

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday, June 21, 2021

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

Present: President Kellie Hill, Secretary Sarah Calhoun, Treasurer Roger Noyes, Fran Batzer, Peggy Leviton, Dan Smith

Absent: Vice President Patty Casebolt, Matt Dorris, Barry Robino

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

Call to Order / Introductions

The June 21, 2021 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:31 p.m.

Previous Meeting Minutes

Approval of the May minutes tabled to July to allow Directors more review time.

Owner's Forum

There were no additional owners present.

GM MONTHLY REPORT

Relevant Financial Information

- May sales were \$525K, a 0.8% increase over last May and 102% of budget.
- COGS = \$348K, 107% of budget.
- Operating Expense = \$162K, 103% of budget.
- Net operating income = \$15K, 48% of budget.
- Days cash on hand as of 5/31/2021 = 64.5.
- May On-line Shopping = \$4,356, 28 transactions, \$156 basket size.

Ownership Level Issues

- In May, MFC added 20 new owners and had 3 owner share redemptions.
- Café Update – May sales = \$38.5K, 104% of budget, 7.3% of sales.
- Successful Annual Meeting was held on May 11th with 22 participants. 371 owners voted in the election prior to the meeting. All ballot issues passed.

COVID Update

- MFC has prepared a communication to distribute once the state meets the 70% vaccination goal. It outlines procedures related to safety and shopping and requests kindness toward all during the reopening process.

Public Events Affecting Perception of Co-op in Community

- Although the Co-op has not been a part of any in-person events in May, MFC continues to work with other organizations to foster public discussions such as:
 - May 18th Southern Oregon Food Alliance discussion around expanding the capacity of local farms while creating the infrastructure needed to provide fresh, local foods to buyers throughout Southern OR.
 - June 3rd presentation on “Water, Drought, and the Changing Agriculture of the Rogue River Valley, hosted by the Rogue Valley Food System Network (RVFSN).

Significant Operational Changes and Policy Compliance Updates

- Another company has been identified and will provide a quote for security cameras and installation. Their purpose is for protecting MFC with potential business liability and safety issues.
- Funds in the amount of \$250K were moved from Rogue Credit Union to People's Bank, complying with the Board's request for asset distribution updates.

GM MONITORING REPORT

GM Policy B4: Membership Rights and Responsibilities. *GM Carter* reported compliance with this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data.

GM Carter reviewed her report, noting in particular that two annual meetings were held during the past 12 months (October 4, 2020 and May 11, 2021). At these Zoom meetings, board members were elected, bylaw revisions were voted on, and an amendment to the Articles of Incorporation was voted on. Owner equity continues to increase despite occasional share redemptions. The next new owner drive will be held in October 2021.

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	OK as-is		
C1	5/17/21	OK as-is		
C2	5/17/21	OK as-is		
B4	6/21/21	OK as-is		
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: Treasurer Roger Noyes** requested resuming monthly Finance Committee meetings. He expressed concern that the change to quarterly meetings, made at the beginning of 2021, is not providing frequent enough review of the reports, especially when considering expansion. **GM Carter** concurred, noting that she would appreciate the extra support. New committee member **Peggy Leviton** agreed to the new schedule, which will begin in July.
- **Owner Engagement: Co-Chairs Sarah Calhoun and Fran Batzer**, along with committee members **Dan Smith** and **GM Carter** reported that MFC’s 10th Anniversary celebration plans are well underway. **GM Carter** has a detailed schedule of events developed by staff for the week-long series of store specials, events, and discounts. There will be a special anniversary BBQ dinner celebration on Sunday, August 15th from 6-8 p.m. for MFC staff, board members and their families to wrap up the week. Dan also described opportunities for Directors to interact with owners/shoppers during special tabling hours during the celebration week.

Board Retreat

- **President Hill** reminded Directors to put the annual board retreat on their calendars. It will be held on Saturday, October 30, 2021 from 9 am to 3 pm, tentatively at the Medical Eye Center.

Board Training Webinars

- **President Hill** encouraged all to attend any Columinate webinars of interest.

NEW BUSINESS

Elect Officers

- No Directors volunteered to join or leave Board officer roles and hearing no additional feedback, **President Hill** presented the following slate of officers:
 - **President:** Kellie Hill
 - **Vice President:** Patty Casebolt
 - **Secretary:** Sarah Calhoun
 - **Treasurer:** Roger Noyes

Fran Batzer moved to accept the slate of officers as presented; Dan Smith seconded the motion, which passed unanimously.

10th Anniversary Planning

- (Covered during Committee Reports above.) **Sarah** will email Directors regarding availability for tabling; **GM Carter** will send them the schedule of events.

Resolution Amendment: 2016-0001

- This resolution established the account and signatories at the Rogue Credit Union. After a brief review it was determined that since the officers remain the same the only change needed to the 2019 amendment is to update the last name of Grocery Manager Jesse Gravelle on the account.

Fran Batzer moved to accept Resolution Amendment 2016-0001 as presented; Peggy Leviton seconded the motion, which passed unanimously.

Board Stipend

President Hill informed Directors that their stipend would remain as a percent discount unless they let **GM Carter** know if they'd prefer a gift card.

Director Term Lengths

- **President Hill** reported that **Barry Robino** will be leaving the board next year. In order to recreate staggered Board terms, **Fran Batzer** has chosen to reduce this current term to two years; **Roger Noyes** chose this to be a one-year term. Per the revised bylaws, these shorter terms do not limit Directors from serving three full three-year terms in the future.
- Discussion followed about how to maintain staggered terms in the event of resignations or Board appointments, and how these would be handled in future elections. **President Hill** will contact Todd at Columinate and research the Board term procedures other co-ops may have in place.

ADJOURNMENT

At 6:30 p.m., the Board moved into Executive Session.

The next regular MFC BOD meeting is scheduled for Monday, July 19, 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 5/17/2021 regular minutes as submitted	--	--	<Tabled>
Approve 5/17/2021 ES minutes as submitted	--	--	<Tabled>
Accept slate of officers	Fran Batzer	Dan Smith	Pass
Accept Resolution Amendment 2016-0001	Fran Batzer	Peggy Leviton	Pass
Adjourn	Sarah Calhoun	Peggy Leviton	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	Send list of 10 th Anniversary schedule of events to BOD	Anne
ASAP	Inform Sarah of availability to table during Anniversary events	BOD
ASAP	Email Sarah or Anne RSVP to staff/board BBQ 8/15/2021, 6-8 pm	BOD
ASAP	Let Anne know stipend preference	BOD
7/19/2021	Continue planning BOD's part in 10 th Anniversary kick-off event	Fran, Sarah, Dan, Anne
7/19/2021	Research, follow up re: BOD term procedures	Kellie
7/19/2021	Update BOD on security camera system	Anne
NOTE: ** August BOD Meeting Date Change **	** Moved to Tuesday, August 24, 2021, 5:30 p.m. **	All
August	Have attorney review Personnel Policies	Anne