

## Medford Food Co-op Board of Directors      October 19, 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, Matt Dorris, Barry Robino, Verne Underwood

**Absent:** Sarah Calhoun

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

### Call to Order/ Introductions

The October 19, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:31 p.m. Newly-elected director **Matt Dorris** introduced himself to the Board.

### Previous Meeting Minutes

- Minutes of the September 21, 2020 **MFC BOD** regular meeting were submitted. **Roger Noyes** moved to accept the minutes as submitted; **Fran Batzer** seconded the motion, which passed unanimously.
- Minutes of the September 21, 2020 **MFC BOD** Executive Session were submitted. **Roger Noyes** moved to accept the minutes as submitted; **Barry Robino** seconded the motion, which passed unanimously.
- Minutes of the October 4, 2020 **MFC** Annual Meeting were submitted. **Barry Robino** moved to accept the minutes as submitted; **Verne Underwood** seconded the motion, which passed unanimously.

### Owner's Forum

There were no owners present.

### GM REPORT

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

### Relevant Financial Information

- September sales were \$490K, a 19% increase over last September and 97% of budget.
- COGS = \$313K, 94.6% of budget.
- Operating Expense = \$149K, 94.6% of budget.
- Net operating income = \$28K, 172% of budget.
- Days cash on hand as of 9/30/2020 = 61.
- September On-line Shopping = \$8,617, 59 transactions, \$146 basket size.

### Ownership Level Issues

- In September, **MFC** added 16 new owners and had 2 owner share redemptions.
- Café Update – September sales = \$31K, 83% of budget, 6.3% of sales.

### Current Crisis Update

- The past month has been fairly calm. A couple of customers asked that **MFC** enforce everyone to wear masks and not face shields.

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

- Closing the Café for remodeling has surprised many customers and disappointed some. Many have said they are excited to see the changes.
- **MFC** raised \$3,882.01 at checkout, the highest amount of Positive Change fund has ever raised. The Co-op added \$1,500.92 to the fund, and issued checks to three relief funds (Rogue Valley Relief Fund, Phoenix-Talent Families Fire Relief Fund, and Unete Farm Worker & Immigrant Fire Relief Fund) for \$1,794.01 each.

### Significant Operational Changes

- Closing the Café but continuing to offer Grab 'n' Go sandwiches and salads in the store. It's been a bit challenging to juggle schedules for this.

### Policy Compliance Updates

- Nothing new to report. An estimate for security cameras has not yet been obtained.

## GM MONITORING REPORTS

**Policy B1 – Financial Condition.** *GM Carter* reported compliance with this policy. She noted that all key financial indicators are at or above those suggested by NCG and referenced the Profit and Loss Report and Balance Sheet for details. Overall there was a good increase in Q3 sales. Anne addressed questions about the PPP loan, noting that she’s working with a business representative at RCU on the timing of the forgiveness application and Anne expects that the loan will be forgiven.

## POLICY REVIEW

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

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1 <sup>ST</sup> REVIEW	NOTES	2 <sup>ND</sup> 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	OK as-is		
C7	10/19/20	OK as-is		
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

### Annual Meeting / Election Recap

- *GM Carter* summarized conversations she had with Owner Engagement co-chairs *Fran Batzer* and *Sarah Calhoun*. They agreed that if the Annual Meeting were to be held via Zoom again they would choose a weeknight date. They have received positive feedback about the video clips and graphics, and acknowledged the work of

staff members Halle Riddlebarger and Alex Lamont. Whether future annual meetings are held virtually or in person, they recommend recording the business meeting to allow greater access for those who couldn't attend.

#### **Committee Reports: Finance, Owner Engagement, Board Stipend**

- **Finance:** *Chair Roger Noyes* noted *GM Carter's* well-done reports and had nothing to add.
- **Owner Engagement:** *Co-chair Fran Batzer* had nothing more to report.
- **Board Stipend:** *Co-chair Roger Noyes* asked to report next month.

#### **Board Training Webinars**

- **President Hill** highlighted upcoming Columinate webinars and encouraged Directors to take advantage of them. The Columinate website link is listed on the agenda, and topics with dates are listed on the Governance calendar.

#### **Board Budget 2021**

- **Treasurer Roger Noyes** presented the proposed budget, noting slight adjustments. **Verne Underwood** moved to accept the 2021 Board Budget as presented; **Fran Batzer** seconded the motion, which passed unanimously.

#### **Café Remodel Update**

- **GM Carter** reported that the remodel is going well and is expected to be completed ahead of schedule. Reopening the Café on Monday November 9, 2020 is a realistic target.

#### **Choose Cooperative Community Fund Recipients**

- This was the first time the **MFC BOD** distributed these funds (approximately \$500). The 2020 Positive Change recipient list began as the starting point. The board discussed the option to instead choose one of the fire relief organizations that recent Positive Change funds were transitioned to. After discussion, **President Hill** took a vote of the directors and the Unete Center for Farmworker Advocacy was chosen unanimously.

#### **Board Retreat 10/31/2020**

- The Board Retreat will be held at the Medical Eye Center with the condition that strict COVID-19 safety protocols be followed. **President Hill** asked that all directors read the materials that will be sent to them ahead of time and come prepared. CORE staff will be in attendance along with BA Kathy Damas. Lunch will be provided by the Café.

### **NEW BUSINESS**

#### **Lease Agreement**

- **GM Carter** and **President Hill** described the key elements of the proposed lease agreements, which were reviewed by a real estate attorney. Discussion and clarification of leasing options and history followed. **Verne Underwood** moved to accept both lease agreements as presented; **Matt Dorris** seconded the motion, which passed unanimously. **GM Carter** will send electronic versions of the original lease to directors as requested.

#### **NCG Participation Report**

- **GM Carter** described this report, which helps inform Directors of the benefits from NCG membership and keeps performance metrics front and center. This makes it easier to adjust early if needed and decreases risk.

#### **Officers Slate**

- **President Hill** asked the **BOD** to let her know if any of them are interested in any of the officer positions, as a slate will be presented at the next regular meeting.

### **ADJOURNMENT**

At 7:03 p.m., **Matt Dorris** moved to adjourn the meeting; **Verne Underwood** seconded the motion, which passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Monday, November 16, 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	1 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL
Approve 09/21/2020 regular minutes as submitted	Roger Noyes	Fran Batzer	Pass
Approve 09/21/2020 Executive Session minutes as submitted	Roger Noyes	Barry Robino	Pass
Approve 10/04/2020 Annual Meeting minutes as submitted	Barry Robino	Verne Underwood	Pass
2021 Board Budget	Verne Underwood	Fran Batzer	Pass
Approve Lease Agreement Amendments	Verne Underwood	Matt Dorris	Pass
Adjourn	Matt Dorris	Verne Underwood	Pass

### ACTION LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
<b>ONGOING</b>		
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 link to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars; see Governance Calendar and website for schedule.	BOD
<b>NEW/CURRENT</b>		
11/16/2020	Update BOD on asset distribution and security camera system	Anne
11/16/2020	Send corrected Balance Sheet to BOD	Anne
11/16/2020	Send updated Budget Overview to BOD	Anne
11/16/2020	Send original lease agreement to BOD	Anne
11/16/2020	Send slate of officers ideas to Kellie	BOD
Prior to Board Retreat	Send Retreat Packet materials	Anne/Kellie/Kathy
Prior to Board Retreat	Read Retreat Packet materials; prepare to discuss	BOD
<b>10/31/2020</b>	<b>Board Retreat</b>	<b>All</b>