

Medford Food Co-op Board of Directors April 20, 2020

NOTE: Due to COVID-19, meeting conducted online via Zoom

Present: President Kellie Hill, Vice President Patty Casebolt, Secretary Debi Boen, Treasurer Roger Noyes, Fran Batzer, Sarah Calhoun, Verne Underwood

Staff Present: GM Anne Carter, BA Kathy Damas

Call to Order

The April 20, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:31 p.m.

Previous Meeting Minutes

Minutes of the March 18, 2020 **MFC BOD** regular meeting were submitted; **Verne Underwood** moved to accept the minutes as submitted. **Sarah Calhoun** seconded the motion, which passed.

Minutes of the March 18, 2020 **MFC BOD** executive session were submitted; **Roger Noyes** moved to accept the minutes as submitted. **Verne Underwood** seconded the motion, which passed.

Owner's Forum

There were no owners present.

GM REPORT

General Manager (GM) Carter submitted and presented her written report, with updates in the areas of finance, ownership, The Café, COVID19, public events, and significant operational changes.

Relevant Financial Information

- March sales were \$610K, a 33% increase over last March and 134% of budget.
- COGS (Cost of Goods Sold) = \$409K, 138% of budget.
- Operating Expense = \$162K, 104% of budget.
- Net operating income = \$38K, \$36K over budget.
- Successfully completed 1st quarter inventory on 3/31.

Ownership Level Issues

- In March, **MFC** added 31 new owners and there were no share redemptions.
- Café Update: March sales = \$31K, 66% of budget, 5% of total sales, and 37% decrease over last March. Open hours have been reduced, closed on weekends, reduced staff hours, some staff have picked up hours in store, increased grab-n-go options.
- New Owner Drive was not held in April. A “soft” owner drive will be held in May with 50 swag bags.

COVID19 Update

- Operational Procedures – Plexiglas shields have been installed on all check-out lanes in store.
- Inventory/Product Supply – Improving but still experiencing shortages. It's difficult to know which items are out of stock short term vs long term.
- Employee Health & Morale – There have been no absences greater than 3 days and none have had lower respiratory illnesses. Staff fatigue and stress have eased considerably since **MFC** began accommodating “rest days”, along with shorter operating hours in the store, status quo in daily operations, and lower infection rate than expected in Jackson County.
- Sales – April sales have slowed considerably but are still 7.3% above last April.
- Customer Traffic – Has slowed but basket sizes are larger.

- On-line shopping – **MFC** is beginning to promote it more as interest slowly increases, including offering it on Mon-Sat. During the 1st week, it totaled about \$4K in sales. Since starting this service on 3/31, there have been 110 transactions for a total of \$10,286.23.

Public Events Affecting Perception of Co-op in Community

- Wednesday \$3 Sandwiches for Healthcare Workers: Well received and gradually increasing.
- Face Masks and Gloves: **MFC** receives frequent questions about why all staff are not wearing face masks and gloves. Halle posted **MFC’s** COVID-19 policy on the Facebook page and website. Halle and **GM Carter** respond to people who contact them directly.

Significant Operational Changes

- New Media Coordinator position filled - Alex Lamont started in late March.
- Double Up Food Bucks Oregon – **MFC** has been accepted to participate in the Grocery Pilot Program. Implement of the program will begin in May.

Policy Compliance Updates

- B8 Board Logistical Support is currently the only policy **GM Carter** is working on bringing into compliance by getting board meeting reports out on time.

GM MONITORING REPORTS

GM Carter reported that B5 – Treatment of Customers is in compliance. She noted that customer count is down in March due to COVID19. A customer satisfaction survey will be conducted once some normalcy returns. The **MFC BOD** agreed that while conducting the survey is valuable, it is not currently a priority.

GM Carter noted that customer requests and comments are received and all managers respond to comments that include contact information. MFC passed a health inspection from OHA conducted by phone on April 1, 2020, which reviewed current operational practices in the face of the ongoing COVID19 pandemic. Topics included current business operations, communication routes, employee illness policies, social distancing, and best cleaning practices. There have been no customer illnesses or injuries related to MFC in the past year.

POLICY REVIEW

Consult the table below for the monthly policy review schedule.

