



Board of Directors Meeting MINUTES

Monday October 9, 2023

Meeting held via Zoom

Present

Directors: Vice President Patty Casebolt, Secretary Alexis Gossage, Treasurer Roger Noyes, Matt Dorris, Peggy Leviton, Dan Smith

Absent: President Kellie Hill

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

PRELIMINARIES

Call to Order / Introductions

The October 9, 2023 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:31 p.m.

Owners' Forum

There were no additional owners present.

Agenda Changes

There were no changes to the agenda.

Review / Approve Previous Meeting Minutes

- Minutes of the September 11, 2023 MFC BOD regular meeting were submitted. **Dan Smith** moved to approve the minutes as submitted; **Alexis Gossage** seconded the motion, which passed unanimously.
- Minutes of the September 11, 2023 MFC BOD Executive Session were submitted. **Peggy Leviton** moved to approve the minutes as submitted; **Matt Dorris** seconded the motion, which passed unanimously.

REPORTS

Operations Update

Relevant Financial Information

- September sales were \$436K, a 1.8% decrease over last Sept and 93% of budget.
- Café Update: Sept sales = \$34K, 90% of budget, 7.8% of sales.
- NOTE: Due to the earlier date of BOD meetings, additional financial information for September will be reported on in November.

Ownership Level Issues

- New Owners in September = 12.
- Owner share redemptions in September = 3
- 2022 Annual Report was published on 9/26. [Read the General Manager's Annual Report.](#)

Public Events affecting Perception of Co-op in Community

- Check out the calendar on our website for updates <https://www.medfordfood.coop/calendar>
- Sept 30 – Medford Multicultural Fair, 10am - 4 pm
- Sept 15-Oct 13 – Latino/a/x Heritage Month - for every Quesadilla Comunitaria sold in the Café, we'll donate \$5 to NOWIA Unete. This new version of our quesadilla has been so popular that we're adding it to the regular menu.
- Oct 7 – Talent Harvest Festival, 10am - 4 pm
- Oct 13-14 – Heart of the Rogue Festival, Pear Blossom Park, 3 - 9 pm Friday and 11am - 5 pm Saturday
- Oct 15 – Rogue Climate 10 Year Anniversary Celebration

- Oct 1-31 – Owner Drive
- 2025 Positive Change Application is now live. Deadline is Jan 31, 2024

Significant Operational Change and Policy Compliance Updates

- **GM Carter** contracted with Rogue Payroll and Bookkeeping LLC to provide these services. Initially the cost will be higher than having an employee, especially while Sandra has been training them. Over time, the cost will be similar to that for an employee. There are benefits expected from having a team of trained people able to get the work done and their higher level of accounting and payroll expertise.
- Bookkeeping work fell behind as Sandra reduced hours in Aug and Sept. **GM Carter** spent a lot of time in Sept doing bookkeeping and HR tasks, but she expects this to improve in the next month.
- **GM Carter** attended the NCG Fall Meeting in Minneapolis from 9/19-21. Some highlights:
 - 3 new co-ops were accepted into NCG
 - Insights and Opportunities from the CX Program
 - Next Level Update
 - Strategies for Sales Growth
 - Collaborative Ventures: Grocers and Community Partnerships in Creating a Grocery Store.

Finance Committee Report

Treasurer Roger Noyes noted that since the financial reports were not ready, the Committee did not meet prior to this BOD meeting. As noted above, there will now be a two month lag in the information presented to the Board. Directors asked Kathy to add a review of how this schedule is working to the November meeting agenda.

GM Monitoring Reports

Submitted reports included Operational Definitions, detailed interpretation, and supporting data.

GM Policy B Global: Executive Constraint. **GM Carter** reported compliance with all parts of this policy.

Matt Dorris moved to accept the GM B Global Executive Constraint monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Alexis Gossage** seconded the motion, which passed unanimously.

GM Policy B8: Board Support. **GM Carter** reported compliance with all parts of this policy.

Matt Dorris moved to accept the GM Policy B8 Board Support monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Dan Smith** seconded the motion, which passed unanimously.

Committee Reports

Owner Engagement: Chair Dan Smith reported on the Committee's review of their charter that he and **GM Carter** conducted, along with a summary of their work and future activities. No charter revisions were suggested.

OLD/RECURRING BUSINESS

Board Governance Policy Review

Beginning in September 2022, policies will be reviewed in comparison with the recently revised Policy Governance template from CBLD. Policies with major differences will be reviewed based on the available time allotted for each. See Governance Policy Review Schedule below the minutes.

C2 – The Board's Job (2nd Review)

After discussing the suggestions captured at the last meeting, Directors had remaining questions and asked for clarification from Columinate on the intent behind a proposed addition, which they asked Kathy to research. This item will be revisited again at the November BOD meeting.

C3 – Agenda Planning (Vote)

Alexis Gossage moved to accept the suggested changes to Policy C3 Agenda Planning as presented at the September Board meeting. **Peggy Leviton** seconded the motion, which passed unanimously.

C4 – Board Meetings

Dan Smith moved to accept the suggested changes to Policy C4 Asset Protection as presented. **Alexis Gossage** seconded the motion, which passed unanimously.

Recruitment Update - Survey

Matt Dorris reported that response to the surveys at the BOD tabling has been favorable. After the final tabling session on October 13th, Kathy will tabulate the results for review at the November BOD meeting.

