed is a simple process and that it must be in writing. After a brief discussion, **President Hill** agreed to write a simple process and bring it to the next meeting.

Consider Nominating Committee Charter

- **President Kellie Hill** suggested tabling this task until an active board-recruitment committee becomes engaged. Until then, she noted that technically all directors are on this committee.

Owner Engagement Committee Charter

- Co-chairs **Fran Batzer** and **Sarah Calhoun** presented revised draft language for this committee charter. The revision was approved as revised (motion, **Fran Batzer**; second, **Sarah Calhoun**).

Code of Conduct (Policy C5)

- Co-chairs **Patty Casebolt** and **Sarah Calhoun** presented revisions to both the Proposed Codes of Conduct for BOD and for Committee Members. Discussion followed regarding clarifications and minor edits. Director **Patty Casebolt** will make the revisions and bring back next month for approval. Codes of Conduct for Board members and committee members were discussed. A few changes were made so they will be brought to February meeting.

Annual Meeting

- **President Kellie Hill** requested that a date for the Annual Meeting be determined, since this is needed to move ahead with the Governance Calendar. The date of Sunday, October 4, 2020 was chosen for the Annual Meeting, which will occur in the early afternoon.

NEW BUSINESS

February Meeting

- February's **MFC BOD** regular meeting was scheduled for Monday, February 17 at 5:30 p.m.

Committee Updates: Bylaw Revision, Finance, Owner Engagement

- **President Hill** would like to start having committees report, noting that committee chairs must be a BOD.
 - **Bylaw Revision: Director/Chair Verne Underwood** reported that they have a good group that has met several times. They are using language from Astoria to guide their process of cleaning up, simplifying, and making wholesale changes. Ultimately the bylaws will be much shorter, clearer, and easier to read.
 - **Finance: Director/Chair Roger Noyes** noted that the committee consists of himself, **GM Carter**, and two members, one of whom brings a lot of experience. Their desire is for all Directors to understand **MFC** finances, and they may want to conduct a training to meet this goal in the future.
 - **Owner Engagement: Directors/Co-chairs Fran Batzer** and **Sarah Calhoun** reported that it has been interesting learning more from Halle Riddlebarger, especially the different types of marketing activities (e.g. outward vs. inward). They have been brainstorming many ideas to increase engagement specifically with members. **President Hill** noted that this is a new committee with the responsibility of being in charge of the Annual Meeting. **Director Batzer** welcomes suggestions from the BOD.

ADJOURNMENT

At 7:36 p.m., **Sarah Calhoun** moved to adjourn the meeting; **Fran Batzer** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., February 17, 2020, at 5:30 p.m. at 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,

Kathy Damas Kathy Damas and Debi Boen Debi Boen

MOTION LIST 1/13/2020			
MOTION	1st	2nd	PASS/FAIL
Approve 12/16/19 reg. minutes as sub.	Patty Casebolt	Fran Batzer	Pass
Approve Owner Engagement Comm. Charter revision	Fran Batzer	Sarah Calhoun	Pass
Adjourn	Patty Casebolt	Roger Noyes	Pass

ACTION LIST 1/13/2020		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	Write & distribute Jan. minutes; update Policy Register; update tracking spreadsheets; create Feb. policy review, e-mail asstd. reports to Directors; e-mail Halle Jan. minutes. Before Feb. meeting: begin tentative agenda (e-mail Halle).	Kathy, Debi
Prior to Board Meeting	Meeting	Fin. Comm.
2/17/20	Provide 2021 Budget Projections	Anne
2/17/20	Update Monitoring Report: B2 (Planning & Budgeting); B1 Financial Condition	Anne
2/17/20	Accept/Reject GM B2 report	Board
2/17/20	Submit for approval: Committee Process for Members	Kellie
2/17/20	Policy review: B1 Financial Condition	All
2/17/20	Submit for approval: Policy C5 (Code of Conduct)	Patty, Sarah
2/17/20	Reschedule March meeting	Board
2/17/20	Clarify Positive Change 2020	Anne/Board