

Medford Food Co-op Board of Directors

March 16, 2015

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Treasurer Justin Botillier, Secretary Debi Boen, Fran Batzer, Ben Truwe

Absent: Clint Driver

Staff Present: GM Anne Carter

REPORTS

The March Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 03-16-15.

Minutes of the February 16, 2015 **MFC BOD** meeting were submitted. **Ben Truwe** moved to approve the minutes as amended; **Fran Batzer** seconded the motion, which passed unanimously.

General Manager Anne Carter provided a **MFC** financial overview, providing the February 28, 2015 balance sheet, the December-February quarterly profit & loss statement, and the January-February YTD 2015 Budget vs. Actuals report. February sales were at \$319K, 2.8% above budget (and a 12.6% increase over February, 2014). Expenses were at \$88K, or 94% of budget. Net income for February was \$12k, about 61% higher than projected. Fourteen new members-owners joined **MFC** in February, and two shares were redeemed.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational changes. She continues to seek professional advice and input regarding a potential deli/expansion project at the store. **Ben Truwe** moved to authorize **GM Carter** to enter a \$2,500.00 contractual agreement with Michelle O'Connor, a co-op deli consultant. **Kellie Hill** seconded the motion, which passed unanimously. **MFC** is accepting donations at the registers to raise money for the legal costs involved in defending Jackson County's Ordinance 635. The ordinance, passed in May 2014, creates a genetically engineered crop (GMO)-free zone to protect local farmers from transgenic contamination. Our Family Farms Coalition volunteers have also been tabling at the store. **GM Carter** attended the March meeting of the Rogue Valley Food System Network (**RVFSN**); **MFC** is a partner with **RVFSN**. There have been two recent staff additions at the store.

GM MONITORING REPORT

The March GM Monitoring Reports concerned Policy B4, Membership Rights and Responsibilities. **GM Carter** is unable to report compliance with sub-policy 2(b); the POS system is able to track owner patronage, but a script needs to be written that generates a report of each owner's patronage over a defined (one year) period. An update on this policy was scheduled for the December, 2015 board meeting.

After discussion, Directors agreed that **GM Carter** should provide brief monthly updates on any non-compliant policies that have been determined to be of high concern to the Directors.

GM Carter reported on a quote recently received for an annual financial assessment, review, and/or audit. No decision was made at this time, as another quote is outstanding.

OLD BUSINESS

The Annual Meeting/Election has been scheduled for May 31 from 4:00-6:00 p.m. Details (location, agenda) TBA. There was also a brief discussion regarding the election process and deadlines.

The March 14 Board Workshop (Ends policies) was very informative and successful. Ends policies are in the process of being written. After the workshop, the Committee Charters were amended; at this time the Board's standing committees include Nominating, Management Evaluation, Annual Meeting, and Finance. The Exploratory committee has been moved to ad hoc status. All standing committee charters now include the names of committee members. **Kellie Hill** moved to accept the amended committee charters; **Ben Truwe** seconded the motion, which passed unanimously.

NEW BUSINESS

There was no new business at this meeting.

ADJOURNMENT

After a brief Executive Session, **Ben Truwe** moved to adjourn the meeting at 7:33 p.m.; **Fran Batzer** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., April 20, at 6:00 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). Members-owners, staff, and the public are welcomed and encouraged to attend; snacks available. The Finance Committee will meet before the April 20 full Board meeting.

Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

ACTION LIST		
TARGET DATE	ACTION	RESPONSIBLE PARTY
04-20-15	Scheduled GM Monitoring report” B5; updates of B1 and B6	Anne
04-20-15	Come to meeting prepared to discuss quarterly social proposal (location, dates)	Directors, Anne
04-20-15	GM Evaluation finalized and given to Anne by this date	Debi, Jim
04-20-15	Annual meeting/election update	Anne
04-20-15	Submit Ends document for Board approval	Anne, Jim, Debi
04-24-15	Submit candidate bio to Anne or Ian	Fran, Justin, Debi
Distribute in April; results to be discussed at May mtg.	Director survey regarding all “C” and “D” policies	Kellie
ASAP	Prepare minutes, ES minutes, update monitoring table, calendar, PG register	Debi

MOTION LIST 03-16-15			
MOTION	1st	2nd	PASS/FAIL
Approve 02-16-15 minutes as amended	Ben Truwe	Fran Batzer	Pass (unanimous)
Authorize GM Carter to enter \$2500.00 contractual agreement	Ben Truwe	Kellie Hill	Pass (unanimous)
Amend Committee Charters	Kellie Hill	Ben Truwe	Pass (unanimously)
Adjourn	Ben Truwe	Fran Batzer	Pass (unanimous)