

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Secretary Debi Boen, Ben Truwe, Clint Driver

Absent: Treasurer Justin Botillier, Fran Batzer

Staff Present: GM Anne Carter

REPORTS

The May Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 05-18-15.

Minutes of the April 20, 2015 **MFC BOD** meeting were submitted. **Clint Driver** moved to approve the minutes as submitted; **Kellie Hill** seconded the motion, which passed unanimously.

General Manager Anne Carter provided a **MFC** financial overview, providing the April 30, 2015 balance sheet, the February-April quarterly profit & loss statement, and the January-April YTD 2015 Budget vs. Actuals report. Also submitted were quarterly (January-March, 2015) profit & loss and quarterly balance sheet (as of March 31, 2015). April sales were at \$356K, 3% above budget (and a 13% increase over April, 2014). Expenses were at \$93K, or 95% of budget. Net income for April was \$19k, about 34% higher than projected. Fifteen new members-owners joined **MFC** in April, and one share was 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. A floor plan for a kitchen in the annex is currently under development. When completed, bids will be solicited; those bids will be brought back to the Board for consideration. **Carter** estimates a 60- to 90-day timeline to reach this point. On April 18 a group of 81 volunteers picked up nearly a ton of trash along Bear Creek from Barnett Road to McAndrews Road. The event was coordinated by Rogue Valley Council of Government (**RVCOG**), with the assistance of the original partners and the Medford Food Co-op. **MFC** also participated with other Rogue Valley Co-ops at an Earth Day event in Ashland on April 25. Access will be coordinating an exhibit on the local food economy at the Jackson County Fair this summer, and **MFC** is sponsoring the grocery store part. THRIVE, the Rogue Valley initiative for a vital economy, will present its third annual "Blues, Burgers & Bluegrass" event on June 13; **MFC** will have an informational booth and will be providing food. Significant operational changes include some role transitioning amongst the store staff as deli offerings are increased. In addition, a key member of the CORE staff will be moving from the area this summer, which will necessitate further changes and/or additions. Increased purchases from **UNFI** (United Natural Foods, Inc.) has allowed us to achieve an improved price level.

In the President's Report, **Pres. Jim Sims** noted that maintaining a year-over-year sales increase is outstanding, and he is pleased with the store's performance. He also noted that the money raised during our recent loan restructuring has served us well: all loans are being repaid on time, and we not only met, but exceeded our goal, to the point that we can now address expansion issues.

GM MONITORING REPORT

The May GM Monitoring Reports concerned Policy B1, Financial Condition and Activities. **GM Carter** is unable to report compliance with the following parts of this policy: sub-policy 4, solvency as measured by debt to equity ratio (which, although improved significantly from this time last year, will remain out of compliance until the majority of loans are repaid); sub-policy 8, late payment of payroll (due to an administrative miscalculation during a time period that ended on a Sunday); and sub-policy 10, independent review or financial records (the Board has already approved a plan, and the process is due to begin soon). After discussion, Directors found these matters to be of "low" concern, and do not require an update beyond the regularly scheduled quarterly updates on this policy. **GM Carter** was instructed to query the CPA conducting the review regarding our discount policies.

GM Carter also provided a requested update of Policy B-5, Treatment of Consumers. A Customer Comment tracking document has been created and shared with CORE staff. Some changes were suggested that

will be made before the document is shared with Customer Service staff. SOU Business Research class will be surveying customers for demographic information, and will include a question about customer satisfaction.

OLD BUSINESS

The Annual Meeting/Election will be on Sun., May 31, from 4:00 to 6:00 p.m. at Pheasant Fields Farm (1865 Camp Baker Rd., Medford). The picnic event will include food (vegetarian options available), music, games and other activities, and a brief business meeting (which will include Director elections). To obtain an accurate head-count for food preparation, members-owners will need to pick up a ticket for the event (no charge, one per person).

The Nominating Committee reports that even after the election, the Board still needs an additional Director.

Ashland Food Co-op (**AFC**) has responded positively to our request for a future visioning “brainstorming session”, and has offered use of their conference room for this purpose. Schedules will be coordinated and a date will be announced.

After discussion, Directors agreed on several “C” and “D” policies that require further discussion. The following policy discussions will be added to monthly agendas to be dealt with a few at a time:

- C1; 2(c, f)
- C1; 4
- C2; 2(a)
- C2; 6
- C-3; 3
- C-4; 1
- C-6; 2
- C-6; 5(a)
- C-8; 2(a, c, d)
- D-3; 2
- D-4; GM Evaluation Process

NEW BUSINESS

Directors agreed (motion, **Ben Truwe**; second, **Kellie Hill**) to submit to membership for approval the following:

- A change in the **MFC** “Articles of Incorporation”, to more accurately reflect the name of our business (Medford Food Co-op).
 - A corresponding change to Section 1.1 of the ByLaws

ADJOURNMENT

Ben Truwe moved to adjourn the meeting at 7:41 p.m.; **Clint Driver** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., June 15, 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 May 18 full Board meeting.

Please see the following page for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

ACTION LIST		
TARGET DATE	ACTION	RESPONSIBLE PARTY
05-31-15	Print Policy Register for new Director	Anne
ASAP	Prepare Additional Ballot re Articles of Incorporation, ByLaws	Anne
06-15-15	Scheduled monitoring report B6 Staff	Anne
June	Begin Board Budget; submit for approval in July	Treasurer
ASAP	Respond to AFC letter	Jim
05-31-15	Annual Meeting	All
After 05-31-15	Provide new Director contact information for register (to D)	Anne
After 05-31-15	Provide AMtg agenda, report, count, election results to Debi	Anne
06-15-15	Read through marked "C" and "D" policies (see above); come prepared to discuss	Directors

MOTION LIST 05-18-15			
MOTION	1st	2nd	PASS/FAIL
Approve 04-20-15 minutes as submitted	Clint Driver	Kellie Hill	Pass (unanimous)
Submit A of I, bylaw change to membership	Ben Truwe	Kellie Hill	Pass (unanimous)
Adjourn	Ben Truwe	Justin Botillier	Pass (unanimous)