

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

**Absent:** Vice Pres. Kellie Hill, Fran Batzer

**Guests Present:** Hannah Ancel, Mary Shaw

**Staff Present:** GM Anne Carter

### **OWNER'S FORUM/PRESENTATION**

Mary Shaw and Hannah Ancel gave a presentation about ***Rogue Valley Food System Network (RVFSN)***. The mission of ***RVFSN*** is to establish a collaborative community of leadership to develop and advocate for a healthy and sustainable food system in Josephine and Jackson Counties. ***RVFSN*** is a group of individuals, organizations and businesses who have joined together to strengthen our local food system through collaboration. Example ***RVFSN*** projects include the Healthy Corner Store Initiative, Local Market Development, Farmer Technical Support, and Consumer Education. There is no financial obligation to partner with ***RVFSN***; partners are organizations, agencies or businesses that support the ***RVFSN*** mission and its objectives, and want to participate in a focused work group. After the presentation, ***Ben Truwe*** moved that ***Medford Food Co-op (MFC)*** join ***RVFSN*** as a partner. The motion, which passed unanimously, was seconded by ***Justin Botillier***.

### **REPORTS**

The January Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 6:00 p.m. on 01-19-15.

Minutes of the December 15, 2014 ***MFC BOD*** meeting were submitted. ***Clint Driver*** moved to approve the minutes as amended; ***Justin Botillier*** seconded the motion, which passed unanimously.

***General Manager Anne Carter*** provided a ***MFC*** financial overview, providing the December 31, 2014 balance sheet, the October-December quarterly profit & loss statement, and the January-December, 2014 Budget vs. Actuals report. December sales were at \$337K, 8% above budget (and a 16% increase over December, 2013). Expenses were at \$92K, or 99% of budget. Net income for December was \$27k, higher than expected due to high sales and improved margin. ***Anne*** also reported that MFC received \$500.00 from the Ralph K. Morris Foundation toward Board participation in the CDS Consulting Co-op Board Leadership Development (***CBLD***) program during 2015.

In his President's Report, ***Pres. Jim Sims*** encouraged the Directors to seriously consider the idea of a quarterly social event, a time set aside for Directors and membership to get to know each other, and become more familiar with ***MFC***. ***GM Carter*** was instructed to bring to the February meeting a proposal for such an event (including location, and how often to be offered).

***GM Carter*** submitted and presented her written report, with updates in the areas of finance and ownership. There were 11 new members-owners added during December, and one more share redemption. An investor letter and statement of loan status will be sent out by 01/25/15. ***GM Carter*** is seeking advice from several sources regarding the deli/kitchen project, including representatives from ***National Cooperative Grocers (NCG)***.

### **GM MONITORING REPORT**

The January GM Monitoring Reports concerned Policy B, Global Executive Constraint, and B8, Board Logistical Support. ***GM Carter*** is unable to report compliance with Policy B, as Policy B5 (Consumers) remains out of compliance, with no acceptable update. Policy B8 is also out of compliance, in the following sub-policy areas: sub-policy 1) meeting packets have not been sent to Directors a week in advance of Board meetings; sub-policy 2) a new Director in 2014 did not receive a Board manual/policy register before his first meeting; and sub-policy 3) the policy register and meeting agendas are not posted on the website. ***GM Carter*** expects to address sub-policies 1 and 3 before the February meeting; Directors agreed that sub-policy 2 non-compliance was inevitable, as the manual/register were not completed in time for the Director to receive one before his first meeting.

## **OLD BUSINESS**

The Management Evaluation Committee presented a report regarding GM Evaluation in a Policy Governance world. **Secretary Boen** will develop, maintain, and e-mail to Directors on a monthly basis a GM Monitoring Report Tracking Database; this tool will prove invaluable during the evaluation process. **Secretary Boen** will also create a written GM Evaluation Protocol, to be submitted for approval at the February meeting. Once approved, the protocol will be added to our policy register (appendices).

A date and format for the 2015 Annual Meeting and Election must be approved at the February meeting.

The 2015 governance calendar has been started; more dates can be added after a date for the Annual Meeting has been chosen.

## **NEW BUSINESS**

**MFC BOD** propose a change to Bylaw Section 4.3; the amendment will be voted upon at the Annual Meeting. (Section 4.3 deals with "Nominations, election and terms". Currently the bylaw calls for directors to be elected to two-year terms, with some directors periodically being elected to one-year terms, in order to facilitate the staggering of terms. The proposed change calls for three-year terms, with some directors periodically being elected to two-year terms.) Motion for the proposed change was made by **Ben Truwe**, and seconded by **Clint Driver** (passed unanimously).

Directors also voted (unanimously) to revise Policy D4 (Monitoring and GM Performance), to more accurately reflect the GM evaluation timeline. Motion, **Clint Driver**; second, **Ben Truwe**.

Directors voted to amend the Annual Meeting Committee policy governance charter. Motion, **Ben Truwe**; second, **Clint Driver** (passed unanimously).

After a brief discussion, the Directors agreed that at the Board's option, **MFC** will grant the same loan extension terms to all inquiring holders of outstanding notes, offering the same rates as those recently given to several note holders. Motion, **Clint Driver**; second, **Ben Truwe**; passed unanimously.

## **ADJOURNMENT**

**Clint Driver** moved to adjourn the meeting at 8:30 p.m.; **Ben Truwe** seconded the motion, which passed unanimously. The next regular **MFC BOD** meeting is scheduled for Mon., February 16, 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 February 16 full Board meeting.

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

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>ACTION LIST</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
02-16-15	Bring quarterly social proposal (location, dates)	Anne
02-16-15	Prepare written GM Evaluation Protocol; submit for approval at February meeting	Debi
02-16-15	Bring personal calendars to February meeting; Annual Meeting date to be set	All

<b>MOTION LIST 01-19-15</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 12-15-14 minutes as amended	Clint Driver	Justin Botillier	Pass (unanimous)
Partner with RVFSN	Ben Truwe	Justin Botillier	Pass (unanimous)
Submit proposed bylaw change at annual meeting (Section 4.3)	Ben Truwe	Clint Driver	Pass (unanimous)
Revise Policy D4	Clint Driver	Ben Truwe	Pass (unanimous)
Amend Annual Meeting Committee PG register charter	Ben Truwe	Clint Driver	Pass (unanimous)
Offer loan extensions to all inquiries	Clint Driver	Ben Truwe	Pass (unanimous)
Adjourn	Clint Driver	Ben Truwe	Pass (unanimous)