

*NOTE: Due to COVID-19, meeting conducted online via Zoom*

**Present:** President Kellie Hill, Vice President Patty Casebolt, Secretary Sarah Calhoun, Treasurer Roger Noyes, Fran Batzer, Matt Dorris, Barry Robino, Verne Underwood

**Staff Present:** General Manager Anne Carter, Board Administrative Assistant Kathy Damas

## **Call to Order/ Introductions**

The January 18, 2021 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:35 p.m. **Kellie Hill** introduced Colleen Mandala who attended as a prospective **MFC BOD** member.

## **Previous Meeting Minutes**

- Minutes of the December 21, 2020 **MFC BOD** regular meeting were submitted. **Sarah Calhoun** moved to accept the minutes as submitted; **Fran Batzer** seconded the motion, which passed unanimously.

## **Owner's Forum**

There were no other owners present.

## **GM REPORT**

**GM Carter** submitted and discussed her written report with updates in the areas of finance, ownership, The Café, crisis updates, public events, and significant operational changes.

### **Relevant Financial Information**

- December sales were \$555K, a 21.5% increase over last December and 105.8% of budget.
- COGS = \$355K, 103.3% of budget.
- Operating Expense = \$184K, 115.5% of budget.
- Net operating income = \$15.8K, 73.6% of budget.
- Days cash on hand as of 12/31/2020 = 62.
- December On-line Shopping = \$10.6K, 87 transactions, \$122 basket size.
- Staff responses to bonus: "Thank you!", "I've never received a bonus before!", "Such a nice surprise at the end of a hard year."

### **Ownership Level Issues**

- In December, **MFC** added 31 new owners and had 2 owner share redemptions.
- New benefit for owners began in October. Every owner receives 10% off Co-op deals on Tuesdays.
- Café Update – December sales = \$29.3K, 76.7% of budget, 5.3% of sales.
- Staff responses to Board messages: "I didn't know they noticed", "This is one of the things I like about working here – people care about each other."

### **Current Crisis Update**

- Jackson County remains in the extreme risk category with corresponding restrictions. Grocery store employees still not eligible for COVID vaccine, unless they are older than 65 or are part of a high-risk group. Interest in vaccine among staff varies widely.
- Attack on the U.S. Capitol Building had a negative impact on staff and customers. People were shocked, scared, and many stayed at home.

### **Public Events Affecting Perception of Co-op in Community**

- Sales during all of December were very high. The extra 10% off bulk products during the first 2 weeks of the month and the 10% coupon to owners during the week after Christmas were both successful promotions.
- Positive Change – **MFC** has raised over \$35K from customer contributions in 2020 and just over \$58K since starting the program in 2019!
- The Farm Tour Website went live last week. Halle & Alex created this site that features virtual tours of several local farms & ranches. They did an excellent job; Directors are encouraged to visit the site. **MFC** continues to work with Ashland Food Co-op on the 2021 Farm Tour and are planning for live tours this year.
- Market of Choice is expected to have a soft opening next week and a public opening on January 28<sup>th</sup>. MFC is working on new promotions and direct mail in response.

### **Policy Compliance Updates**

- Nothing new to report. Have not yet obtained an estimate for security cameras.

## GM MONITORING REPORTS

Policy B2 Business Planning & Financial Budgeting. **GM Carter** reported compliance with this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data.

**GM Carter** briefly reviewed differences between the three 2021 budget versions and answered Director’s questions about projections in the Business Plan, capital campaign responsibilities, and current needs for operational readiness related to future expansion. After a brief discussion, the **BOD** accepted **GM Carter’s** monitoring report and budget.

## POLICY REVIEW

Governance Policies are reviewed each month based on the schedule below.