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1 ST REVIEW	NOTES	2 ND REVIEW	NOTES
B4	3/18/20	Ok as-is		
D Global	3/18/20	Ok as-is		
D1	3/18/20	Ok as-is		
C7	3/18/20	Special Request Review: Accept as updated SC/VU		
B5	4/20/20	Ok as-is		
D2	4/20/20	Ok as-is		
D3	4/20/20	Ok as-is		
D4	4/20/20	Ok as-is		
C Global	5/18/20			
C1	5/18/20			
C2	5/18/20			
B6	6/15/20			
B9	7/20/20			

A Global	7/20/20			
C3	8/17/20			
C4	8/17/20			
C5	8/17/20			
B3	9/21/20			
C6	10/19/20			
C7	10/19/20			
B7	11/16/20			
B Global	12/21/20			
B8	12/21/20			
B2	1/18/21			
C8	1/18/21			
B1	2/15/21			

OLD/RECURRING BUSINESS

Approve BOD Acknowledgment of Code of Conduct Forms

- **Sarah Calhoun** presented the revisions she made to the BOD Code of Conduct form with help from **Patty Casebolt** and **Verne Underwood**. After some discussion, the BOD agreed that the revised form exists in addition to Policy C5 and will replace the pre-policy governance version of the code of conduct found on page 49 of the current Policy register. **Verne Underwood** moved and **Fran Batzer** seconded to accept this document as revised and to replace the previous version in the policies with this new document.
- The Code of Conduct for Committee Members was discussed briefly; no further revisions are needed.

Approve Bylaws Revisions

- After a brief discussion, **Debi Boen** moved and **Fran Batzer** seconded to accept the Bylaws revisions as submitted and to move the project onto the next step of the process. The motion passed.
- Next steps include a review by CORE and an attorney.

Committee Updates: Finance, Owner Engagement, Bylaw Revision

- **Finance: Director/Chair Roger Noyes** noted that GM Carter’s earlier report covered the information. **GM Carter** added that although the final tax return hasn’t been received the CPA’s statements indicate minimal federal taxes will be due, around \$4K. Overpayment of estimated state taxes will be carried over.
- **Owner Engagement: Directors/Co-chairs Fran Batzer** and **Sarah Calhoun** reported that two possible locations for the annual meeting have been identified. The committee will be meeting in early May to continue their research.
- **Bylaw Revision: Director/Chair Verne Underwood** had nothing more to report. The **MFC BOD** suggested that he create a way to show the reasoning and guiding principles behind the revisions to facilitate owner understanding prior to the annual meeting vote. **Director Underwood** agreed to complete this task.

Board Training Webinars

- **President Kellie Hill** asked for updates on which Columinate training webinars the **BOD** members are signed up for, and answered questions.

NEW BUSINESS

There was no New Business.

ADJOURNMENT

At 6:44 p.m., **Debi Boen** moved to adjourn the meeting; **Sarah Calhoun** seconded the motion, which passed.

The next regular **MFC BOD** meeting is scheduled for Monday, May 18, 2020, at 5:30 p.m., location to be determined. Owners are welcomed and encouraged to attend. Please see below for a Motion Synopsis and an Action List.

Respectfully Submitted,
Kathy Damas Kathy Damas, Board Administrative Assistant

MOTION SYNOPSIS 4/20/2020			
MOTION	1st	2nd	PASS/FAIL
Approve 3/18/2020 regular minutes as submitted	Verne Underwood	Sarah Calhoun	Pass
Approve 3/18/2020 Executive Session minutes as submitted	Roger Noyes	Verne Underwood	Pass
Accept revised BOD Code of Conduct form to replace previous version in policies	Verne Underwood	Fran Batzer	Pass
Accept Bylaw revisions as submitted and move project to the next step	Debi Boen	Fran Batzer	Pass
Adjourn	Debi Boen	Sarah Calhoun	Pass

ACTION LIST 4/20/2020		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	Write & distribute April minutes; update Policy Register; update tracking spreadsheets; create May policy review, email assorted reports to Directors; email Halle March minutes. Before May meeting: begin tentative agenda (e-mail Halle).	Kathy, Debi
Prior to Board Meeting	Conduct meeting	Committees
ASAP	Send revised C of C Acknowledgment forms to BOD for signatures	Kathy
5/18/2020	Sign & submit BOD C of C Acknowledgment forms	Board
5/18/2020	Bylaw updates; research procedure to replace old with new	Kellie
5/18/2020	Write explanation of Bylaws revisions to facilitate owner understanding prior to vote.	Verne