

MINUTES

Medford Food Co-op Board of Directors

Monday, April 19, 2021

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

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

Staff Present: General Manager Anne Carter, Board Administrative Assistant Kathy Damas

Call to Order / Introductions

The April 19, 2021 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Previous Meeting Minutes

- Minutes of the March 15, 2021 MFC BOD regular meeting were submitted. ***Fran Batzer*** moved to accept the minutes as submitted; ***Matt Dorris*** seconded the motion, which passed unanimously.
- Minutes of the March 15, 2021 MFC BOD Executive Session were submitted. ***Matt Dorris*** moved to accept the Executive Session minutes as submitted; ***Roger Noyes*** seconded the motion, which passed unanimously.

Owner's Forum

Two owners were present; Debi Boen, former Board Secretary, and Peggy Leviton, current Board candidate.

GM MONTHLY REPORT

Relevant Financial Information

- March sales were \$504K, a 17.4% decrease over last March and 100.6% of budget.
- COGS = \$305K, 93.7% of budget.
- Operating Expense = \$152K, 94% of budget.
- Net operating income = \$47K, 235% of budget.
- Days cash on hand as of 3/31/2021 = 65.6.
- March On-line Shopping = \$5,762, 44 transactions, \$131 basket size.
- PPP Loan – 100% forgiven.

Ownership Level Issues

- In March, MFC added 16 new owners and had 2 owner share redemptions.
- Café Update – March sales = \$35K, 99% of budget, 6.9% of sales. Lack of adequate staff is limiting the ability to be open on weekends.

COVID Update

- As of 4/4/2021, front line workers (this includes grocery store and food service workers) are eligible to receive a vaccine. Staff are encouraged to get vaccinated as soon as possible; the Co-op will provide PTO as needed.
- A customer who was escorted out of the store on 4/3 for refusing to wear a face covering sent the Co-op a "Notice of Liability for Civil Rights Violations." A local attorney was consulted who advised not responding to this notice.

Public Events Affecting Perception of Co-op in Community

- March 1 – 28: Four weeks of Savings direct mail campaign. The campaign was very successful with coupon redemption rates ranging from 18% - 22.6%.
- April 7, 21, May 5, 5-7 p.m.: Oregon Food Bank's Community FEAST (Food, Education, Agriculture, Solutions, Together) program provides an event to help communities listen, organize, and act to improve their local food system. April 7th event was well attended.
- April 17: Bear Creek Stewardship Day. About 80 volunteers in total attended this in-person event.
- New owners will now receive a colorful welcome flyer, designed by Alex and Halle.

Significant Operational Changes and Policy Compliance Updates

- An initial estimate for security cameras (just the equipment) was received. Installation needs to be figured out.
- Alex Lamont needed to reduce her hours. Interviews are underway for a part-time social media coordinator.

- B6 – The Safety Committee conducted a safety inspection on 3/25/2021. This brings that area of B6 into compliance. **GM Carter** answered Director’s questions about manager training possibilities before the end of the year. **Matt Dorris** moved to accept the GM’s Policy B6 report, acknowledging lack of compliance in the area of manager training; **Verne Underwood** seconded the motion, which passed unanimously. The Directors and **GM Carter** agreed to reevaluate manager training in September.

GM MONITORING REPORT

GM Policy B5: Consumers. **GM Carter** reported non-compliance with two policy aspects: Increasing customer count and conducting a customer satisfaction survey every two years. All submitted reports included detailed interpretation, operational definitions, and supporting data.

GM Carter reported that the declining customer count is due to the impact of COVID. She noted that sales remain strong, indicating that MFC has been meeting customers’ needs. MFC decided against conducting the biennial survey in 2020 given the turmoil throughout the year and will consider conducting a survey in the fall of this year.

Verne Underwood moved to accept the GM’s Policy B5 report, acknowledging that it is out of compliance; **Roger Noyes** seconded the motion, which passed unanimously. A severity level of Low was assigned.

