

**Present:** Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Treas. Kristi Schoenbachler, Fran Batzer

**Absent:** Patty Casebolt

**Guest Present:** Johnathan Hillis

**Staff Present:** GM Anne Carter

## **REPORTS**

The November Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 11-28-16.

Minutes of the 10-17-16 **MFC BOD** meeting were submitted; **Kristi Schoenbachler** moved to accept the minutes as submitted. **Kellie Hill** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (Aug.-Oct. 2016), the Jan.-Oct. 2016 Budget vs. Actuals, and the Oct. 31, 2016 Balance Sheet. Oct. sales were at \$378K, 99.9% of budget and a 6.3% increase over Oct., 2015. Expenses were at \$108K, or 96% of budget. Net operating income for Oct. was \$12k, or 97% of budget. A summary of the café project and financial pro forma was presented to the Western Corridor Risk Management Committee pm 11/18; **MFC** is waiting to hear on whether we'll have to increase our deposit in the Joint Liability Fund. The week before Thanksgiving showed record sales last week; 10.4% higher than the same period last year. **Treasurer Kristi Schoenbachler** and **GM Carter** note that work is starting on next year's budget.

During the Owners' Forum section of the **MFC BOD** meeting, guest **Johnathan Hillis** was welcomed and encouraged to share any concerns or questions that occurred to him during the course of the meeting. Hillis is a new member of **MFC**. A recent addition to the Rogue Valley, he was pleased to find the Co-op and its "awesome vision", and looks forward to being an active member.

**GM Carter** submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational and staff changes. **MFC** added 51 new owners in Oct., and there were 2 owner share redemptions. Additional updates:

### **Deli update:**

- Some changes had to be made in the drawings to allow for more structural support and to move the stove hood's exhaust vent further from the property line. This added time to completing the drawings.
- Met with architect & design specialist to work on details of floors, counters, lights and paint.
- Russ expects to request permits next week and to get response & start construction before end of Dec.

### **Schedule of CDS Training Opportunities in 2017**

- CBL 101 - 1/21/17 in Albuquerque, 3/25/17 in Portland, 9/23/17 in Sacramento
- Coop Cafe - 2/25/17 in Sacramento, 10/7/17 in Hood River, 10/28/17 in Albuquerque
- New Online Events connecting to the Four Pillars of Cooperative Governance:  
[http://www.cdsconsulting.coop/cooperative\\_governance/online\\_events/](http://www.cdsconsulting.coop/cooperative_governance/online_events/)

### **Public Events affecting Perception of Co-op in Community**

- Community Appreciation Donations sent out & will be noted in next newsletter:
  - \$500 to Access Food Bank
  - \$300 to CASA
  - \$300 to Rogue Valley Pollinator Project
  - \$300 to Family Nurturing Center's Farm & Food Program
  - \$300 to Redemption Ridge
  - \$100 to Howard Bowers Fund
  - Head Start class from Eagle Point visited the store on 11/16.
- Recently, **Halle Riddlebarger** & **GM Carter** participated in several Food Hub and Food Access discussions and presentations led by non-profit organizations. It's important to be a part of these conversations, because they're community needs that non-profits are working on and we've identified them as part of our Ends: "Providing all residents access to healthy food." and "There is a thriving local organic food economy."

- 11/2 RV Food System Network presentation on Food Hubs
- 11/7 Oregon Community Food System Conference at Fry Family Farm’s new facility. Topic: Enabling Farmers to Scale up to Wholesale
- 11/9 Leightman Maxey Foundation’s Great Start, Eat Smart fall meeting. Presentation on My Street Grocery, a mobile grocery run by Whole Foods in Portland.

**Significant Operational Changes**

- Acquired a lightly-used produce cooler from a small natural foods store in Coos Bay. Will need to pay Dependable Refrigeration for transport & installation.

**GM MONITORING REPORT**

The Nov. GM Monitoring Reports concerned Policy B7 (Communication to the Board). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data and was able to report compliance with this policy. **GM Carter** responded to questions from the Directors, providing additional detail.

**OLD BUSINESS**

Debi Boen, motion: I move that the official heading of our existing By-Laws (as reflected in the Medford Food Co-op Policy Register) be amended to read, “By-Laws of the Medford Food Co-op Section 4.3 Amended 5-31-15”.

