

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday October 18, 2021

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

Present: President Kellie Hill, Vice President Patty Casebolt, Secretary Sarah Calhoun, Treasurer Roger Noyes, Fran Batzer, Matt Dorris, Peggy Leviton, Barry Robino, Dan Smith

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

Call to Order / Introductions

The October 18, 2021 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Previous Meeting Minutes

- Minutes of the September 20, 2021 MFC BOD regular meeting were submitted. **Matt Dorris moved to accept the minutes as submitted; Roger Noyes seconded the motion, which passed unanimously.**
- Minutes of the September 20, 2021 MFC BOD Executive Session were submitted. **Fran Batzer moved to accept the Executive Session minutes as submitted; Barry Robino seconded the motion, which passed unanimously.**

Owner's Forum

There were no additional owners present.

GM MONTHLY REPORT

Relevant Financial Information

- September sales were \$478K, a 2.5% decrease over last September and 105% of budget.
- Café Update – September sales = \$42K, 96% of budget, 8% of sales.
- COGS = \$311K, 96% of budget.
- Operating Expense = \$149K, 96% of budget.
- Net operating income = \$19K, \$42K over budget.
- Days cash on hand as of 9/30/2021 = 74.9.
- September On-line Shopping = \$3,197, 30 transactions, \$107 basket size.
- Expensive repairs this week: Main compressor rack repair along the \$3K of product loss. Water leak is puddling in parking lot; still working to locate the source of the leak.

Ownership Level Issues

- In August, MFC added 14 new owners and had 1 owner share redemption.
- Update on 2020 Patronage Dividend Process – Patronage dividends were available for owners on 9/10/2021. As of 9/30, over \$33,400 in dividends have been redeemed. In late September, MFC mailed 1,034 letters to owners who had not yet redeemed their dividend. This letter is helping staff to update the owner database, revealing owners who have left the area and bringing in owners who have not been in the store for awhile.

COVID Update

- Nothing new to report.

Public Events Affecting Perception of Co-op in Community

- The staff and board anniversary celebration has been cancelled due to minimal interest. It's understandable that people may be hesitant to gather with those they don't know well, even outdoors.
- A new email campaign through Rosebud Media is being utilized to inform local residents about the owner drive in October. November's email will include a sweepstakes and turkey promo. December will be a targeted blast.
- Holiday Promotions: A number of coupons, sales, and promotions have been planned through the end of 2021.
- Turkey reservations are now being taken.
- Bear Creek Stewardship Day on 9/25 was successful. Over 200 volunteers participated overall. We had 17 volunteers register at our location, and we collected about 400 lbs of trash.

Significant Operational Change and Policy Compliance Updates

- Security cameras: Waiting for a quote from a second company.
- Store hours have been extended to 8am – 8pm daily; these will be the hours through the end of the year. The Café hours remain 8am – 6pm weekdays.
- MFC has several open positions: grocery clerk (full time), floor supervisor (full time), cashier (part time), and cook (full time).

GM MONITORING REPORT

GM Policy B1: Financial Condition (Q3). **GM Carter** reported non-compliance with sub-policy #1: Adequate sales growth. All submitted reports included detailed interpretation, operational definitions, and supporting data.

GM Carter reported that the financial conditions of Q3 are very similar to Q2. In sub-policy #1, the sales growth decline of -1.7% was expected because this quarter is being compared to unusually high sales during the third quarter of 2020. After a brief discussion the Directors unanimously agreed to accept the GM’s Policy B1 report, acknowledging that it is out of compliance. No level of severity was assigned.

BOARD GOVERNANCE POLICY REVIEW

Policies are reviewed each month based on the schedule below.

