

Medford Food Co-op Board of Directors

June 16, 2014

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

Absent: Kellie Hill

Staff Present: GM Anne Carter

Guests Present: Amey Broker, Barry Haynes

REPORTS

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

Minutes of the May 19, 2014 **MFC BOD** meeting were submitted, as well as minutes from the June 08 Annual Meeting. **Ben Truwe** moved to approve both sets of minutes as submitted; **Justin Botillier** seconded the motion, which passed unanimously.

General Manager Anne Carter provided a **MFC** financial overview, providing the May 31, 2014 balance sheet, year-to-date (January-May) budget vs. actuals and profit & loss comparison reports, and a 3-month (March-May) profit & loss report. May sales show a 14.2% increase over May, 2013, which is 6.7% above budget. Expenses were at \$85K, or 94% of budget. The BOD Finance Committee previously approved Anne's plan to use a National Cooperative Grocers Association (**NCGA**) Joint Liability Fund (**JLF**) refund of \$18,900.00, plus an additional \$5,500.00, to "catch up" the **MFC** Owner Loan Reserve Fund.

In the President's Report, **Pres. Sims** called Directors' attention to a report provided by **GM Carter**, identifying members-owners who regularly shop at **MFC**. **Pres. Sims** estimates that the loan extension presentation will be ready by July, and presentations will first be made to the names on this list.

There was no Owner's Forum this meeting. Guests **Amey Broker** and **Barry Haynes**, both managers of Ashland Food Co-op (**AFC**) explained that they were attending the meeting as part of a training program they are participating in; the program is designed to train the next generation of co-op leadership.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, marketing, outreach, and operations. **Carter** briefly described the "Oregon Right to Know" campaign regarding requiring GMO labeling on foods containing GMO ingredients. **Justin Botillier** moved that **MFC** endorse this campaign by encouraging members-owners to participate, and allowing signature-gathering at the store; **Fran Batzer** seconded the motion, which passed unanimously.

MFC helped with the "Great Start, Eat Smart" healthy snack program at Washington Elementary School at the end of May, had a booth at the City Health Fair on June 3, and supported Thrive's "Brews, Burgers, & Bluegrass" event by offering discounted produce. Work on a redesigned **MFC** website has begun, with a goal of having it go "live" in August. CORE staff and **GM Carter** are reviewing Paula Gilbertson's assessment (Gilbertson, an **NCGA** Development Advisor, visited **MFC** in early April); they are working on prioritizing her suggestions for operational improvements.

OLD BUSINESS

GM Carter and **Treasurer Justin Botillier** are currently working on a Board budget, the first draft of which was presented at the meeting. Directors were asked to consider various options for Board training, and come to the July meeting prepared for further discussion of this topic.

Policy Governance was formally adopted by the **MFC** board this year; several policies and resolutions pre-date Policy Governance. Extensive discussion was held regarding how best to merge the pre-existing into the current PG Register, with the following results:

PRE-POLICY GOVERNANCE POLICIES, RESOLUTIONS

Original Date	Type	Identifying Data	Action	Motion 1st/2nd	Pass/Fail
Sept. 19, 2011	Policy	Disabled Pricing	Rewrite as Resolution 2014-004, Add to PG register appendix	Clint Driver/ Justin Botillier	Pass
N/A	N/A	Active Director Store Discount	Write as Resolution 2014-0005, Add to PG register appendix	N/A	Table vote until July meeting
Oct. 3, 2011	Policy	Pricing Strategy	Rescind; covered by PG policy B1, #1	Ben Truwe/ Clint Driver	Pass
May 21, 2012	Policy	Store Balloting	Rewrite as Resolution 2014-002, add to PG register appendix	Clint Driver/ Fran Batzer	Pass
Oct. 3, 2011	Policy	Director Position Seat Numbering System	Rescind	Ben Truwe/ Fran Batzer	Pass
Oct. 3, 2011	Policy	Director Position Candidate Requirements	Rescind	Ben Truwe/ Fran Batzer	Pass
Jun3 17, 2013	Policy	Director Emeritus	Rewrite as Resolution 2014-0003, Add to PG register appendix	Clint Driver/ Justin Botillier	Pass
Oct. 4, 2010	Resolution	2010-0001 Funds Disbursement	Add to PG appendix	Ben Truwe/ Clint Driver	Pass
Oct. 4, 2010	Resolution	2010-0002 Credit Card Authorization	Add to PG appendix	Ben Truwe/ Clint Driver	Pass
Oct 25, 2011	Resolution	2010-0003 Financial Obligation Authority	Add to PG appendix	Ben Truwe/ Clint Driver	Pass
Nov. 22, 2010	Resolution	2010-0004 Line of Credit Authority	Add to PG appendix	Ben Truwe/ Clint Driver	Pass
Aug. 29, 2011	Resolution	2011-0001 NCGA	Add to PG appendix	Clint Driver/ Ben Truwe	Pass
Oct. 3, 2011	Resolution	2011-0002 Amey Broker	Rescind (no longer necessary)	Ben Truwe/	Pass

				Justin Botillier	
Nov. 29, 2012	Resolution	2012-0001 Establishing CORE staff as signers	Add to PG appendix	Justin Botillier/ Clint Driver	Pass
Dec. 26, 2013	Policy	Capitalization	Re-label as Resolution 2014- 0001, Add to Appendix	Ben Truwe/ Fran Batzer	Pass

NEW BUSINESS

The May GM Monitoring Report concerned Policy B6, Staff Treatment and Compensation. **GM Carter** was unable to report compliance with the following sections of this policy:

- Overall safety of work environment (monthly Safety Committee meetings and quarterly walk-thru inspections need to be brought into compliance with OR-OSHA standards)
- Sub-policy 2; managers have not received management training within the last year
- Sub-policy 4; there is no job description of duties and pay level for each position within the store

Carter's written report details interpretation, operational definitions, and supporting data for 6 "sub-policies" within the Staff Treatment and Compensation policy. She will update in August regarding out-of-compliance areas.

A June update was scheduled for Policy B5 (Consumers); none was submitted at this time.

The following 2014-2015 BOD officers were elected (motion, **Ben Truwe**; second, **Clint Driver**):

- President: Jim Sims
- Vice President: Kellie Hill
- Treasurer: Justin Botillier
- Secretary: Debi Boen

ACTION LIST

Target Date	Item	Director
07-21-14	Consider BOD training options	All
07-21-14	Research requirements regarding required financial resolutions	Justin

ADJOURNMENT

Debi Boen moved to adjourn the meeting at 8:10 p.m.; **Ben Truwe** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., July 21, 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 July 21 full Board meeting.

Respectfully Submitted,

Debi Boen

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