

Present: Pres. Jim Sims, Vice Pres. Kellie Hill, Sec. Debi Boen, Patty Casebolt, Fran Batzer, Kristi Schoenbachler

Staff Present: GM Anne Carter

REPORTS

The August Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 6:00 p.m. on 08-22-16.

Minutes of the 07-18-16 **MFC BOD** meeting were submitted; **Patty Casebolt** moved to accept the minutes as submitted. **Kristi Schoenbachler** seconded the motion, which passed unanimously.

Financial reports submitted included Profit & Loss (May-July 2016), the Jan.-July 2016 Budget vs. Actuals, and the July 31, 2016 Balance Sheet. July sales were at \$398K, 108% of budget and a 13.4% increase over July, 2015. Expenses were at \$100K, or 93% of budget. Net operating income for July was \$28k, 200% of budget (unusually high due to unexpectedly high sales). **Fran Batzer** moved to accept the Financial Report as submitted; **Patty Casebolt** seconded the motion, which passed unanimously. **Treasurer Kristi Schoenbachler** submitted the 2017 Board Budget. **Patty Casebolt** moved to accept the 2017 Board Budget as submitted; **Fran Batzer** seconded the motion, which passed unanimously.

During his quarterly President's report, **Jim Sims** noted that he wants **MFC** membership to know how well the Medford Food Co-op is doing financially, as well as reputation-wise in the community. He is pleased both as Board President, and as a member-owner, to understand this.

GM Carter submitted and presented her written report, with updates in the areas of finance, ownership, public events and significant operational and staff changes. **MFC** added 21 new owners in July, and there were no owner share redemptions. **MFC** has developed a Business Partnership agreement in order to partner with businesses that share similar values, and to offer additional benefits to our owners. **MFC's** first business partner is **Rosa Transformational Health**, which will be offering a 10% discount off its program fee to card-carrying **MFC** member-owners. Public events **MFC** will be part of include THRIVE's Eat Local celebration (9/9-9/25). **MFC** is organizing a "Salsa Competition" as part of this event. The competition will take place on Sat., 9/17, from 4:00-9:00 p.m. at The Commons (E. 5th St., Medford). Bear Creek Stewardship Day is Sat., 9/24, 9:00 a.m.-Noon along the Greenway. **GM Carter** has also begun receiving market study proposals. After discussion of a deli expansion proposal received from J.B. Steel, Inc., Directors agreed to have a special deli board meeting on Tues., Sept. 6, at 6:00 p.m. at the law offices of **Pres. Jim Sims**. Invited guests will include **Russ Batzer** and **Barry Rabino** (motion for special meeting by **Kristi Schoenbachler**; seconded, **Patty Casebolt**; motion passed).

GM MONITORING REPORT

The August GM Monitoring Reports concerned Policy A (Ends), and Policy B1 (Financial Condition and Activities). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data. Rather than reporting "compliance" or "non-compliance" with Policy A, GM Carter reported on progress being made towards the Ends goals. Although **GM Carter** was still unable to report compliance with Policy B1, she is on-track with a Board-approved plan to accomplish compliance (a Year 1 audit assessment was completed; a review is slated for 2016, with a full audit during 2017). In addition, Policy B1 was out of compliance in the area of sub-policy 7, as during the 2nd quarter of 2016 one federal payroll tax deposit was late due to a submission error with accounting software, and an IRS penalty was paid. There is still some possibility that the penalty will be reimbursed by the software company. Directors agreed to assign a "Low" severity indicator to Policy B1.

OLD BUSINESS

Director's reconsidered July's decision to post our Policy Governance manual online, as it contains both confidential and sensitive information. **Jim Sims** moved to amend the July 18 motion so that we post instead the document that was written for the manual by himself and **GM Carter** ("MFC BOD Introduction to Policy Governance"), along with an invitation to members-owners who are interested in seeing the full and most

recently updated Policy Register to contact **GM Carter. Fran Batzer** seconded the amended motion, which passed unanimously.

POLICY REVIEW

Consult the table below for monthly policy review.

2016-2017 POLICY REVIEW				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
A	8/15/16	Ok as-is	n/a	n/a
B1	8/15/16	Ok as-is	n/a	n/a
B3	9/19/16			
B6	6/20/16	reconsider @ July mtg; check emp. Handbook for grievance policy	7/18/16	Policy ok as written; <u>adjust store handbook as needed by 12/19/16 (motion Kellie Hill, 2nd Patty Casebolt; Pass)</u>
B9	7/18/16	Ok as-is	n/a	n/a
C Global	6/20/16	Ok as-is	n/a	n/a
C1	6/20/16	ok; add reference to vision statement when approved	8/22/16	<u>Approved as sub w/continual page updates (motion Patty Casebolt, 2nd Kellie Hill; Pass)</u>
C2	7/18/16	Delete highlights, extraneous notes	8/22/16	No vote required
C3	8/15/16	Ok as-is	n/a	n/a
C4	9/19/16			

NEW BUSINESS

There was no new business discussed at the August meeting.

ADJOURNMENT

Kristi Schoenbachler moved to adjourn the meeting at 8:05 p.m.; **Patty Casebolt** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Sept. 19, at 6:00 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). **DIRECTORS ARE REMINDED OF THE ADDITIONAL MEETING REGARDING THE DELI ON TUES., SEPT. 6.** Members-owners, staff, and the public are welcomed and encouraged to attend both meetings; snacks available. The Finance Committee will meet before the Sept. 19 full Board meeting. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

ACTION LIST		
TARGET DATE	ACTION	RESPONSIBLE PARTY
ASAP	write & distribute minutes; begin Sept. agenda; update tracking spreadsheets; update MFC binder; update register	Debi
09-06-16	Special deli Exec. study session	All Directors, Russ, Barry
09-19-16	Scheduled monitoring reports B3, Asset Protection	Anne
12-19-16	Rework employee handbook, grievance policy	Anne
Prior to 09-19-16	Meet to discuss financials	Anne, Kristi

MOTION LIST 08-22-16			
MOTION	1st	2nd	PASS/FAIL
Approve 07-18-16 minutes as submitted	Patty Casebolt	Kristi Schoenbachler	Pass (Unanimous)
Approve 08-22-16 financials as submitted	Fran Batzer	Patty Casebolt	Pass (Unanimous)
Approve 2017 Board Budget as submitted	Patty Casebolt	Fran Batzer	Pass (Unanimous)
Approve C1 Policy Reg. changes with continual page # updates as needed	Patty Casebolt	Kellie Hill	Pass (Unanimous)
Approve p. 46 Policy Reg. change (addition of Narrative to Appendices), with continual page # updates as needed	Kellie Hill	Patty Casebolt	Pass (Unanimous)
Amend July motion to add entire Policy Register to website; motion amended to add only Intro to PG article	Jim Sims	Fran Batzer	Pass (Unanimous)
Schedule special Deli meeting on 09-06-16	Kristi Schoenbachler	Patty Casebolt	Pass (Unanimous)
Adjourn	Kellie Hill	Patty Casebolt	Pass (Unanimous)