

Medford Food Co-op Board of Directors September 21, 2020

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

Present: President Kellie Hill, Vice President Patty Casebolt, Secretary/Treasurer Roger Noyes, Fran Batzer, Sarah Calhoun, Barry Robino, Verne Underwood

Staff Present: General Manager (GM) Anne Carter, Board Administrative Assistant (BA) Kathy Damas

Call to Order/ Introductions

The September 21, 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 August 17, 2020 **MFC BOD** regular meeting were submitted. **Barry Robino** moved to accept the minutes as submitted; **Fran Batzer** seconded the motion, which passed unanimously.
- Minutes of the September 15, 2020 **MFC BOD** Special Session meeting to discuss the Café remodel were submitted. **Sarah Calhoun** moved to accept the minutes as submitted; **Fran Batzer** seconded the motion, which passed unanimously.

Owner's Forum

There were no owners present.

GM REPORT

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

Relevant Financial Information

- August sales were \$515K, a 2.6% increase over last August and 101.7% of budget.
- COGS = \$340K, 106.8% of budget.
- Operating Expense = \$158K, 100% of budget.
- Net operating income = \$3.5K, 21.6% of budget.
- Days cash on hand as of 8/31/2020 = 58.
- August On-line Shopping = \$8,403, 59 transactions, \$142 basket size.

Ownership Level Issues

- In August, **MFC** added 15 new owners and had 2 owner share redemptions.
- Café Update – August sales = \$30K, 81% of budget, 5.8% of sales.

Current Crisis Update

- Of the 7 employees living in Phoenix and Talent, all but 3 are back in their homes. All 7 were provided gift cards from **MFC**.
- The 9 employees who had to evacuate were provided PTO for lost work hours. All but one returned to work during the week of 9/14/2020.
- COVID-related: Employees with school-aged children are making do, but some have had to adjust schedules or reduce work hours.

Public Events Affecting Perception of Co-op in Community

- Food for Fire Responders – **MFC** delivered breakfast burritos to command centers on 9/10 and 9/11. From 9/11-9/18 firefighters.
- Food for Evacuees – **MFC** delivered sandwiches and burritos to the Expo on 9/10 and 9/11. From 9/11-9/18, **MFC** offered free sandwiches to customers who were displaced by the fires.
- Equal Exchange and Bon Mua sent **MFC** over 30 pounds of free coffee beans. Half of these were donated to efforts to create a community gathering space in Talent. The remaining amount is being used to offer free drip coffee in The Café.
- Cooshead Co-op is donating their Round Up dollars to fire relief. They'll send half to **MFC** and half to AFC.
- NCG contributed \$2,500 for **MFC** to allocate, which was put into 50 \$50 gift cards for the Phoenix Talent Schools' Relief Fund.
- Bear Creek Stewardship Day that was to be held on Saturday, September 26, 2020 has been cancelled.

Significant Operational Changes

- Nothing new to report.

Policy Compliance Updates

- Nothing new to report.

GM MONITORING REPORTS

Policy B3 – Asset Protection. *GM Carter* clarified information about distribution of assets and updating the building security camera system, and agreed to a request to include updates on these items in future GM reports. She was not able to report compliance with section 8: Increased number of daily customer transactions and no negative stories about the Co-op in local media. Daily transactions have decreased by 13% YTD due to shelter at home guidelines and partial closure of The Café, both due to COVID. The **BOD** assigned low severity to this as the pandemic-related decreases were out of Anne’s control.

POLICY REVIEW

Governance Policies are reviewed each month based on the schedule below.

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1ST REVIEW	NOTES	2ND 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	OK as-is		
C1	5/18/20	OK as-is		
C2	5/18/20	OK as-is		
B6	6/15/20	OK as-is		
A Global	7/20/20	OK as-is		
B9	7/20/20	OK; BOD requested that pronouns he/she/him/her be updated to they/them in all policies		
C3	8/17/20	OK as-is		
C4	8/17/20	OK as-is		
C5	8/17/20	Change to match recently updated BOD Code of Conduct language (VU/PC)	9/21/20	OK as corrected (VU/RN)
B3	9/21/20	OK as-is		
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

Committee Reports: Finance, Owner Engagement, Bylaw Revision, Nominating

- **Finance:** *Chair Roger Noyes* referred to *GM Carter's* earlier report in which the main topics of their recent meeting were discussed.
- **Owner Engagement:** *Co-chairs Fran Batzer* and *Sarah Calhoun* are in the process of putting videos together; *GM Carter* noted that staff has completed this project.

