



Board of Directors Meeting

MINUTES

Monday March 11, 2024

Windermere Real Estate Training Office, 1101 E Jackson St, Ste 102, Medford, OR

Present

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

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

Owner Guest: Cecily Gallagher, applicant for Board membership

PRELIMINARIES

Call to Order / Introductions

The March 11, 2024 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Owners' Forum

The Board welcomed owner Cecily Gallagher. Cec chose to attend this meeting because she has applied to be on the ballot to serve on the MFC Board of Directors.

Agenda Changes

Request for an update about the IT issues mentioned at the last meeting.

Review / Approve Previous Meeting Minutes

- Minutes of the February 12, 2024 MFC BOD regular meeting were submitted. **Patty Casebolt** moved to approve the minutes as submitted; **Roger Noyes** seconded the motion, which passed unanimously.

REPORTS

Operations Update

Relevant Financial Information - January 2024

- January sales were \$479K, a 2.5% increase over last Jan and 101.7% of budget.
- Café Update: Jan sales = \$36K, 100.2% of budget, 7.6% of sales.
- COGS = \$312K, 102.6% of budget.
- Operating Expense = \$149K, 94% of budget.
- Net operating income = \$17K.
- Days cash on hand as of 1/31/24 = 46.
- There have been a large number of equipment repairs needed since the end of Jan. The biggest cost will be repair to the main refrigeration rack and replacing the obsolete control system. Total cost will be \$13,516. Other refrigeration and equipment repairs were \$2879. All of these repair costs will occur before the end of March, except perhaps for \$6654.

Ownership Level Issues

- New Owners in February = 11.
- Owner share redemptions in February = 0.

Public Events affecting Perception of Co-op in Community - March 2024

- Facebook Giveaway - 3/7-3/10 in celebration of Women's History Month and International Women's Day.
- Positive Change Applicants - We received 32 applications for 2025. Staff are voting this month to select 18 organizations that will go on the ballot to owners. Owners select the final 11 organizations.
- 3/14 is Pi Day! We'll have hand pies from 4&20 Blackbird bakery and a Café pie special.
- Easter is 3/31 - Egg hunt in the store! \$10 gift cards will be hidden throughout the store in carrot-shaped plastic eggs.

Significant Operational Change and Policy Compliance Updates

- Front End Manager, Drea, is assisting with the daily reconciliations so it now takes **GM Carter** half the time. The goal is to have Drea familiar enough with the entire process by June so she could do it if **GM Carter** is not able to.
- IT Update: The Google Suite email issues have been resolved. The firewall is being updated and a quote will be coming soon for support transferring to Hunter's fiber optic network and subsequent troubleshooting.
- Our Town America New Mover Promotion: Households moving into Medford receive a direct mail \$10 coupon to MFC.

Finance Committee Report

Treasurer Roger Noyes reported that the committee discussed current and upcoming CD rollovers and higher rates, the reality of continuing inflation, and the complexity of reconciling the owner database as discussed last month.

GM Monitoring Report

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

GM Policy B3: Asset Protection. **GM Carter** reported compliance with all parts of this policy.

Alexis Gossage moved to accept the GM B3: Asset Protection monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Peggy Leviton** seconded the motion, which passed unanimously.

Committee Reports

- **Owner Engagement – Dan Smith** reported that the Committee focused on plans for the Good Food Festival and Annual Meeting, both to be held on Sunday, May 5, 2024. There will be a discussion forum with the goal of collecting owner feedback regarding the big picture of where the Co-op is heading. Specific topics and discussion formats were discussed with the Board and will be fine-tuned in the coming weeks.
The Committee is also planning the first Board Social to meet the board candidates. After discussion, the date chosen for the Board Social is Wednesday, April 3, 2024, from 5:00 - 6:00 p.m. at the Café.
- **GM Evaluation** – This topic was addressed during the Executive Session of this meeting.

OLD/RECURRING BUSINESS

Board Governance Policy Review

Policies are reviewed each month based on the Board's Governance Calendar. See the Governance Policy Review Schedule below the minutes for details.

NEW BUSINESS

Select Cooperative Community Fund (CCF) Recipient for MFC Fund Interest

Directors considered the list of 11 2024 Positive Change recipient organizations, along with past CCF recipients. The selected organization will receive the interest earned on MFC's portion of funds in this national endowment.

Matt Dorris moved to donate an additional grant from the 2024 CCF interest to Rogue Climate. **Peggy Leviton** seconded the motion, which passed unanimously.

Adopt 8th Cooperative Principle

After discussion, this topic was tabled to allow Directors more time to research the topic further and make a decision next month.

