

**Medford Food Co-op Board of Directors      May 21, 2018**

**Present:** Vice Pres. Kellie Hill, Treas. Kristi Schoenbachler, Fran Batzer, Patty Casebolt, Roger Noyes, Verne Underwood

**Absent:** Sec. Debi Boen      **Staff Present:** GM Anne Carter

**REPORTS**

The May, 2018 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 5/21/18.

Minutes of the 4/16/18 **MFC BOD** regular meeting were submitted; **Fran Batzer** moved to accept the minutes as submitted. **Kristi Schoenbachler** seconded the motion, which passed.

**GM Carter** submitted and presented her written report, with updates in the areas of finance, ownership, and public events. **MFC** added 89 new owners in April, and there were no owner share redemption.

**Relevant Financial Information**

April, 2018 sales were at \$423K, a 2.4% increase over April, 2017, 97% of budget. Operating expenses were at \$141K, 98.5% of budget. Net operating income was \$7K, 53% of budget, primarily due to lower gross profit and higher labor costs. Café sales were \$41k, 9.7% of total sales, 106.5% of budget.

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

- April 18 Great Start Eat Smart semi-annual meeting – Co-op provided lunch for attendees
- April 21 Bear Creek Stewardship Day – 194 participants, 5,100 lbs trash and 1 acre blackberries cleared
- April 28 Siskiyou Challenge – 6 staff members created team for fundraising event for RV Farm to School
- May 1-3 Marketing Matters – Halle and Juliana attended this NCG marketing conference
- May 5 Rec Fest – booth at Medford Park & Recreation event
- May 12 Tough As Nails Race – sponsored and had booth at race in Prescott Park

**Significant Operational Changes**

Increasing trends in the Café have shown a need to contract with Michelle O’Connor, the previous Deli Manager of Ashland Co-op and now a restaurant consultant, to help get systems better organized and increase efficiency.

**GM MONITORING REPORT**

The May, 2018 GM Monitoring Report concerned Policy B1 (Financial Condition and Activities). **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. Supplemental reports included the Balance Sheet as of March 31, Budget vs. Actuals Jan-April, Profit and Loss Jan-March, Assets/Liabilities/Equity Graph & Segregation of Duties in Money Handling and Accounting.

**GM Carter** was unable to report compliance with Policy B1 in the areas of sub-policy 2 (earnings not in compliance) and sub-policy 12 (conditional compliance because the audit is not yet complete).

Directors assigned a “Moderate” severity indicator to these areas of non-compliance.

The April, 2018 GM Monitoring Report concerned Policy B5 (Treatment of Consumers). **GM Carter** submitted a report detailing interpretation, operational definitions, and supporting data. However, an operational definition change requested by Directors in April, 2017 was not implemented when the report was written. Directors requested that the GM revise her B5 report, and resubmit it at the May meeting. With the change, **GM Carter** reported compliance with all parts of this policy.

**POLICY REVIEW**

Consult the table below for monthly policy review.

<b>2018-2019 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>
B4	3/19/18	Ok as-is		
D Global	3/19/18	Ok as-is		
D1	3/19/18	Ok as-is		

B5	4/16/18	Ok as-is		
D2	4/16/18	Ok as-is		
D3	4/16/18	Ok as-is		
C Global	5/21/18	Ok as-is		
C1	5/21/18	Ok as-is		
C2	5/21/18	Ok as-is		
B6	6/18/18			
B9	7/16/18			
D4	7/16/18			
C3	8/20/18			
C4	8/20/18			
C5	8/20/18			
B3	3/17/18			
B7	10/15/18			
C6	11/19/18			
C7	11/19/18			
B2	12/17/18			
B Global	1/21/19			
B8	1/21/19			
C8	1/21/19			
A Global	2/18/19			
B1	2/18/19			

## **OLD BUSINESS**

Annual Meeting was held Sunday, May 20, 2018. Forty-three members attended the meeting. Thirty-eight members deposited ballots prior to the meeting. The recommended changes for Bylaws 2.1 Admission, 3.6 Quorum and Voting, 3.7 Balloting, 4.2 Number and Qualification, 5.5 Decision Making, 7.4 Redemption, and 8.1 Distribution of Net Savings were approved. **Fran Batzer**, **Debi Boen** and **Patty Casebolt** were reelected to the Board. **Roger Noyes** and **Verne Underwood** were elected to the Board.

The Good Food Festival followed the Annual Meeting. Over 200 people attended. There was one last-minute vendor cancellation, and three vendors did not show up.

E-mail motion and vote occurring on May 1-3, 2018 regarding the NCGA Development Consulting Agreement was ratified by all present.

## **NEW BUSINESS**

There were additional proposed bylaw changes to section 8.1. Proposed changes were discussed by Directors. **Patty Casebolt** motioned that said proposed changes be detailed and submitted to the **MFC** membership at the 2019 Annual Meeting. **Verne Underwood** seconded.

**Verne Underwood** moved that the **MFC BOD** elect the following officers for the 2018-2019 fiscal year: President **Kellie Hill**, Vice President **Patty Casebolt**, Treasurer **Kristi Schoenbachler**, Secretary **Debi Boen**. The motion, which was seconded by **Fran Batzer**, passed.

Round table meetings with membership were set for June 21 at 2 p.m. and June 26 at 6 p.m. Discussion will include future expansion efforts.

Although the bylaw changes allow for up to an additional two members of the **MFC BOD** it was decided to postpone appointing any new members at this time.

**Todd Wallace** will provide a New Board Member orientation via phone at the Co-op to explain “big picture” Co-op work. This will be followed by a local overview by **GM Carter** and one or more current Board Members.

Board Member assistance was requested at the upcoming Brews, Bluegrass, BBQ event sponsored by **MFC** on June 2, 2018.

**GM Carter** presented a 1-year employment contract. **Fran Batzer** motioned to accept the contract as presented; **Patty Casebolt** seconded. The Directors unanimously approved.

**ADJOURNMENT**

At 7:50 p.m., **Fran Batzer** moved to adjourn the meeting; **Kristi Schoenbachler** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., June 18 at 5:30 p.m. The June meeting will be held in the conference room at Medical Eye Center (1333 E. Barnett, Medford). Owners are welcomed and encouraged to attend. Please see below for an Action List and a Motion Synopsis.

Respectfully Submitted,

Debi Boen

Debi Boen

<b>MOTION LIST 5-21-18</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 4/16/18 minutes as submitted	Fran Batzer	Kristi Schoenbachler	Pass
Detail proposed 8.1 changes for 2019 AM	Patty Casebolt	Verne Underwood	Pass
Elect 2018-2019 MFC BOD officers	Verne Underwood	Fran Batzer	Pass
Accept 1-yr. GM employment contract	Fran Batzer	Patty Casebolt	Pass
Adjourn	Fran Batzer	Kristi Schoenbachler	Pass

<b>ACTION LIST, MAY 2018</b>		
<b>TARGET DATE</b>	<b>ACTION</b>	<b>RESPONSIBLE PARTY</b>
ASAP	write & distribute May minutes; begin May agenda; update tracking spreadsheets; update PG doc.; create policy review, e-mail asstd. reports to Directors; e-mail Halle	Debi
6/2/18	Brews, Bluegrass, BBQ	All Invited to attend
6/18/18	Scheduled monitoring report B6	Anne
6/18/18	Policy Reviews: B6	All
6/18/18	Ratify May eVotes (two)	All
6/21 and 6/26	Round table expansion meetings	All invited to attend
Before 2019 Annual meeting	Propose Bylaw change, 8.1	Someone
June	New Director Orientation	Anne/Todd/Someone