

Medford Food Co-op Board of Directors June 17, 2019

Present: Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Roger Noyes, Sec. Debi Boen, Fran Batzer, Sarah Calhoun, Verne Underwood

Staff Present: GM Anne Carter

REPORTS

The June, 2019 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:30 p.m. on 06/17/19.

Minutes of the 05/28/19 **MFC BOD** regular meeting were submitted; **Verne Underwood** moved to accept the regular session minutes as submitted. **Roger Noyes** seconded the motion, which passed. Executive session minutes from 05/28/19 were also submitted. **Fran Batzer** moved to accept the executive session minutes as submitted. **Patty Casebolt** 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 31 new owners in May, and there were two owner share redemptions.

Relevant Financial Information

May, 2019 sales were at \$466K, a 3.4% increase over May, 2018, 101.5% of budget. COGS (Cost of Goods Sold) = \$315K, 107% of budget. Café sales = \$46K, 93% of budget, 9.8% of total sales. Operating expenses = \$144K, 91% of budget. Net operating income of \$7.5K was slightly higher than projected.

Public Events Affecting Perception of Co-op in Community

- 6/1 Brews, Bluegrass & BBQ event to raise funds for RV Food System Network – fewer attendees than last year, but still a fun & successful event.
- Each Monday in June doing lunch hour demonstrations at Asante as part of their employee wellness program.

Significant Operational Changes

- Expect to fill café manager position by 6/21.
- Initiated transition of POS by signing purchase agreement & making down payment. Expect to have new system up in August.

GM MONITORING REPORT

The June, 2019 GM Monitoring Report concerned Policy B6 (Staff Treatment and Compensation). **GM Carter** submitted reports detailing interpretation, operational definitions, and supporting data, including a copy of the GM compensation and benefits). **GM Carter** was able to report compliance with this policy. There was discussion regarding the new minimum wage increase and the need for a corresponding wage structure. Directors agreed that positional pay ranges should be officially established in writing. **Pres. Hill** suggested an employee survey, to determine employee priorities (i.e., answer the question, “What would it take to make **Medford Food Co-op** one of the best employers in the valley?”)

GM Carter also submitted policy updates for B1 (in compliance), B3 (redefining), B4 (significant increase in owner voting with addition of electronic balloting) and B6 (two staff attending August NCG training in Portland; compliance reported as of June, 2019).

POLICY REVIEW

Consult the tables below for monthly policy review:

| 2019-2020 POLICY REVIEW | | | | |
|-------------------------|------------------------|------------------------------------|------------------------|-------|
| POLICY | 1 ST REVIEW | NOTES | 2 ND REVIEW | NOTES |
| B4 | 3/18/19 | Ok as-is | | |
| D Global | 3/18/19 | Ok as-is | | |
| D1 | 3/18/19 | Ok as-is | | |
| B5 | 4/15/19 | Ok as-is | | |
| D2 | 4/15/19 | Ok as-is | | |
| D3 | 4/15/19 | Ok as-is | | |
| C Global | 5/20/19 | Ok as-is | | |
| C1 | 5/20/19 | Ok as-is | | |
| C2 | 5/20/19 | Ok as-is | | |
| B6 | 6/17/19 | Ok as-is | | |
| B9 | 7/15/19 | | | |
| A Global | 7/15/19 | | | |
| D4 | 4/15/19 | Correct as submitted; PC/VU | 7/15/19 | |
| C3 | 8/19/19 | | | |
| C4 | 8/19/19 | | | |
| C5 | 8/19/19 | | | |
| B3 | 9/16/19 | | | |
| C6 | 10/21/19 | | | |
| C7 | 10/21/19 | | | |
| B7 | 11/18/19 | | | |
| B Global | 12/16/19 | | | |
| B8 | 12/16/19 | | | |
| B2 | 1/20/20 | | | |
| C8 | 1/20/20 | | | |
| B1 | 2/17/20 | | | |

OLD/RECURRING BUSINESS

Training Opportunities

- Directors are encouraged to attend and participate in one of the upcoming training opportunities: CBLD 101 on 9/28 in Sacramento; Co-op Café on 10/5 in Portland.
- Board Retreat with Todd Wallace is scheduled for 9:00 a.m.-3:00 p.m. on Sat., July 20 in the Carpenter Room at the Medford library (205 S. Central).

Board Budget

- Annual Board Budget due at the July 15 meeting. **Treasurer Noyes** is currently working on the budget, and clarified some line items with Directors.

Committee Discussion

Todd Wallace was available via Skype to discuss use of committees by **MFC BOD**. Directors also had access to Cooperative Grocer article re committees written by **Wallace**. **Wallace** clarified the distinction between standing (permanent, with committee charter in policy governance register) and ad hoc (specific task-oriented, timeline) committees, giving examples of both. He also emphasized the need to establish clear and written goals and expectations for each

committee, and recommended that each committee contain at least one Director to act as the official channel to the Board. Directors agreed to check **MFC** bylaws regarding committees, and continue this discussion at the upcoming in-person training with **Wallace**.

NEW BUSINESS

Resolution Amendment

- Roger Noyes moved that amendment be made to Resolution No. 2016-0001 reflecting updating signatories on the **MFC** Checking Operating Account. Motion was seconded by Sarah Calhoun, and passed unanimously.

ADJOURNMENT

At 7:00 p.m., **Kellie Hill** moved to adjourn the meeting; **Debi Boen** seconded the motion, which passed. The next regular **MFC BOD** meeting is scheduled for Mon., July 15 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

| MOTION LIST 06-17-19 | | | |
|---------------------------------------|-----------------------|-----------------------|------------------|
| MOTION | 1st | 2nd | PASS/FAIL |
| Approve 05/28/19 minutes as submitted | Verne Underwood | Roger Noyes | Pass |
| Approve 05/28/19 ES minutes as sub. | Fran Batzer | Patty Casebolt | Pass |
| Approve 2016-001 Amendment | Roger Noyes | Sarah Calhoun | Pass |
| Adjourn | Kellie Hill | Debi Boen | Pass |

| ACTION LIST, JUNE 2019 | | |
|-------------------------------|--|--------------------------|
| TARGET DATE | ACTION | RESPONSIBLE PARTY |
| ASAP | Update official binder; write & distribute June minutes; update tracking spreadsheets; create July policy review, e-mail asstd. reports to Directors; e-mail Halle May minutes. Before July meeting: begin tentative agenda (e-mail Halle). Research Code of Conduct | Debi |
| 7-11-19 | Meeting | Fin. Comm. |
| 7-15-19 | Monitoring reports: B9 Succession; A Ends | Anne |
| 7-15-19 | Policy reviews: A Ends, B9, D4 | All |
| 7-15-19 | Updates, positional pay range doc + emp. Survey | Anne |
| 7-20-19 | Board retreat w/Todd | MFC BOD |
| 8-19-19 | Sugg. Revision policy C4 | Patty |
| 8-19-19 | Sugg. Revision policy C5 | Debi |