

## Medford Food Co-op Board of Directors      November 19, 2018

**Present:** Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Kristi Schoenbachler, Sec. Debi Boen, Fran Batzer, Roger Noyes, Verne Underwood

**Staff Present:** GM Anne Carter

### REPORTS

The November, 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 11/19/18.

Minutes of the 10/15/18 **MFC BOD** regular meeting were submitted; **Verne Underwood** moved to accept the regular session minutes as submitted. **Roger Noyes** seconded the motion, which passed. Minutes of the 10/15/18 Executive Session were also submitted; **Fran Batzer** moved to accept the Executive Session minutes as submitted. **Roger Noyes** seconded the motion, which passed.

**GM Carter** submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 66 new owners in October, and there were three owner share redemptions.

#### Relevant Financial Information

October, 2018 sales were at \$427K, a 5.8% increase over October, 2017, 96% of budget. COGS (Cost of Goods Sold) = \$273K, 96% of budget.

#### Ownership-Level Issues

- Café update: Sales have increased in Oct. Doug Hill is assisting Benjamin with costing recipes. Café sales and labor report submitted at meeting.
- Five Strategic Points of Difference Update - integrated well with Leadership Development training on Incorporating Core Values into a Cultural Vision. GM and Jimmy Breedlove attended the training.
- Contract with CDS Consulting Co-op was renewed for 2019. Slight increase (from \$6,890.00 to \$7,160.00).

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

- Community Art Wall initiated 11/19. Low attendance for event, but we have received many positive comments and contacts from other artists since then.
- Provided lunch for Great Start Eat Smart semi-annual meeting again.
- Daily vendor demos in the store since 11/9 including the popular Wine, Pie and Cheese tastings for the past 2 weekends.
- Sent out Annual Report for 2017 at beginning of November.

#### Significant Operational Changes

- Expanded accounting clerk position to Accounting and HR Administrator and rehired our previous accounting clerk. Previous Bulk Lead returned to fill Wellness Lead position.

### GM MONITORING REPORT

The November, 2018 GM Monitoring Report concerned Policy B7 (Communication to the Board). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. **GM Carter** reported compliance with Policy B7.

### POLICY REVIEW

Consult the table below for monthly policy review.

2018-2019 POLICY REVIEW				
POLICY	1 <sup>ST</sup> REVIEW	NOTES	2 <sup>ND</sup> REVIEW	NOTES
B4	3/19/18	Ok as-is		
D Global	3/19/18	Ok as-is		
D1	3/19/18	Ok as-is		
B5	4/16/18	Ok as-is		
D2	4/16/18	Ok as-is		
D3	4/16/18	Ok as-is		
C Global	5/21/18	Ok as-is		
C1	5/21/18	Ok as-is		
C2	5/21/18	Ok as-is		
B6	6/18/18	Ok as-is		
B9	7/16/18	Ok as-is		
D4	7/16/18	Ok as-is		
C3	8/20/18	Ok as-is		
C4	8/20/18	Ok as-is		
C5	8/20/18	Ok as-is		
B3	9/17/18	Ok as-is		
C6	10/15/18	Ok as-is		
C7	10/15/18	Ok as-is		
B7	11/19/18	Ok as-is		
B Global	12/17/18			
B2	1/21/19			
B8	1/21/19			
C8	1/21/19			
A Global	2/18/19			
B1	2/18/19			

**OLD BUSINESS**

**Financial Committee**

- **Treasurer Kristi Schoenbachler** reported that the Financial Committee will be resuming monthly meetings (held at noon at The Café on the Thursday before each monthly board meeting). The next meeting will be December 13.

**Talking Points, Expansion**

- Directors reviewed previously-distributed document. Before document is finalized for public distribution (website), **GM** will discuss with marketing manager and review current staff protocol. **GM** also distributed an updated Phase I Feasibility Project Timeline, and reported that she has chosen a realtor to provide advice and assistance.

**GM Compensation Committee**

- **Patty Casebolt** and **Roger Noyes** have joined this committee. **Verne Underwood** updated Directors on his current research into **GM** compensation trends.

**MFC BOD December**

- After further discussion, Directors agreed to cancel December’s “in-person” meeting. Business that is inadvisable to postpone until the January meeting will be conducted through e-mail;

decisions will be ratified at the January meeting. Policies previously scheduled for review and monitoring during December and January will be juggled as necessary.

**NEW BUSINESS**

**Board Secretary/Board Assistant**

- Directors discussed the pros and cons of establishing a “Board Assistant” position; the Board Assistant would assume some duties currently completed by the Secretary. No decisions or consensus at this time.

**ADJOURNMENT**

At 7:00 p.m., **Debi Boen** moved to adjourn the meeting; **Roger Noyes** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., January 21 at 5:30 p.m. The January meeting will be held in the conference room at Medical Eye Center (1333 E. Barnett, Medford). Owners are welcomed and encouraged to attend. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>MOTION LIST 11-19-18</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 10/15/18 minutes as submitted	Verne Underwood	Roger Noyes	Pass
Approve 10/15/18 ES min. as submitted	Fran Batzer	Patty Casebolt	Pass
Adjourn	Debi Boen	Roger Noyes	Pass

<b>ACTION LIST, NOVEMBER, DECEMBER 2018</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	update official binder; write & distribute Nov. minutes; create cancel notice & e-mail to Halle; juggle polices; update tracking spreadsheets; create policy review, e-mail asstd. reports to Directors; e-mail Halle Oct. minutes. Before Jan. meeting: begin tentative agenda (e-mail Halle); create policy reviews; 2019 governance calendar and tracking spreadsheets., print AReport for binder	Debi
12-13-19	Meeting	Financial Comm.
On or before 12/17/18	Monitoring report, B Global (e-mail_)	Anne
On or before 12/17/18	e-mail to Directors: B Global policy review, Nov. minutes	Debi
1-21-19	Monitoring reports: B2 and B8	Anne
1-21-19	Policy reviews: B2, B8, C8	All
ASAP	Discuss Board Assistant potential with existing MNC employee	Anne