

# Medford Food Co-op Board of Directors November 16, 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, Matt Dorris, Barry Robino, Verne Underwood

**Staff Present:** General Manager Anne Carter, Board Administrative Assistant Kathy Damas

## **Call to Order/ Introductions**

The November 16, 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 October 19, 2020 MFC BOD regular meeting were submitted. **Roger Noyes** moved to accept the minutes as submitted; **Barry Robino** seconded the motion, which passed unanimously.

## **Owner's Forum**

There were no owners present.

## **GM REPORT**

**GM Carter** submitted and discussed her written report with updates in the areas of finance, ownership, The Café, crisis updates, public events, and significant operational changes.

### **Relevant Financial Information**

- October sales were \$496K, a 12% increase over last October and 94.6% of budget.
- COGS = \$332K, 97% of budget.
- Operating Expense = \$150K, 94% of budget.
- Net operating income = \$13.7K, 63.5% of budget.
- Days cash on hand as of 10/31/2020 = 61.
- October On-line Shopping = \$7,664, 53 transactions, \$145 basket size.

### **Ownership Level Issues**

- In October, **MFC** added 31 new owners and had 5 owner share redemptions.
- New benefit for owners began in October. Every owner receives 10% off Co-op deals on Tuesdays.
- Café Update – October sales = \$21.6K, 56.5% of budget, 4.4% of sales.

### **Current Crisis Update**

- As COVID-19 infections have increased in Jackson County, additional restrictions have been placed on social gatherings. Additional state-wide restrictions were implemented today, 11/13/2020, that will take effect from 11/18/2020 through at least 12/2/2020. Specifically, retail stores are limited to 75% of capacity and restaurants may only be open for take-out.

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

- **MFC** had hoped to reopen the Café before Thanksgiving. At this time, it will only be able to be open for take-out orders.

### **Significant Operational Changes**

- **MFC** made plans to implement a customer metering process in preparation for increased holiday shopping even before the new guidelines were announced today. During busy times, restaurant pagers will be issued to customers who are waiting to enter the store. Customers may wait in their vehicle until their turn.

### **Policy Compliance Updates**

- Nothing new to report. An estimate for security cameras has not yet been obtained.

## **GM MONITORING REPORTS**

**Policy B7 – Board Communication.** **GM Carter** reported compliance with this policy, which helps the GM keep the Board informed and supported in its work. Monitoring reports submitted during the previous 12 months have been acceptable and timely. Board policies have overall been in compliance. A few sub-sections in non-compliance have pending actions or plans to bring them into compliance. **GM Carter** communicated with the full Board outside of a Board meeting as needed regarding immediate matters such as the pandemic, PPP loan, and the fires.

## POLICY REVIEW

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

<b>2019-2020 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE</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	3/18/20	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	OK as-is		
C4	8/17/20	OK as-is		
C5	8/17/20	Change to match recently updated BOD Code of Conduct language (VU/PC)	9/21/20	OK as corrected (VU/RN)
B3	9/21/20	OK as-is		
C6	10/19/20	OK as-is		
C7	10/19/20	OK as-is		
B7	11/16/20	OK as-is		
B Global	12/21/20			
B8	12/21/20			
B2	1/18/21			
C8	1/18/21			
B1	2/15/21			

## OLD/RECURRING BUSINESS

### Committee Reports: Finance, Owner Engagement, Board Stipend

- **Finance:** **Chair Roger Noyes** reported that **GM Carter** is developing three versions the 2021 budget based on possible scenarios. She will bring all potential budgets back to the Finance Committee and the full Board in December.
- **Owner Engagement:** **Co-chairs Fran Batzer** and **Sarah Calhoun** will be meeting in late November.
- **Board Stipend:** **Co-chair Roger Noyes** stated he will likely have a proposal to present next month.
- **Nominating:** The annual meeting and Board election was moved to the to the fall this year and will likely be moved back to spring/early summer next year. **President Hill** reminded directors they are all on the Nominating Committee. She asked them to be thinking about potential candidates as two current directors will not be seeking re-election.

### Board Training Webinars

- **President Hill** highlighted upcoming Columinate webinars and encouraged Directors to take advantage of them.

### Café Remodel Update

- **GM Carter** reported that the remodel is going well although some details are taking longer. Costs have been lower than planned; when the final pieces of equipment are purchased she anticipates the overall project will be completed just under budget. Two new Café staff members have been hired.

### Board Retreat Recap

- **GM Carter** reported that the CORE staff appreciated being a part of the conversations and is excited about **MFC's** future direction. More discussion about next steps will be held in the Executive Session.

## **NEW BUSINESS**

### Officers Slate

- **President Hill** submitted the following slate of officers for the Board's consideration:

- President: Kellie Hill
- Vice President: Patty Casebolt
- Treasurer: Roger Noyes
- Secretary: Sarah Calhoun

**Verne Underwood** moved to accept the slate of officers as presented; **Barry Robino** seconded the motion, which passed unanimously.

### Competitive Plan for MoC Opening

- **GM Carter** has been working with staff for several months to increase awareness of all the unique ways it offers value. Owner benefits, community connections, and freshness of organic food that is truly local are examples of **MFC's** strengths that are being increasingly communicated.

### Newsletter Article

- **President Hill** will reach out to the BOD via email seeking a volunteer to write an article for the quarterly newsletter; deadline is December 15, 2020.

## **EXECUTIVE SESSION**

From 6:16 – 6:59 p.m., after excusing **Fran Batzer**, the **MFC BOD** moved into an Executive Session.

## **ADJOURNMENT**

At 6:59 p.m., **Sarah Calhoun** moved to adjourn the meeting; **Patty Casebolt** seconded the motion, which passed unanimously.

The next regular **MFC BOD** meeting is scheduled for Monday, December 21, 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

<b>MOTION SYNOPSIS</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>PASS/FAIL</b>
Approve 10/19/2020 regular minutes as submitted	Roger Noyes	Barry Robino	Pass
Slate of Officers	Verne Underwood	Barry Robino	Pass
Adjourn	Sarah Calhoun	Patty Casebolt	Pass

## ACTION LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
<b>ONGOING</b>		
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, additional documents, and Zoom meeting link to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars	BOD
<b>NEW/CURRENT</b>		
12/21/2020	Update BOD on asset distribution and security camera system	Anne
12/21/2020	Send corrected Balance Sheet to BOD	Anne
12/21/2020	Send updated Budget Overview to BOD	Anne
2021 Annual Meeting	Brainstorm potential candidates for next BOD election	BOD