

Medford Food Co-op Board of Directors June 15, 2020

NOTE: Due to COVID-19, meeting conducted online via Zoom

Present: President Kellie Hill, Vice President Patty Casebolt, Secretary/Treasurer Roger Noyes, Fran Batzer, Sarah Calhoun, Verne Underwood **Staff Present:** General Manager Anne Carter, Board Assistant Kathy Damas

Call to Order

The June 15, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:31 p.m.

Previous Meeting Minutes

Minutes of the May 18, 2020 **MFC BOD** regular meeting were submitted; **Patty Casebolt** moved to accept the minutes as submitted. **Verne Underwood** seconded the motion, which passed.

Owner's Forum

Owner Rick Bonetti joined the meeting at 6:15 p.m. and introductions were made. As a new owner, Rick expressed interest in simply observing the meeting and had no specific topics to address.

GM REPORT

General Manager (GM) Carter submitted and presented her written report, with updates in the areas of finance, ownership, The Café, COVID-19/significant operational changes, and public events.

Relevant Financial Information

- May sales were \$530K, a 13.6% increase over last May and 107% of budget.
- COGS = \$352K, 106% of budget.
- Operating Expense = \$143K, 92% of budget.
- Net operating income = \$35K, 428% of budget.
- May online sales = \$12,726, average basket = \$125.
- Days cash on hand as of 5/31/2020 = 56.5 days (includes COG + PPP loan).
- **MFC** received Paycheck Protection Program (PPP) loan of \$198,860 in May.

Ownership Level Issues

- In May, **MFC** added 51 new owners after conducting a soft membership drive; there was 1 share redemption.
- Café Update – May sales = \$23K, 49% of budget.
- Crisis Communication Plan – The final draft has been completed. An in-person training session for the Crisis Team will be scheduled for later in July.
- **GM Carter** consulted with a local attorney to review lease renewal options.

COVID-19 Update

- Operational Procedures – The bulk department is being reconfigured so that all ready-to-eat foods will be in gravity bins or pre-packed. Spices and herbs will be placed into smaller jars with pour lids. Once these changes are made customers will be able to serve themselves in the bulk area. Cost for new bins and jars will be approximately \$6K.
- The kombucha growler fill station will be removed.
- Customer traffic is increasing and basket size is decreasing as people are making more frequent trips to the store.

Public Events Affecting Perception of Co-op in Community

- The farm tour has been cancelled, as well as the BBB event. **MFC** is considering other ways to promote local farms.
- Protests & Riots – Although protests in Medford were relative peaceful, the riots in larger cities caused **MFC** customers to stock up on groceries. Some of **MFC's** deliveries were affected for about a week.
- The Chamber is hosting "KickStart Southern Oregon". **MFC** will participate, offering special discounts in the Café every Monday, Tuesday, and Wednesday from June 15-July 15, 2020.
- **MFC** continues to offer \$3 Sandwiches every Wednesdays for different groups that serve the community: June is for restaurant employees; July will be for teachers. **MFC** received matching funds from the Oregonian to run promotions for this service on their Oregon Live site.

GM MONITORING REPORTS

- **GA Kathy Damas** excused herself for this portion of the meeting. **GM Carter** reported that B6 – Staff Treatment and Compensation – is in compliance and was accepted by the **BOD**.

POLICY REVIEW

Governance Policies are reviewed each month based on the schedule below.

2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1ST REVIEW	NOTES	2ND REVIEW	NOTES
B4	3/18/20	OK as-is		
D Global	3/18/20	OK as-is		
D1	3/18/20	OK as-is		
C7	3/18/20	Special Request Review: Accept as updated SC/VU		
B5	4/20/20	OK as-is		
D2	4/20/20	OK as-is		
D3	4/20/20	OK as-is		
D4	4/20/20	OK as-is		
C Global	5/18/20	OK as-is		
C1	5/18/20	OK as-is		
C2	5/18/20	OK as-is		
B6	6/15/20	OK as-is		
B9	7/20/20			
A Global	7/20/20			
C3	8/17/20			
C4	8/17/20			
C5	8/17/20			
B3	9/21/20			
C6	10/19/20			
C7	10/19/20			
B7	11/16/20			
B Global	12/21/20			
B8	12/21/20			
B2	1/18/21			
C8	1/18/21			
B1	2/15/21			

OLD/RECURRING BUSINESS

Bylaw Revisions – Next Steps

- **President Kellie Hill** reported that two Q&A sessions have been scheduled and will take place via Zoom. The first will be on Tuesday, July 14, 2020, at 7:00 p.m. with Todd from Columinate facilitating. The second session will be on Wednesday, July 22, 2020 at 10:00 a.m. **Verne Underwood** will lead these informal sessions with support from the Bylaw Revision Committee. **Anne** will set up the Zoom invitation and Halle will include information about the Q&A sessions in the newsletter.