Blog Post Follow Up

Vice President Casebolt has interviewed new Director and **Secretary Alexis Gossage** and written her article. Once edited and approved, it will be posted on MFC's website blog and sent in an upcoming weekly email.

Committee Charters Review / Approval

After a brief discussion, **Dan Smith** moved to accept the updated Committee Charters as presented. **Peggy Leviton** seconded the motion, which passed with one abstention (due to absence during motion).

Owner Survey Update

Following up on last month's discussion, **GM Carter** addressed questions about the proposed survey, and recommended that the full slate of questions be used. She noted that staff would be ready to proceed with the survey when the Board gives its approval. After discussing final concerns, the Board unanimously approved the owner survey as presented last month and supported its distribution as soon as possible.

NEW BUSINESS

Board Retreat: October 29, 2023

Vice President Casebolt and **GM Carter** noted that there will be an agenda planning meeting for the retreat tomorrow, with details to be distributed to the Board soon afterwards.

Columinate Renewal

GM Carter reviewed the benefits included with this annual membership, such as training, consultancy, facilitation, and fundraising guidance. She noted that there is a discount for renewing before the end of October.

Matt Dorris moved to approve renewing MFC's annual Columinate membership. **Alexis Gossage** seconded the motion, which passed unanimously.

Sarah Calhoun's Memorial

Kathy reported that Sarah's memorial service will be held at 7:00 p.m. on Saturday, October 21, 2023 in the Community Hall at St. Mark's Episcopal Parish, 140 N. Oakdale Ave., Medford. On-line attendance via the Google Meet platform will be available. A light buffet supper (prepared by the MFC Café) will be held in the same location at 6:00 p.m.

EXECUTIVE SESSION

The Board entered Executive Session at 7:00 p.m. There being nothing to report, the regular meeting was resumed at 7:02 p.m.

CLOSINGS

Review Decisions, Tasks, Assignments | Review Board Calendar

Action items were reviewed and will be added to the ongoing Task List listed below.

Debrief / Evaluate Meeting

The main feedback was agreement that it is nicer to meet in person than on Zoom.

Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, November 13, 2023, at 5:30 p.m., at the Windermere Real Estate training center, 1101 E Jackson St, Ste 102, Medford, OR. Owners are welcomed and encouraged to attend. Please see below for this meeting's Motion Synopsis and Action List.

Adjournment

Matt Dorris moved to adjourn; **Roger Noyes** seconded the motion, which passed unanimously. The meeting was adjourned at 7:07 p.m.

Respectfully Submitted,

Kathy Damas

Administrative Assistant

MOTION / APPROVAL SYNOPSIS			
MOTION	1st	2nd	RESULT
Approve 9/11/2023 BOD minutes	Dan Smith	Alexis Gossage	Pass
Approve 9/11/2023 ES minutes	Peggy Leviton	Matt Dorris	Pass
Accept GM Monitoring Report: B Global	Matt Dorris	Alexis Gossage	Pass
Accept GM Monitoring Report: B8	Matt Dorris	Dan Smith	Pass
Approve Policy Language Updates: C3	Alexis Gossage	Peggy Leviton	Pass
Approve Policy Language Updates: C4	Dan Smith	Alexis Gossage	Pass
Approve Committee Charter Updates	Dan Smith	Peggy Leviton	Pass
Approve Columinate Membership Renewal	Matt Dorris	Alexis Gossage	Pass
Adjourn	Matt Dorris	Roger Noyes	Pass

2023 GOVERNANCE POLICY REVIEW SCHEDULE						
POLICY	REVIEW MONTH	RESULT		POLICY	REVIEW MONTH	RESULT
B5	January	Approved changes		A Global	July	Accepted as-is
C8		Requested rewrite		B9		Approved changes
C8	February	2 nd Review: Approved		B1	August	Approved changes
D4 + D5 (New)		Approved both		C1		Approved changes
B6	March	Approved changes		B3	September	Accepted as-is
D Global		Approved changes		C2		Requested rewrite
D1		Approved changes		C3		Approved changes
D2	April	More info requested		C2	October	2 nd Review; clarify definition
D3		Approved changes		C4		Approved changes
D2	May	Approved changes		C2	November	3 rd Review
B4		Approved changes		C5		
C Global	June	Accepted as-is		B2	December	
				B7		

2023 TASK LIST

DATE ADDED	TARGET DATE	TASK [Status]	RESPONSIBLE PARTY
Oct 9	Oct 13	Add to Nov. Agenda: Check in on financial reporting schedule; ensure not too many financial reports scheduled at once	Kathy / Anne
Sept 11	Late Oct	Distribute Owner Survey	Halle / Anne / Staff
Oct 9	Nov 13	Check with Todd re: Policy C2 language intent; add review to Nov agenda	Kathy
Sept 11	Nov 13	Tabulate BOD tabling survey results	Kathy
Feb 20	Nov 13	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
Aug 14	Nov 13	Check in on need for financial Key Indicators dashboard	Alexis / Kellie
May 15	Nov 13	Add owner trends graph to BI report	Anne / Kathy
July 17	TBD	Write blog article topic: BOD accomplishments, ongoing projects	TBD
Sept 11	2024	Revise GM Monitoring schedule: change B3 to once per year	Kathy

2023 COLUMINATE TRAININGS for DIRECTORS

See Columinate website for details.

DATE	TITLE
Oct 3, 10, 17, 24	Financial Training for Directors Series
Oct 11	Co-op Café – Leading into our values with resilience
Oct 21	CBL 101
Nov 9	Co-op Café – Leading into our values with resilience