

Medford Food Co-op Board of Directors September 16, 2019

Present: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Roger Noyes, Sec. Debi Boen, Verne Underwood, Sarah Calhoun **Absent:** Fran Batzer **Staff Present:** GM Anne Carter

REPORTS

The September, 2019 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 09/16/19.

Minutes of the 08/19/19 **MFC BOD** regular meeting were submitted; **Patty Casebolt** moved to accept the minutes as submitted. **Sarah Calhoun** 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 10 new owners in August, and there were two owner share redemptions.

Relevant Financial Information

- August, 2019 sales were at \$409K, a 2.9% decrease over August, 2018, 96.2% of budget. COGS (Cost of Goods Sold) = \$267K, 98% of budget. Café sales = \$39K, 97% of budget, 9.5% of total sales. Operating expenses = \$143K, 93.8% of budget. Net operating income of -\$1.1K, within .21 of budget projection.

Ownership Level Issues

- Café update: August sales began to increase after the menu became available on 8/14. Next steps will be to extend evening hours and create a catering menu.
- Point of sale update: installation completed on 9/6. Product database good, working on updating owner database.
- Store reset: expect to finish reset within next two weeks.

Public Events Affecting Perception of Co-op in Community

- Tent giveaway was most popular giveaway MFC has done.
- 8/31 Art Open House in Café featuring Emily Konkoi.
- 9/10 Lunch & Learn at Medical Eye Center.
- Halle attended 9/10 Rogue Co-op's Start-a-Co-op Workshop at Ashland Food Co-op.
- RV Farm to School will be tabling several times during September.
- 9/28 Multicultural Fair and Bear Creek Greenway Cleanup; **MFC** will be participating in both.
- 11/28, 5:30-6:30 at the store: Jon Steinman Book Tour stop.

Significant Operational Changes

- Learning and fine-tuning new POS system.

GM MONITORING REPORT

The September, 2019 GM Monitoring Report concerned Policy B3 (Asset Protection). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. All sub policies are currently in compliance with the exception of sub policy 8; parameters of this sub policy are currently being redefined. Based on that fact, Directors agreed that a definitive "in" or "out" of compliance determination for Policy B3 is not possible at this time. Further discussion of the Policy B3 was tabled at the Sept. 2019 meeting, and **GM Carter** was asked to complete sub policy 8 redefinition and provide a complete Policy B3 update at the December, 2019 meeting.

POLICY REVIEW

Consult the tables below for monthly policy review:

2019-2020 POLICY REVIEW				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
B4	3/18/19	Ok as-is		
D Global	3/18/19	Ok as-is		
D1	3/18/19	Ok as-is		

B5	4/15/19	Ok as-is		
D2	4/15/19	Ok as-is		
D3	4/15/19	Ok as-is		
C Global	5/20/19	Ok as-is		
C1	5/20/19	Ok as-is		
C2	5/20/19	Ok as-is		
B6	6/17/19	Ok as-is		
B9	7/15/19	Ok as-is		
A Global	7/15/19	Ok as-is		
D4	4/15/19	Correct as submitted; PC/VU	7/15/19	Ok as-is
C3	8/19/19	Ok as-is		
C4	8/19/19	Ok as-is		
C5	8/19/19	Patty/Sarah to rewrite	10/21/19	
B3	9/16/19	Ok as-is		
C6	10/21/19			
C7	10/21/19			
B7	11/18/19			
B Global	12/16/19			
B8	12/16/19			
B2	1/20/20			
C8	1/20/20			
B1	2/17/20			

OLD/RECURRING BUSINESS

Training Opportunities

- Directors are encouraged to attend and participate in one of the upcoming training opportunities: CBLD 101 on 9/28 in Sacramento; Co-op Café on 10/5 in Portland.

Committee Discussion

- Directors continued discussion of current and proposed standing and adhoc committees. **Treasurer Roger Noyes** discussed Finance Committee charter revisions, and **President Kellie Hill** discussed Annual Meeting Committee charter revisions. Director input was solicited. Both charter revisions will be complete and submitted for approval at the 10/15/19 meeting. Continued discussion of existing standing committee charters will take place at that meeting.

BOD Goals for Next Year

- Discussion was continued brainstorming ways in which the **MFC BOD** can help drive store sales and owner engagement. This discussion will be ongoing.

Board Assistant / Secretary

- **Sandra Ball**, MFC Bookkeeper, will begin serving as **MFC** Board Assistant at the October, 2019 meeting. **Secretary Debi Boen** has previously submitted her resignation, effective Annual Meeting 2020. **MFC BOD** is taking this opportunity to redefine the duties and expectations of the role of Secretary. For the next several months both Secretary and Board Assistant will work together to establish a working and equitable division of duties.

NEW BUSINESS

Meeting Date Changed

- Effective with the October meeting, **MFC BOD** will meet on the third Tuesday of each month. Time and location remained unchanged.

Columinate (CBLD) Renewal

- **Verne Underwood** moved that **MFC BOD** accept Columinate’s recent early renewal offer, which will result in significant savings to **MFC**. **Roger Noyes** seconded the motion, which passed.

ADJOURNMENT

At 7:32 p.m., **Sarah Calhoun** moved to adjourn the meeting; **Verne Underwood** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Tues., Oct. 15 at 5:30 p.m. The Oct. 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

MOTION LIST 09-16-19			
MOTION	1st	2nd	PASS/FAIL
Approve 08/19/19 minutes as submitted	Patty Casebolt	Sarah Calhoun	Pass
Approve early renewal, Columinate	Verne Underwood	Roger Noyes	Pass
Adjourn	Sarah Calhoun	Verne Underwood	Pass

ACTION LIST, SEPTEMBER 2019		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	Write & distribute Sept. minutes; update tracking spreadsheets; create Oct. policy review, e-mail asstd. reports to Directors; e-mail Halle August minutes. Before Oct. meeting: begin tentative agenda (e-mail Halle).	Debi
Prior to Board Meeting	Meeting	Fin. Comm.
10-15-19	Monitoring reports: B1 Financial Condition	Anne
10-15-19	Policy reviews: C6, C7	All
10-15-19	Submit for approval: Annual Comm Charter	Kellie
10-15-19	Submit for approval: Finance Comm Charter	Roger
10-15-19	Submit for approval: Policy C5 (Code of Conduct)	Patty, Sarah