# Medford Food Co-op Board of Directors August 19, 2019

Present:Pres. Kellie Hill, Vice Pres. Patty Casebolt, Treas. Roger Noyes, Sec. Debi Boen, Fran Batzer, Sarah CalhounAbsent:Verne UnderwoodStaff Present:GM Anne Carter

## **REPORTS**

The August, 2019 Medford Food Co-op Board of Directors (*MFC BOD*) meeting was called to order at 5:30 p.m. on 08/19/19.

Minutes of the 07/15/19 *MFC BOD* regular meeting were submitted; *Fran Batzer* moved to accept the 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 14 new owners in July, and there was one owner share redemptions.

## **Relevant Financial Information**

July, 2019 sales were at \$427K, a 0.6% decrease over July, 2018, 96.7% of budget. COGS (Cost of Goods Sold) = \$280K, 97.5% of budget. Café sales = \$39K, 86.5% of budget, 9% of total sales. Operating expenses = \$151K, 94% of budget. Net operating income of -\$1.3K, which was only 25.6% of the deficit projected for July. New management of The Café has resulted in a revised menu which is currently being introduced; Café sales are expected to increase as we enter stabilization there. Director Batzer suggested that there be a brainstorming "summer event" session with The Café manager prior to the summer of 2020.

## Public Events Affecting Perception of Co-op in Community

- Ongoing: Recipients of the Positive Change table at the store at least once during the month we're raising funds for their organization. CASA was in the store 7/22, and Southern Oregon Land Conservancy tabled on 8/12.
   <u>Significant Operational Changes</u>
- Bulk Dept. lead resigned due to moving; replacement was hired from within.

## **GM MONITORING REPORT**

The August, 2019 GM Monitoring Report concerned Policy B1 (Financial Condition and Activities). *GM Carter* submitted reports detailing interpretation, operational definitions, and supporting data, including a copy of the 2<sup>nd</sup> Quarter Profit & Loss and Balance sheets). *GM Carter* was unable to report compliance with this policy. The following sub policies are out of compliance: 1) Adequate sales growth; and 2) Adequate EDITDAP and net income. *GM Carter* feels that the flat sales of June, July, and August are attributable in part to decreased Café sales. New Café employees and management are now in place, and sales are expected to rise. *GM Carter* believes that EDITDAP and net income shortfalls can be traced to errors in the 1st Quarter inventory, which impacted 2<sup>nd</sup> Quarter numbers; she expects compliance in this area during the 3<sup>rd</sup> Quarter. After discussion, Directors agreed to assign a "Moderate" severity level of concern to this report. The next update on this policy is due 10/21/19.

### POLICY REVIEW

Consult the tables below for monthly policy review:

2019-2020 POLICY REVIEW						
POLICY	1 <sup>ST</sup> REVIEW	NOTES	2 <sup>ND</sup>	NOTES		
			REVIEW			
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	Ok as-is		
A Global	7/15/19	Ok as-is		
D4	4/15/19	Correct as submitted; PC/VU	7/15/19	Ok as-is
C3	8/19/19	Ok as-is		
C4	8/19/19	Ok as-is		
C5	8/19/19	Patty/Sarah to rewrite	10/21/19	
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. *Pres. Hill* notes that the Sacramento trip will include a meeting with the board of the Sacramento co-op, which recently completed a major revision of its Bylaws.
  <u>Committee Discussion</u>
- Directors continued discussion of current and proposed standing and adhoc committees. A review of existing standing committee charters was begun, and it was decided that the Finance Committee Charter and Annual Meeting Charter should be revised. *Treasurer Roger Noyes* will submit a revised Finance Committee Charter at the 9/16/19 meeting. *President Kellie Hill* will submit a revised Annual Meeting Committee charter at the 9/16/19 meeting. Continued discussion of existing standing committee charters will take place at that meeting.

#### **NEW BUSINESS**

### **BOD Goals for Next Year**

• Discussion was begun brainstorming ways in which the *MFC BOD* can help drive store sales and owner engagement. This discussion will be ongoing.

#### **ADJOURNMENT**

At 7:30 p.m., *Sarah Calhoun* moved to adjourn the meeting; *Fran Batzer* seconded the motion, which passed. The next regular *MFC BOD* meeting is scheduled for Mon., Sept. 16 at 5:30 p.m. The Sept. 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,

Debí Boen

### Debi Boen

MOTION LIST 08-19-19						
MOTION	1 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL			
Approve 07/15/19 minutes as submitted	Fran Batzer	Patty Casebolt	Pass			

Adjourn Sarah Calhoun Fran Batzer Pass
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ACTION LIST, AUGUST 2019					
TARGET DATE	ACTION	RESPONSIBLE PARTY			
ASAP	Update official binder; write & distribute August minutes; update tracking spreadsheets; create July policy review, e-mail asstd. reports to Directors; e-mail Halle July minutes. Before Sept meeting: begin tentative agenda (e-mail Halle).	Debi			
9-12-19	Meeting	Fin. Comm.			
9-16-19	Monitoring reports: B3 Asset Protection	Anne			
9-16-19	Policy reviews: B3	All			
9-16-19	Rewrite, Annual Comm Charter	Kellie			
9-16-19	Rewrite, Finance Comm Charter	Roger			
9-16-18	Rec. re 10-25-18 \$\$ motion	Kellie			