

Medford Food Co-op Board of Directors July 20, 2020

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

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

Call to Order

The July 20, 2020 Medford Food Co-op Board of Directors (**MFC BOD**) meeting was called to order at 5:35 p.m.

Previous Meeting Minutes

Minutes of the June 15, 2020 **MFC BOD** regular meeting were submitted; **Roger Noyes** moved to accept the minutes as submitted. **Fran Batzer** seconded the motion, which passed.

Owner's Forum

Owner and former Board Secretary Debi Boen was welcomed; she said she was there to observe the meeting and see everyone again.

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

- June sales were \$524K, a 22.9% increase over last June and 106.6% of budget.
- COGS = \$313K, 104% of budget.
- Operating Expense = \$162K, 100% of budget.
- Net operating income = \$50K, 161.7% of budget.
- Days cash on hand as of 6/30/2020 = 50.
- NCG JLF reduced to the usual 8%. Received refund of \$11K. No longer on monthly watch list.

Ownership Level Issues

- In June, **MFC** added 29 new owners; there were no share redemptions.
- Café Update – June sales = \$28K, don't have monthly sales projection for Café.
- Board Q & A – First session went well. An owner and his partner attended. Halle will be posting the recording on the website.

COVID-19 Update

- The most recent update was posted on the website on 7/16 highlighting mask requirement, staff appreciation, bulk department reset, product availability, and special orders.

Public Events Affecting Perception of Co-op in Community

- The farm tour has been cancelled. AFC and **MFC** are creating a series of virtual farm tours.
- Commitment to conversations throughout the organization are ongoing to identify practices and policies that need improvement so that everyone feels truly welcome at **MFC**.
- **MFC** continues to offer \$3 Sandwiches every Wednesday for different groups that serve the community. This has been a popular social media post, and Wednesdays have become the Café's highest sales day of the week.

Significant Operational Change

- Operational changes were reported above in the COVID-19 update.

Policy Compliance Updates

- Nothing new to report.

President Hill asked about online ordering. **GM Carter** reported that in June requests had begun declining but have been increasing recently with the new mask requirement. There are fewer orders but larger carts.

GM MONITORING REPORTS

Policy A – Global Ends. *GM Carter* explained that rather than determining compliance, her report summarizes the Co-op’s progress in accomplishing the Board’s Ends policy. The **BOD** accepted her compliant report as a living document.

Policy B9 – Emergency GM Succession. *GM Carter* was unable to report compliance with this policy because the managers designated as Board liaisons did not attend a board meeting in the past year.

- The **BOD** agreed to assign Low severity to this policy noncompliance. *President Hill* suggested that compliance become a higher priority for *GM Carter* in the coming year and that new Board members should become acquainted with this policy and the staff involved.

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		
A Global	7/20/20	OK as-is		
B9	7/20/20	OK; BOD requested that pronouns he/she/him/her be updated to they/them in all policies		
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 Hill** and **Verne Underwood** reported that the first bylaw revision Q&A session went well. Todd from Columinate facilitated and there was one Co-op member in attendance who had good comments and questions. Halle will post the recording on the website. The next session will be on Wednesday, July 22, 2020 at 10:00 a.m.

Committee Reports: Finance, Owner Engagement, Bylaw Revision, Nominating

- **Finance: Chair Roger Noyes** reported that the store is doing well financially and commended **GM Carter** on a great report.
- **Owner Engagement: Co-chairs Fran Batzer** and **Sarah Calhoun** haven't met recently but have an agenda and will schedule their next meeting soon.
- **Bylaw Revision: Chair Verne Underwood** had nothing more to report.
- **Nominating: President Hill** reminded the **BOD** that all of Directors belong to the Nominating Committee. She mentioned a potential candidate she has been in contact with. Discussion followed regarding the number of seats open, how the current and proposed bylaws address term length, and different approaches to recruiting. The deadline for Board petitions is August 20, 2020 and ballots will be distributed by the second week of September. **President Hill** asked that **GM Carter** have Halle post that there are three open Board seats on the website.

Board Retreat

- **President Hill** reported that the Board retreat will be held on October 31, 2020. Options were generated for focus areas or subjects of interest such as an expansion timeline and **MFC's** future vision in light of COVID-19.

Board Training Webinars

- **President Hill** noted a Columinate finance training in August. **Verne Underwood** expressed interest; she will send the registration link to the **BOD**.

NEW BUSINESS

Board Training Webinar Recap – Policy Governance Deep Dive

- **Sarah Calhoun** hasn't listened to the recording yet. She will report on this in the future.

Board Stipend

- **Treasurer Roger Noyes** described this line-item in the Board budget, noting inequities. He invited discussion about options that may be more equitable, which followed. The history and definition of stipend was discussed as well as other types of financial recognition organizations provide to leaders in service. Current and proposed bylaw language was also referenced. **Treasurer Noyes** agreed to continue looking at this; **President Hill** said **Patty Casebolt** has offered to help. They will report their ad hoc committee findings at the August 2020 **BOD** meeting.

Board Budget 2021

- **Treasurer Roger Noyes** noted that the 2021 Board budget is very similar to 2020's, pointing out that while a few line-items had adjustments, the bottom lines remained similar. A vote on the budget was tabled until the Board Stipend line-item is clarified.

Café Redesign

- **Fran Batzer** with input from **President Hill** and **GM Carter**, reported on highlights of the redesign which include creating more pantry and prep space, more efficient flow for customers, adding a second POS, and several noise-reducing measures that will result from these upgrades. **President Hill** thanked **Fran Batzer** for her work and taking the lead on this project.

Meeting Format – August

- After a brief discussion, the **BOD** agreed that until further notice, all Board meetings will be held via Zoom.

Board Email Address

- Owner correspondence will now go to board@medfordfood.coop. **President Hill** noted that this assists with Presidential succession as emails will no longer go to personal accounts.

Email Inclusion Clarification

- **President Kellie Hill** polled the Board about being copied more or less on emails other than direct committee or Board information. All Directors agreed they'd like to be included initially for their information but that subsequent emails should then be directed to just those involved.

ADJOURNMENT

At 7:41 p.m., **Roger Noyes** moved to adjourn the meeting; **Verne Underwood** seconded the motion, which passed.

The next regular **MFC BOD** meeting is scheduled for Monday, August 17 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	1 st	2 nd	PASS/FAIL
Approve 6/15/2020 regular minutes as submitted	Roger Noyes	Fran Batzer	Pass
Adjourn	Roger Noyes	Verne Underwood	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		
8/17/2020	Update all Governance Policy pronouns from her/him to they/them	Kathy
8/17/2020	Report ad hoc Stipend committee findings	Roger / Patty
ASAP	Share recruitment ideas/ potential board members for follow up	Board / 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
10/1/2020	Send retreat focus/subject ideas to Kellie	Board
Post-BOD Election	Acquaint new members with policy B9 and staff involved	Anne / Kellie
PLACEHOLDER for FUTURE AGENDA	Evaluate BOD recruitment parameters (See Committee Charter/Board Recruitment document, Gov. Policies page 38)	Board / Kellie