Board Training Webinars

- *President Hill* highlighted several upcoming Columinate webinars and encouraged Directors to take advantage of them. Topics and dates are listed on the Governance calendar included in this month's BOD packet.

Board Training Webinar Recap – Policy Governance Deep Dive

- *Sarah Calhoun* will re-register and report next month.

Board Stipend

- Ad hoc committee members *Roger Noyes* and *Patty Calhoun* presented a revised proposal. After much discussion, *Patty* and *Roger* agreed to *President Hill's* request to email more information to the **BOD** before the next meeting to address ongoing questions and concerns.

Board Budget 2021

- A vote on this budget was tabled until the October meeting.

Café Redesign

- *GM Carter* addressed questions brought up at the 9/15/2020 Special Session meeting. Further discussion about pros and cons of not remodeling were weighed in addition to potential intermediate options.
- *President Hill* noted that the current bid expires before the next BOD meeting and therefore called for a vote. Verne Underwood moved to approve the Café redesign as presented, Fran Batzer seconded. The motion passed with 5 votes for, 1 against, and 1 abstention.

Board Retreat 10/31/2020

- The Board Retreat will be held at the Medical Eye Center, with plenty of space to safely meet in person masked and physically distanced. Todd from Columinate will travel from Portland to facilitate the retreat. *President Hill* is still collecting ideas for the discussion list and asked Directors to please email theirs to her.

NEW BUSINES

Approve Matt Dorris to Slate of Board Candidates

- *President Hill* noted her mistake in timing on this item after the last meeting. *Verne Underwood* moved to retroactively approve Matt Dorris to the slate of Board Candidates; *Fran Batzer* seconded the motion, which passed with 6 votes for and 1 against.

Annual Meeting 10/4/2020, 3:00 p.m.

- *President Hill* reminded Directors of the time and that the meeting will be held via Zoom.

Cooperative Community Fund

- *GM Carter* described the history and function of this fund, interest from which goes to a foundation to grow co-ops which individual co-ops can then distribute. She described options for the **BOD** to support it, if interested. The **BOD** will choose and vote on a recipient for additional funds at the next meeting.

CBLD Program Enrollment

- **MFC's** annual enrollment fee is due, with a discount for renewing early. *Roger Noyes* moved to approve renewing CBLD Program enrollment; *Patty Casebolt* seconded the motion, which passed.

Executive Session Explanation

- *President Hill* explained that the **BOD** will conduct Executive Sessions on alternate months to receive updates on activities that *GM Carter* is involved with.

EXECUTIVE SESSION

From 7:39 – 8:07 p.m., after excusing *Fran Batzer*, **MFC BOD** moved into an executive session.

ADJOURNMENT

At 8:07 p.m., *Roger Noyes* moved to adjourn the meeting; *Barry Robino* seconded the motion, which passed.

The next regular **MFC BOD** meeting is scheduled for Monday, October 19, 2020, at 5:30 p.m., via Zoom. Owners are welcomed and encouraged to attend. Please see below for this meeting’s Motion Synopsis and Action List.

Respectfully Submitted,
Kathy Damas, Board Administrative Assistant

MOTION SYNOPSIS			
MOTION	1st	2nd	PASS/FAIL
Approve 08/17/2020 regular minutes as submitted	Barry Robino	Fran Batzer	Pass
Approve 09/15/2020 Special Session minutes as submitted	Sarah Calhoun	Fran Batzer	Pass
Change Policy C5 to match recently updated MFC BOD Code of Conduct language	Verne Underwood	Roger Noyes	Pass
Approve Café’ redesign project	Verne Underwood	Fran Batzer	Pass
Approve Board Candidate Matt Dorris	Verne Underwood	Fran Batzer	Pass
Approve CBL re-enrollment	Roger Noyes	Patty Casebolt	Pass
Adjourn	Roger Noyes	Barry Robino	Pass

ACTION LIST		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ONGOING		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email minutes, reports, and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
3 days prior to Board Meeting	Email reports to Directors	Anne
Days prior to Board Meeting	Email final agenda, additional documents, and Zoom meeting invitation link to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars; see Governance Calendar and website for schedule.	BOD
NEW/CURRENT		
ASAP	Send retreat focus/subject ideas to Kellie	Board
10/19/2020	Update BOD on asset distribution and security camera system	Anne
Before 10/19/2020	Email BOD more information to address Stipend questions	Roger / Patty
Before 10/19/2020	Email revised Board Budget to Kathy for inclusion in Oct. BOD packet	Roger
10/4/2020	Annual Meeting	All
Post-BOD Election	Orient newly-elected BOD members; Acquaint with policy B9 and staff involved	Anne / Kellie
10/31/2020	Board Retreat	Board / Anne