

Medford Food Co-op Board of Directors

September 22, 2014

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

Staff Present: GM Anne Carter

REPORTS

The September Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 09-22-14.

Minutes of the August 18, 2014 **MFC BOD** meeting were submitted. **Clint Driver** moved to approve the minutes as submitted; **Ben Truwe** seconded the motion; after discussion, the minutes (and the motion) were amended. The motion then passed unanimously.

Minutes of the July 21, 2014 **MFC BOD** meeting, previously approved, were also amended to correct a typographical error. **Ben Truwe** moved to approve the amended July minutes; **Clint Driver** seconded the motion, which passed unanimously.

General Manager Anne Carter provided a **MFC** financial overview, providing the August 31, 2014 balance sheet, and year-to-date (January-August) budget vs. actuals and profit & loss comparison reports, as well as a June-August quarterly profit & loss statement. August sales were at \$317K, a 21% increase over August, 2013, which is 9% above budget. Expenses were at \$90K, or 98% of budget. Net income for August was much higher than expected, due to high sales.

In the President's Report, **Pres. Sims** recognized the significant progress made by the Board this year, as we have implemented Policy Governance and GM monitoring criteria. He also noted how fortunate we are to have a store staff so invested in the local community, and meeting its needs. The Board recognizes, appreciates, and extends its thanks to store staff. **Sims** concluded his remarks by saying that the time has come for us to concentrate on the growth of **MFC**.

There was no submission for an Owner's Forum at the September meeting.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, marketing, outreach, and operations. The report also detailed the **National Cooperative Grocers Association (NCGA)** fall meeting, which Carter recently attended. The theme of the **NCGA** meeting was "Delivering on the Co-op Promise in a Competitive Market", and included discussion regarding how co-ops can effectively compete and differentiate themselves. In local news, food booth organization and food prep went well at the recent "Eat Local Week" (Sept. 12-21). **MFC** will also be a presence at the upcoming National Family Health & Fitness Day (Sept. 27) and the Jacksonville Health Fair (Oct. 4). The month of October is "Co-op Month", and **MFC's** new logo, an owner drive, raffle, and special "Meet the Directors" tea-and-cookie events are planned. Significant operational changes include some employee resignations and new hirings. Tracy Blake is **MFC's** new accountant/controller.

GM MONITORING REPORT

The September GM Monitoring Report concerned Policy B3, Asset Protection. **GM Carter** reported compliance with this policy. Her written report detailed **MFC** insurance coverage, written policies, treatment of deposits and investments, security issues (physical and electronic), potential conflicts of interest, due diligence in contracts, and **MFC's** public image

In an update on Policy B5 (Consumers), **Carter** said that staff is still developing a customer-suggestion tracking system. In an update on Policy B6 (Staff), **Carter** indicated that CORE and management staff are currently working through a management training workbook, and job descriptions are being written as annual reviews of each position are completed.

OLD BUSINESS

Pres. Sims presented a draft Loan Extension Promissory Note (according to **GM Carter's** report, investor letters were recently sent.) The Promissory Note will be submitted to SOU's **Small Business Development Center (SBDC)** for input.

After discussion, Directors agreed to schedule a Policy Governance "Ends" workshop with Todd Wallace on Sat., January 31, 2015.

Directors also agreed that more information is needed regarding Rogue Credit Union's "Live Local" program; with our current understanding of the program, **MFCBOD** is not interested in participating at this time.

NEW BUSINESS

Further information is also required from Rogue Valley Development Association, which has requested time to make a presentation to **MFCBOD**.

ADJOURNMENT

Ben Truwe moved to adjourn the meeting at 7:49 p.m.; **Clint Driver** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., October 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 October 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
10-20-14	Consider brand protest statement	All
10-20-14	Prepare monitoring report (B1, financial condition and B2, budgeting)	Anne
10-20-14	Updates, B5, B6	Anne
10-20-14	Promissory note draft to SBDC; update	Jim

MOTION LIST 09-22-14			
MOTION	1st	2nd	PASS/FAIL
Approve 07-21-14 minutes as amended	Ben Truwe	Clint Driver	Pass (unanimous)
Approve 08-18-14 minutes as amended	Clint Driver	Ben Truwe	Pass (unanimous)
Adjourn	Ben Truwe	Clint Driver	Pass (unanimous)