

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday November 15, 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, Matt Dorris, Peggy Leviton, Barry Robino, Dan Smith

Absent: Fran Batzer

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

Guest Present: John Guerra, NCG Store Development

Call to Order / Introductions

The November 15, 2021 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:31 p.m.

Owner's Forum

There were no additional owners present.

EXECUTIVE SESSION

At 5:31 p.m. the Board moved into Executive Session. The regular Board meeting resumed at 7:25 p.m.

Previous Meeting Minutes

- Minutes of the October 18, 2021 MFC BOD regular meeting were submitted. **Peggy Leviton** noted one date correction. **Matt Dorris moved to accept the minutes as submitted with the correction to be made: Dan Smith seconded the motion, which passed unanimously.**

GM MONTHLY REPORT

Relevant Financial Information

- October sales were \$493K, a 0.75% decrease over last October and 99.6% of budget.
- Café Update – October sales = \$38K, 88% of budget, 7.7% of sales.
- COGS = \$324K, 99.6% of budget.
- Operating Expense = \$151K, 88.8% of budget.
- Net operating income = \$17K, \$19K over budget.
- Days cash on hand as of 10/31/2021 = 75.
- October On-line Shopping = Data not available due to a credit card terminal malfunction. The manual credit card payment is currently the only way to differentiate an on-line transaction.

Ownership Level Issues

- In October, MFC added 49 new owners; the Owner Drive goal was 50 and are pleased to have come so close. This successful drive exceeded other pandemic efforts, differences being having Board members tabling at the store and conducting a targeted email campaign through Rosebud Media.
- October share redemptions = 6.

COVID Update

- Nothing new to report.

Public Events Affecting Perception of Co-op in Community

- Holiday Promotions: A number of coupons, sales, and promotions have been planned through the end of 2021.
- New website went live on November 1, 2021: medfordfood.coop. Please check it out and give Halle feedback.

Significant Operational Change and Policy Compliance Updates

- Security cameras: Waiting for a quote from a second company.
- The floor supervisor position was filled with an internal candidate. Two new employees have been hired but there are still several open positions: grocery clerk (full time), cashier (part time), and cook (full time).

GM MONITORING REPORT

GM Policy B7: Communication to the Board. *GM Carter* reported compliance with all parts of this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data. She noted that the GM Monthly Report is a key piece of fulfilling her duty to provide the Board with the information it needs to make good decisions. She pointed out that several regular Monitoring Reports have included information on trends (B1-Financial, B4-Membership, and B5-Consumers). In addition, Executive Sessions have been held almost monthly in 2021 which allowed her to update the Board on expansion opportunities that were being considered.

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	OK as-is		
B9	7/15/21	OK as-is		
C3	8/24/21	OK as-is		
C4	8/24/21	OK as-is		
C5	8/24/21	OK as-is		
B3	9/20/21	OK as-is		
C6	10/18/21	OK as-is		
C7	10/18/21	OK as-is		
B7	11/15/21	OK as-is		
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** reported that the MFC financials are in line with expectations. They reviewed two potential credit unions, providing guidance to **GM Carter** for moving forward with asset distribution. He noted that she has been busy with hiring and that her 2022 budget will be forthcoming.

Board Retreat Recap

Board members agreed that it was nice to meet in person. They all appreciated hearing the CORE staff's perspective on expansion, noting that it was helpful with creating Board alignment. Several Directors agreed that next year's retreat could be improved by shortening the introduction piece of the agenda.

Board Training Webinars

President Hill suggested that Directors review the Columinate website for upcoming opportunities.

NEW BUSINESS

Assign Newsletter Task

President Hill and Vice President Casebolt will co-write the article for the January newsletter addressing 2022 goals and a call for Board candidates.

Ratify eVote

President Hill Read the following into these minutes.

In accordance with Section 4.12 of the Medford Food Co-op Bylaws, reading the following action into the minutes affirms and makes this action effective,

Action: Ratify an email vote taken October 27, 2021 re: CORE staff appreciation.

Kellie Hill moved that the Medford Food Co-op Board of Directors approve an expenditure of \$6,031 to show the Board's appreciation to the CORE managers and General Manager Anne Carter for their hard work during the pandemic. This cost represents compensation for one week's worth of paid time off to be paid as a bonus in the first pay period of December, 2021. **Patty Casebolt** seconded the motion, which passed with 8 yeases and one unrecorded response.

ADJOURNMENT

At 7:43 p.m., **Patty Casebolt** moved to adjourn, **Matt Dorris** seconded; the motion passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, December 20, 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 10/18/2021 regular minutes as submitted with one correction	Matt Dorris	Dan Smith	Pass
eVote re: CORE Staff Appreciation Action	Kellie Hill	Patty Casebolt	Pass
Adjourn	Patty Casebolt	Matt Dorris	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	Check out new website and give Halle any feedback	All
12/20/2021	Update BOD on security camera system	Anne
12/20/2021	Choose credit union for possible asset distribution	Anne
12/20/2021	Determine need for audit prior to sale of preferred shares	Anne
12/20/2021	Update Personnel Policies; Have attorney review	Anne
12/20/2021	Join Contract and Compensation Committee (at least one Director needed to fill vacant seat)	BOD
FYI: UPCOMING COLUMINATE TRAININGS		
	<i>Currently none listed on website</i>	