Approve Slate of Board Candidates

President Hill thanked Cecily Gallagher for attending and excused her from the meeting. Directors reviewed the board candidate applications submitted by the March 10, 2024 deadline. Applications were received from Cecily Gallagher, Cody Grayland, Daren Gomez, Gary Krause, and Samantha Cañez.

Discussion followed regarding the Board's job to select qualified applicants as approved candidates to be on the ballot. In addition to new applicants, two incumbents are running for reelection: **Peggy Leviton** and **Dan Smith**. The Board also discussed the number of positions available versus the bylaw goal of a three-director election cycle each year. A partial term remains unfilled since **Sarah Calhoun's** passing. **Patty Casebolt** will not be running for reelection due to work commitments, leaving three full three-year Board terms open.

President Hill will invite approved candidates to attend the Board Social/ Meet the Candidates event on Wednesday, April 3, 2024 from 5 - 6 p.m., as well as the next Board meeting on April 8, 2024 at 5:30 p.m. Approval of the slate of 2024 Board Candidates was tabled until the April meeting.

New Director Onboarding / Mentor

Jen Smith will be mentored in the coming months by **Treasurer Roger Noyes**. **Secretary Gossage** will provide support and help to facilitate this mentorship.

Columinate CBL 101: Virtual Training April 20, 2024

President Hill recommended that Directors take—or even repeat—this valuable training.

EXECUTIVE SESSION

President Hill excused **GM Carter** and Administrative Assistant Kathy Damas from the meeting. Minutes were completed by **Secretary Gossage**. The Board entered Executive Session at 7:09 p.m. and resumed regular business at 7:32 p.m.

CLOSINGS

Review Decisions, Tasks, Assignments

See Task List below for responsibilities discussed during each meeting.

Debrief / Evaluate Meeting

Directors noted that the meeting was twice as long as the past two, due to having much to discuss and no ES sessions previously. Clarification was requested on the end goal of further research into the 8th principal, which was provided by **President Hill**. Similarly, the question of where the development of the DEI committee left off was raised, with a suggestion made to review past minutes to find more information. The extent and limitations of a Board-led DEI committee was also brought up, and suggestions with how to engage the community were made.

Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, April 8, 2024, 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; **Peggy Leviton** seconded the motion, which passed unanimously. The meeting was adjourned at 7:41 p.m.

Respectfully Submitted,

Kathy Damas

Administrative Assistant, with assistance from Secretary Alexis Gossage (Executive Session and afterwards).

MOTION / APPROVAL SYNOPSIS			
MOTION	1st	2nd	RESULT
Approve 2/12/2024 BOD minutes	Patty Casebolt	Roger Noyes	Pass
Accept GM Monitoring Report: B3	Alexis Gossage	Peggy Leviton	Pass
Select 2024 CCF Recipient: Rogue Climate	Matt Dorris	Peggy Leviton	Pass
Adjourn	Matt Dorris	Peggy Leviton	Pass

2024 GOVERNANCE POLICY REVIEW SCHEDULE						
POLICY	REVIEW MONTH	RESULT		POLICY	REVIEW MONTH	RESULT
B2 – 2 nd	January	Approved changes		A Global	July	
B7		Approved changes		B9		
C4		Accepted as-is		C1		
B1	February	Accepted as-is		C Global	August	
D5		Accepted as-is		C5		
B3	March	Accepted as-is		B6	September	
D4		Accepted as-is		D3		
B5	April			B Global	October	
D7				B8		
C2	May		D Global			
C3			C6	November		
B4	June		D1			
D2			B2	December		
			C8			

2024 TASK LIST

DATE ADDED	TARGET DATE	TASK <i>[Status]</i>	RESPONSIBLE PARTY
Feb 20	TBD	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne / Kathy
Feb 12	May 13	Determine actual discrepancy in owner database to reconcile with accounting system	Anne
Mar 11	Apr 8	Email board candidates re: attending 4/3 BOD Social event and the 4/8 BOD meeting	Kellie
Mar 11	Apr 8	Add “Where did you hear about this BOD position” question to BOD candidate application	Anne / Kathy
Mar 11	Apr 8	Review 8th Principle links; come prepared to make a decision	Directors
Sept 11	2024 - TBD	Distribute Owner Survey – 2/2024: <i>Budgeted but on hold until more urgent IT issues are resolved.</i>	Halle / Anne / Staff
Dec 11	2024 - TBD	Coordinate BOD Owner Engagement event sign-ups	Kathy
July 17	2024 - TBD	Write blog article topic: BOD accomplishments, ongoing projects	TBD

2024 COLUMINATE TRAININGS for DIRECTORS

See Columinate website for details.

DATE	TITLE
Mar 13	Effective Meeting Facilitation
Mar 27	All About Financial Statement Audits
Apr 20	Virtual CBL 101
Jul 13	Virtual CBL 101