Second: Kellie Hill; Vote: pass, unanimous

Debi Boen, motion: I move that Resolution No. 2010-0001, adopted on October 4, 2010, be amended effective November 28, 2016, to reflect the following disbursement levels, check disbursement signing authority, and electronic disbursement approval authority:

<b>Disbursement Levels</b>	<b>Check Disbursement Signing Authority</b>	<b>Electronic Disbursement Approval Authority</b>
Up to and including \$5,000.00 (unless disbursement is to an individual with disbursement authority, which disbursements shall require two signatures as appropriate)	One signature of either General Manager or Board official who is a designated signatory on the Medford Food Co-op checking account.	One signature of either General Manager or Board official who is a designated signatory on the Medford Food Co-op checking account.
\$5,001.00 and above	Two signatures including both (1) General Manager and (2) Board official who is a designated signatory on the Medford Food Co-op checking account.	Two signatures including both (1) General Manager and (2) Board official who is a designated signatory on the Medford Food Co-op checking account (unless for direct deposit payroll disbursements which shall require the same authority as electronic disbursements of \$5,000 to \$10,000)

Second: Kristi Schoenbachler; Vote: pass, unanimous

Motion: Debi Boen: I move that Resolution 2010-001 amendment dated July 18, 2011, be ratified by the existing Board of Directors as of November 28, 2016, and stand as-is.

Second: Kellie Hill; Vote: pass, unanimous

Motion: Debi Boen: I move that Resolution 2010-0003, adopted on October 25, 2010, be amended as of November 28, 2016, to reflect the following obligation level for individual obligations and financial obligation authority:

Obligation Level for Individual Obligations	Financial Obligation Authority
No limit for inventory available for resale.	General Manager – no signature required
Up to and including \$5,000.00	General Manager – no signature required
\$5,001.00 and above	Two signatures including both (1) General Manager and (2) any Board official who is a designated signatory on the Medford Food Co-op checking account

Second: Kristi Schoenbachler; Vote: pass, unanimous

The nominating committee recruitment timeline report was tabled until December, in the absence of a committee member.

Negotiations are still underway regarding **Reager Street's** back lot parking proposal. Options were extensively discussed, and **GM Carter** will continue her conversations with **Reager Street**.

**GM Carter** distributed and discussed a summary of the market study bids received. Via consensus, the Board authorized **GM Carter** to accept the bid of and sign a contract with **Debbie Suassuna (G2G Research)**.

**NEW BUSINESS**

The next **MFC** newsletter is scheduled for Jan., and a Board article is needed by 12/20/16. **Patty Casebolt** will be asked to begin an educational series.

**POLICY REVIEW**

Consult the table below for monthly policy review.

<b>2016-2017 POLICY REVIEW</b>				
<b>POLICY</b>	<b>1<sup>ST</sup> REVIEW</b>	<b>NOTES</b>	<b>2<sup>ND</sup> REVIEW</b>	<b>NOTES</b>
A	8/15/16	Ok as-is	n/a	n/a
B1	8/15/16	Ok as-is	n/a	n/a
B3	9/19/16	Ok as-is	n/a	n/a
B4	10/17/16	Ok as-is	n/a	n/a
B5	11/28/16	Ok as-is	n/a	n/a
B6	6/20/16	reconsider @ July mtg; check emp. Handbook for grievance policy	7/18/16	Policy ok as written; <u>adjust store handbook as needed by 12/19/16 (motion Kellie Hill, 2<sup>nd</sup> Patty Casebolt; Pass)</u>
B7	11/28/16	Ok as-is	n/a	n/a

B9	7/18/16	Ok as-is	n/a	n/a
C Global	6/20/16	Ok as-is	n/a	n/a
C1	6/20/16	ok; add reference to vision statement when approved	8/22/16	<u>Approved as sub w/continual page updates (motion Patty Casebolt, 2nd Kellie Hill; Pass)</u>
C2	7/18/16	Delete highlights, extraneous notes	8/22/16	No vote required
C3	8/15/16	Ok as-is	n/a	n/a
C4	9/19/16	Ok as-is	n/a	n/a
C5	10/17/16	Ok as-is	n/a	n/a
C6	11/28/16	Ok as-is	n/a	n/a

**Kellie Hill** moved to adjourn the meeting at 6:55 p.m.; **Fran Batzer** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Dec. 19, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). The Finance Committee will meet before the Dec. 19 full Board meeting. Owners are welcomed and encouraged to attend both meetings. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen* Debi Boen

<b>ACTION LIST, NOV. 2016</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin Dec. agenda; update tracking spreadsheets; update MFC binder; update register; create policy reviews	Debi
12-19-16	report nominating/recruitment timeline project	Patty, Fran
12-19-16	Scheduled monitoring report B2 Planning & Budgeting; update B6 (see below)	Anne
12-19-16	Rework employee handbook, grievance policy	Anne
12-19-16	Clarify Reager Street offer	Anne
12-20-16	Article for newsletter	Patty
Prior to 12-19-16	Meet to discuss financials	Anne, Kristi

<b>MOTION LIST 11-28-16</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 10-17-16 minutes as sub.	Kristi Schoenbachler	Kellie Hill	Pass
Amend By-law heading	Debi Boen	Kellie Hill	Pass
Amend Res. 2010-0001	Debi Boen	Kristi Schoenbachler	Pass
Ratify 2010-0001 7/18/11 Amendmnt	Debi Boen	Kellie Hill	Pass
Amend Res. 2010-0003	Debi Boen	Kristi Schoenbachler	Pass
Adjourn	Kellie Hill	Fran Batzer	Pass