2021-2022 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1 ST REVIEW	NOTES	2 ND REVIEW	NOTES
B6	3/15/21	OK as-is		
D Global	3/15/21	OK as-is		
D1	3/15/21	OK as-is		
B5	4/19/21	OK as-is		
D2	4/19/21	OK as-is		
D3	4/19/21	OK as-is		
C Global	5/17/21	OK as-is		
C1	5/17/21	OK as-is		
C2	5/17/21	OK as-is		
B4	6/21/21	OK as-is		
A Global	7/15/21	OK as-is		
B9	7/15/21	OK as-is		
C3	8/24/21	OK as-is		
C4	8/24/21	OK as-is		
C5	8/24/21	OK as-is		
B3	9/20/21	OK as-is		
C6	10/18/21	OK as-is		
C7	10/18/21	OK as-is		
B7	11/15/21			
B Global	12/20/21			
B8	12/20/21			
B2	1/17/22			
C8	1/17/22			
B1	2/21/22			
D4	2/21/22			

OLD/RECURRING BUSINESS

Committee Reports

- Finance: **Treasurer Roger Noyes** had nothing more to add to Anne’s quarterly financial report given earlier.

- **Owner Engagement: Co-Chair Sarah Calhoun** reported that the Committee met and talked about things they could do once in-person events can be held. She thanked Directors for participating at the tabling events and requested feedback. All reported being well-received and having a good experience. Discussion followed about potential ways to address language barriers in the Co-op's future marketing efforts.

Board Retreat

The Board's 2021 Retreat will be held on Saturday, October 30th from 9am to 3pm at the Medical Eye Center. **Vice President Casebolt** explained the Covid safety measures that must be taken while in the building. **President Hill** gave an overview of the tentative agenda which will focus on expansion. Discussion followed about ways to recognize the CORE staff members for their hard work during the pandemic. **GM Carter** will send Directors proposed options and costs for an email vote prior to the Board Retreat.

Board Training Webinars

President Hill highlighted a few of the Columinate webinars coming in late October and November.

NEW BUSINESS

Submit/Approve Committee Charters

Each Committee Chair spoke to their suggested changes, which included updates to member lists and slight wording changes. **President Hill** also noted that all Directors are members of the Nominating Committee and requested that at least one Director is needed to fill Verne Underwood's seat on the Contract and Compensation Committee.

DC Contract & Consultation

GM Carter spoke with MFC's DC consultant, John, about the Board's expansion pro forma questions that arose during the September Executive Session. John has been invited to attend either the November or December Board Meeting to answer the Board's questions in Executive Session.

Discussion about terms of the current DC contract followed, including when it expires and how much of it has been spent to date. **GM Carter** will check with John to clarify answers to those questions.

ADJOURNMENT

At 7:09 p.m., **Dan Smith** moved to adjourn, **Patty Casebolt** seconded; the motion passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, November 15, 2021, 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 9/20/2021 regular minutes as submitted	Matt Dorris	Roger Noyes	Pass
Approve 9/20/2021 ES minutes as submitted	Fran Batzer	Barry Robino	Pass
Adjourn	Dan Smith	Patty Casebolt	Pass

ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
ONGOING		
Within 1 week after Board Meeting	Write minutes; update reports and documents as needed. Email draft minutes and tentative agenda to Directors. Email approved minutes and tentative agenda to Halle.	Kathy
4 days prior to Board Meeting	Email reports to Directors	Anne
4 days prior to Board Meeting	Email access link to board packet to Directors.	Kathy
Prior to Board Meeting	Conduct Committee meetings	Committees
Ongoing	Attend Columinate webinars	BOD
Ongoing	Boost MFC on social media: Follow, like, comment, share	All
NEW / CURRENT		
ASAP	Send CORE recognition proposal to BOD for e-vote	Anne
11/15/2021	Update BOD on security camera system	Anne
11/15/2021	Research credit unions for possible asset distribution	Kellie / Anne
11/15/2021	Make changes to Committee Charters; send with next packet	Kathy
11/15/2021	Ask John to clarify DC contract expiration and expenses to date	Anne
11/15/2021	Determine need for audit prior to sale of preferred shares	Anne
11/15/2021	Update Personnel Policies; Have attorney review	Anne
December 2021	Join Contract and Compensation Committee (at least one Director needed to fill vacant seat)	BOD
<i>FYI: UPCOMING COLUMINATE TRAININGS</i>		
Oct. 28	Navigating the GM Compensation & Evaluation Process	BOD
Nov. 4, 11, 18, Dec. 2	Finance Training for Directors	BOD
Nov. 13	Virtual CBL 101	BOD