

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

**Guest Present:** Johnathan Hillis

**Staff Present:** GM Anne Carter

**REPORTS**

The January Medford Food Co-op Board of Directors (***MFC BOD***) meeting was called to order at 5:30 p.m. on 01/16/17.

Minutes of the 12/19/16 ***MFC BOD*** meeting were submitted; ***Kellie Hill*** moved to accept the minutes as amended (typo). ***Fran Batzer*** seconded the motion, which passed.

Financial reports submitted included Profit & Loss (Oct.-Dec. 2016), the Jan.-Dec. 2016 Budget vs. Actuals, and the Dec. 31, 2016 Balance Sheet. Dec. sales were at \$384K, 98% of budget and a 4% increase over Dec., 2015. Operating expenses were at \$97K, or 80% of budget. Net operating income for Dec. was \$48k, over 600% of budget (primarily due to several end-of-year accounting adjustments). ***Treasurer Kristi Schoenbachler*** noted that the café budget continues to be discussed at length at the financial meeting; the café budget/project was also considered at length at the ***MFC BOD*** meeting, with final consensus being that the project should move ahead as scheduled. Directors and ***MFC*** store staff look forward to being able to offer Medford a location for fresh, healthy, “on-the-go” food and community. Directors also agreed to look at café budget numbers monthly (rather than quarterly), noting that the first year of operation is always critical to success. ***GM Carter*** also submitted the 2017 ***MFC*** Budget. Directors requested two additions to the report from ***GM Carter***:

1. Further-out deli projections
2. Emergency back-up plan (in writing)

***GM Carter*** responded that those additions would not be an issue, as she already had to provide this information to the Western Corridor of ***NCG*** (National Cooperative Grocers) Risk Management team. After more discussion, the 2017 ***MFC*** budget was approved (motion, ***Kristi Schoenbachler***; second, ***Patty Casebolt***).

There were no “Owners’ Forum” issues or topics submitted for discussion, and the President had no report during January.

***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 15 new owners in Dec., and there were no owner share redemptions. Additional updates:

**Deli update:**

- Waiting on permits from city. Some demolition work started last week.
- Back lot proposal came in at \$19,737 and includes installing a light as well as grading and rock.
- Initial equipment order through Curtis Restaurant Equipment was submitted with 30% down payment.

**Public Events affecting Perception of Co-op in Community**

- Increased number of food samples and vendor demos before Christmas were well-received.
- During last week’s snowstorm we were open regular hours, & our parking lot was cleared early on Wed. thanks to assistance from Russ & several hours of shoveling from staff.

**Significant Operational Changes**

- Two new employees started in Dec: a produce assistant and a cashier.
- Newer produce cooler installed on 12/20.

## GM MONITORING REPORT

The Jan. GM Monitoring Reports concerned Policy B (Global Executive Restraint) and Policy B8 (Board Logistical Support). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data, and was able to report compliance with this policy. **GM Carter** responded to questions from the Directors, providing additional detail. **GM Carter** was unable to report compliance with either policy. Policy B is out of compliance because several **MFC BOD**-approved updates are still in process (further updates to **MFC BOD** already scheduled). Directors assigned a “Low” severity indicator to this non-compliance. B8 remains out of compliance in regards to sub-policy 2 (meeting packets to be sent to Directors one week in advance of meeting). While this policy was also out of compliance last year, Directors noted a significant improvement, having received meeting packets in a timely manner for the majority of the year. **GM Carter** states that her goal for next year is to be on time with these packets every month; Directors also assigned a “Low” severity indicator to this non-compliance.

Recruitment timeline written report: tabled until February, 2017.

## POLICY REVIEW

Consult the table below for monthly policy review.

<b>2016-2017 POLICY REVIEW</b>				
<b>POLICY</b>	<b>1<sup>ST</sup> REVIEW</b>	<b>NOTES</b>	<b>2<sup>ND</sup> REVIEW</b>	<b>NOTES</b>
A Global	8/15/16	Ok as-is	02-20-17	
B Global	01/16/17	Ok as-is	n/a	n/a
B1	8/15/16	Ok as-is	02-20-17	
B2	12/19/16	Table Until 2-17	02-20-17	
B3	9/19/16	Ok as-is	n/a	n/a
B4	10/17/16	Ok as-is	n/a	n/a
B5	11/28/16	Ok as-is	n/a	n/a
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, 2<sup>nd</sup> Patty Casebolt; Pass)</u>
B7	11/28/16	Ok as-is	n/a	n/a
B8	01/16/17	Ok as-is	n/a	n/a
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	Ok as-is	n/a	n/a
C5	10/17/16	Ok as-is	n/a	n/a

C6	11/28/16	Ok as-is	n/a	n/a
C7	12/19/16	Ok as-is	n/a	n/a
C8	01/16/17	Ok as-is	n/a	n/a
D-Global, D1, D2, D3, D4	To be reviewed in 2017	n/a	n/a	n/a

**OLD BUSINESS**

There was no Old Business discussed at the Jan. meeting.

**NEW BUSINESS**

There was no New Business discussed at the Jan. meeting.

**EXECUTIVE SESSION**

**MFC BOD** entered Executive Session at 7:13 p.m.

**ADJOURNMENT**

**Fran Batzer** moved to adjourn the meeting at 7:25 p.m.; **Debi Boen** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., Feb. 20, at 5:30 p.m. at the law offices of **Pres. Jim Sims** (225 W. Main, Medford). The Finance Committee will meet before the Feb. 20 full Board meeting. Owners are welcomed and encouraged to attend both meetings. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

*Debi Boen*

Debi Boen

<b>ACTION LIST, JAN. 2017</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute minutes; begin Dec. agenda; update tracking spreadsheets; update MFC binder; update register; create policy reviews	Debi
ASAP	Further-out deli projections; written Emer BackUp Plan	Anne
02-20-17	Written report nominating/recruitment timeline project	Patty, Fran
02-20-17	Scheduled monitoring report B1 (Financial); update B6	Anne

**MOTION LIST 1-16-17**

<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 12-19-16 minutes as amended	Kellie Hill	Fran Batzer	Pass
Approve 2017 MFC Budget	Kristi Schoenbachler	Patty Casebolt	Pass
Adjourn	Fran Batzer	Debi Boen	Pass