BOARD GOVERNANCE POLICY REVIEW

Policies are reviewed each month based on the schedule below.

2021-2022 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1 ST REVIEW	NOTES	2 ND REVIEW	NOTES
B6	3/15/21	OK as-is		
D Global	3/15/21	OK as-is		
D1	3/15/21	OK as-is		
B5	4/19/21	OK as-is		
D2	4/19/21	OK as-is		
D3	4/19/21	OK as-is		
C Global	5/17/21			
C1	5/17/21			
C2	5/17/21			
B4	6/21/21			
A Global	7/15/21			
B9	7/15/21			
C3	8/16/21			
C4	8/16/21			
C5	8/16/21			
B3	9/20/21			
C6	10/18/21			
C7	10/18/21			
B7	11/15/21			
B Global	12/20/21			
B8	12/20/21			
B2	1/17/22			
C8	1/17/22			
B1	2/21/22			
D4	2/21/22			

OLD/RECURRING BUSINESS

Committee Reports: Finance, Owner Engagement

- **Finance: Chair Roger Noyes** reported that members reviewed all quarterly financial reports. Indicators are where they are expected to be.
- **Owner Engagement: Co-chair Sarah Calhoun** reported that plans for the virtual Annual Meeting are being executed. She will coordinate Directors who chose to help table at the Co-op prior to the meeting to encourage attendance and voting and answer questions.
10th Anniversary Party: Directors are to send **Sarah** ideas they have about the celebration, which is hoped to be held in-person. Other opportunities for owner engagement in 2021 were discussed.

Board Emeritus Stipend

- After a brief discussion Directors agreed to leave the Board Emeritus Stipend as-is.

Board Training Webinars

- Board members were encouraged to visit the Columinate website and participate in the virtual trainings offered.

NEW BUSINESS

Board Meeting Day/Time Change

- The Directors discussed a possible change; none will be made at this time.

Board Packets

- **Kathy** proposed a method to streamline sharing of Board-related documents using Google drive. For security, only active Directors would be granted viewing access. After a brief discussion, the Directors agreed to try this method. **Kathy** and **GM Carter** agreed to Director's request to make Board packet documents available the Thursday prior to Monday Board meetings.

Patronage Dividend

- After a lengthy discussion following **GM Carter's** proposal, the Board requested more information from the CPA, tabling a decision until next month.

Cooperative Community Fund

- Each year, the Board selects one of the organizations from the previous year's Positive Change recipients to receive the interest earned on MFC's Cooperative Community Fund. The interest available this year is \$941.98, and the Board decided to give the funds to The Pollinator Project Rogue Valley.

ADJOURNMENT

At 7:22 p.m., the Board moved into Executive Session.

The next regular MFC BOD meeting is scheduled for Monday, May 17, 2021, 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 st	2 nd	PASS/FAIL
Approve 3/15/2021 regular minutes as submitted	Fran Batzer	Matt Dorris	Pass
Approve 3/15/2021 ES minutes as submitted	Matt Dorris	Roger Noyes	Pass
Accept GM B6 report acknowledging lack of compliance in staff training	Matt Dorris	Verne Underwood	Pass

ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
ONGOING		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email draft minutes and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
4 days prior to Board Meeting	Email reports to Directors	Anne
4 days prior to Board Meeting	Email access link to board packet to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars	BOD
Ongoing	Boost MFC on social media: Follow, like, comment, share	All
NEW / CURRENT		
ASAP	Email new owner flyer PDF to BOD	Anne, Halle
ASAP	Send Sarah availability to table at Co-op prior to Annual Meeting	BOD
5/13/2021	Provide Board packet documents for viewing (shifting to Thursday instead of Friday) via Google Drive	Anne, Kathy
5/17/2021	Update BOD on asset distribution and security camera system	Anne
5/17/2021	GM evaluation and offer to be complete	Kellie, Patty, Sarah
Before 5/11/2021	Owner Engagement Committee meeting	Fran, Sarah, Anne
August	Have attorney review Personnel Policies	Anne