Committee Reports: Finance, Owner Engagement, Bylaw Revision

- **Finance: Chair Roger Noyes** reported that the committee spent time discussing uncertainty. With multiple unknowns on the horizon due to COVID19, **GM Carter** is creating multiple budgets depicting several possible scenarios which will allow for easier adjustments as needed.
- **Owner Engagement: Co-chairs Fran Batzer** and **Sarah Calhoun** outlined a possible agenda for the option of a 20-minute virtual annual meeting, which would be recorded. The decision about the annual meeting format and venue will be made no later than early August. More owner engagement meetings may be held in

August and September to increase interaction and introduce board candidates. These meetings could be advertised through MFC’s weekly emails since newsletter timing won’t provide sufficient notice.

- **Bylaw Revision: Chair Verne Underwood** noted that all updates were covered earlier in the meeting.

Board Recruitment

- **President Kellie Hill** noted the desire to encourage owners to serve and urged BOD members to consider people they may want to talk with about becoming candidates. In addition to filling the position left open by former Secretary Debi Boen’s resignation, **President Hill** noted that filling other positions is a consideration.

Board Retreat

- **President Kellie Hill** reported that Saturdays in October are the best possible dates. Brief discussion followed; the final date will be chosen after all **Directors** and **Anne** have checked their availability. **Kellie** asked the **BOD** to begin thinking about topics to cover at the retreat; **Patty Casebolt** suggested exploring an expansion timeline, BOD roles, and next steps.

Board Training Webinars

- **President Kellie Hill** mentioned an upcoming Policy Governance Deep Dive training with Columinate; **Patty Casebolt** emailed the registration link.

NEW BUSINESS

Board Manual/Policy Governance Document Format

- **President Kellie Hill** and **Board Assistant Kathy Damas** suggested that the Governance Policy document be renamed “MFC Board Manual and Governance Policies” to better reflect that the current contents include what used to be a separate Board Manual. The **BOD** agreed with this change. **BA Damas** will continue to inform the **BOD** of future updates with page numbers for ease of printing.

Meeting Format - July

- After a brief discussion, the **BOD** agreed that the July meeting will be held via Zoom and to reassess for August at that time. **GM Carter** will create the Zoom invitation; **BA Damas** will send the Zoom link to the **BOD** with the final agenda in the days prior to the meeting.

Board Email Address

- **GM Carter** will set this up so that owner correspondence will no longer be through the **BOD members’** personal email accounts.

President Kellie Hill announced that she, **Fran Batzer**, **GM Carter**, and The Café manager Andrea have begun meeting to restructure The Café to improve traffic flow, address sound issues, and prepare for other post-pandemic updates. The goal is to complete the redesign by late summer/early fall and to celebrate with a grand re-opening.

ADJOURNMENT

At 6:43 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 Monday, July 20, 2020, at 5:30 p.m., via Zoom. Owners are welcomed and encouraged to attend. Please see below for this meeting’s Motion Synopsis and Action List.

Respectfully Submitted,
 Kathy Damas, Board Administrative Assistant

MOTION SYNOPSIS			
MOTION	1st	2nd	PASS/FAIL
Approve 5/18/2020 regular minutes as submitted	Patty Casebolt	Verne Underwood	Pass
Adjourn	Sarah Calhoun	Fran Batzer	Pass

ACTION LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
ONGOING		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email minutes, reports, and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
3 days prior to Board Meeting	Email reports to Directors	Anne
Days prior to Board Meeting	Email final agenda and Zoom invitation link to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
NEW/CURRENT		
ASAP	Mail signed C of C Acknowledgment forms to Anne	Board
ASAP	Enter signed, scanned BOD C of C Acknowledgment forms into official binder	Kathy
ASAP	Share recruitment ideas/ potential board members for follow up	Board / Kellie
ASAP	Create Zoom invitation for Bylaw Revision Q&A sessions	Anne
ASAP	Create Zoom invitation for BOD meetings	Anne
ASAP	Create email address for BOD	Anne
7/20/2020	Tentatively schedule Board Retreat with Todd for October	Kellie
8/1/2020	Determine annual meeting format/venue	Owner Engagement Committee
Mid-August	Have annual meeting ballots prepared	Owner Engagement Committee
August/September	Schedule owner engagement events prior to annual meeting to introduce BOD candidates; include dates in weekly MFC email	Owner Engagement Committee