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1 <sup>ST</sup> REVIEW	NOTES	2 <sup>ND</sup> REVIEW	NOTES
B4	3/18/20	OK as-is		
D Global	3/18/20	OK as-is		
D1	3/18/20	OK as-is		
C7	3/18/20	Special Request Review: Accept as updated SC/VU		
B5	4/20/20	OK as-is		
D2	4/20/20	OK as-is		
D3	4/20/20	OK as-is		
D4	4/20/20	OK as-is		
C Global	5/18/20	OK as-is		
C1	5/18/20	OK as-is		
C2	5/18/20	OK as-is		
B6	6/15/20	OK as-is		
A Global	7/20/20	OK as-is		
B9	7/20/20	OK; BOD requested that pronouns he/she/him/her be updated to they/them in this and all policies		Completed by Kathy, July/August 2020
C3	8/17/20	OK as-is		
C4	8/17/20	OK as-is		
C5	8/17/20	Change to match recently updated BOD Code of Conduct language (VU/PC)	9/21/20	OK as corrected (VU/RN)
B3	9/21/20	OK as-is		
C6	10/19/20	OK as-is		
C7	10/19/20	OK as-is		
B7	11/16/20	OK as-is		
B Global	12/21/20	OK as-is		
B8	12/21/20	OK as-is		
B2	1/18/21	Kellie requested rewording to clarify this policy; Verne will complete		
C8	1/18/21	OK as-is		
B1	2/15/21			

## OLD/RECURRING BUSINESS

### Committee Reports: Finance, Owner Engagement

- **Finance:** **Chair Roger Noyes** noted that the committee will meet in February to review 2020 year-end numbers, adding that labor costs will be higher due to December bonuses.
- **Owner Engagement:** **Co-chairs Fran Batzer** and **Sarah Calhoun** outlined a draft agenda for the virtual annual owner meeting. The proposed theme is “Serving Community”.
- **Nominating:** **Matt Dorris** reported that they have created a list of potential board candidates and have begun outreach. Recruitment will continue through **MFC’s** marketing platforms and store flyers.
- **Articles of Incorporation (Ad Hoc):** **Barry Robino** reported that the committee received answers and is confident that a proposal can be put together to be voted on at the annual meeting. **GM Carter** will contact the attorney for guidance in next steps.

### Board Stipend Proposal

- After discussion, **Roger Noyes** and **Verne Underwood** agreed to write specific wording for this proposal to present for a vote of the owners at the annual meeting. They will present this wording to the **BOD** next month.

### Development Co-op Agreement

- **GM Carter** submitted answers to Director’s questions from last month. After further discussion, **Matt Dorris** moved to accept the Development Co-op Agreement as presented; **Roger Noyes** seconded the motion, which passed with 7 votes for and 1 against.

## NEW BUSINESS

### Nominating

- **President Hill** asked Directors to look at the list of potential candidates and commit to talking to people they may know. Fran, Sarah, and Patty volunteered; **GM Carter** will assist by providing all Director’s with a written summary about the Board commitment and an application form.

### Board Emeritus Stipend

- **President Hill** asked for discussion about this topic, which occurred. No decision was made; discussion will continue next month.

### Annual Meeting Date

- The **MFC** annual owner meeting will be held virtually on Tuesday May 11, 2021, at 5:30 p.m.

## ADJOURNMENT

At 7:47 p.m., **Verne Underwood** moved to adjourn the meeting; **Roger Noyes** seconded the motion, which passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Monday, February 15, 2020, at 5:30 p.m., via Zoom. Owners are welcomed and encouraged to attend. Please see below for this meeting’s Motion Synopsis and Action List.

Respectfully Submitted,

*Kathy Damas*

Board Administrative Assistant

MOTION SYNOPSIS			
MOTION	1 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL
Approve 12/21/2020 regular minutes as submitted	Sarah Calhoun	Fran Batzer	Pass
Approve Development Co-op Agreement as presented	Matt Dorris	Roger Noyes	Pass
Adjourn	Fran Batzer	Matt Dorris	Pass

## ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
<b>ONGOING</b>		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email minutes, reports, and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
3 days prior to Board Meeting	Email reports to Directors	Anne
3 days prior to Board Meeting	Email full board packet to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars	BOD
Ongoing	Boost MFC on social media: Follow, like, comment, share	All
<b>NEW/CURRENT</b>		
01/18/2021	Update BOD on asset distribution and security camera system	Anne
02/15/2021	Provide BA electronic access to BOD document archives	Anne
02/15/2021	Consult with attorney regarding AOI	Anne
02/15/2021	Clarify Policy B2 wording	Verne
02/15/2021	Create Board Stipend proposal wording for BOD vote	Roger & Verne
02/15/2021	Contact potential BOD candidates	BOD
February/March	See Policy D4: Contract & Compensation Committee begins biennial GM contract negotiation process after February BOD meeting	Sarah + C&C Committee (w/ assist from Kathy)