

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday December 20, 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 December 20, 2021 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:30 p.m.

Owner's Forum

There were no additional owners present.

Previous Meeting Minutes

- Minutes of the November 15, 2021 MFC BOD regular meeting were submitted. **Dan Smith** moved to accept the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.
- Minutes of the November 15, 2021 MFC BOD Executive Session were submitted. **Peggy Leviton** moved to accept the minutes as submitted; **Matt Dorris** seconded the motion, which passed unanimously.

GM MONTHLY REPORT

Relevant Financial Information

- November sales were \$512K, a 4% decrease over last November and 95.5% of budget.
- Café Update – November sales = \$34K, 82% of budget, 6.7% of sales.
- COGS = \$339K, 104% of budget.
- Operating Expense = \$157K, 92.9% of budget.
- Net operating income = \$16K, 39% of budget.
- Days cash on hand as of 11/30/2021 = 75.
- November On-line Shopping = \$3,188.35, 23 transactions, \$138.62 basket size.
- Thanksgiving sales were down a bit this year likely due to more multi-family gatherings, travel, and competition from other local grocers.
- Staff Bonus – (Board Assistant Kathy Damas left for this discussion.) **GM Carter** submitted a proposal for a year-end staff bonus, which required Board approval as an expenditure that's not part of the 2021 budget. **Secretary Calhoun** reported that after discussion, **Matt Dorris** moved to accept GM Carter's proposal; **Barry Robino** seconded. The motion passed unanimously.

Ownership Level Issues

- In November, MFC added 15 new owners; November share redemptions = 10.

COVID Update

- **GM Carter** wanted the Board to understand a potential change that MFC is considering in the way the mask mandate is enforced beginning January 1, 2022, unless an Omicron surge affects the current state-wide mask guidelines.

Public Events Affecting Perception of Co-op in Community

- Holiday Promotions: A number of coupons, sales, and promotions have been planned through the end of 2021.
- New website went live on November 1, 2021: medfordfood.coop. Please check it out and give Halle feedback.
- Applications are being accepted for the 2023 Positive Change program through 1/31/2022. Organizations that would benefit may visit www.medfordfood.coop/positive-change
- MFC donated 25 turkeys to the Teresa McCormick Center to be distributed to needy families.

Significant Operational Change and Policy Compliance Updates

- Security cameras: No update.
- Hiring: A cashier, cook, and multi-department clerk were hired since Thanksgiving.

GM MONITORING REPORT

GM Policy B Global: Executive Constraint. **GM Carter** reported compliance with all parts of this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data, including the Monitoring Compliance Table. She noted that this policy focuses on following the law and the Seven Cooperative Principles. **Matt Dorris** moved to accept the GM Monitoring Report B Global as compliant; **Patty Casebolt** seconded the motion, which passed unanimously.

GM Policy B8: Board Support. **GM Carter** reported compliance with all parts of this policy. All submitted reports included detailed interpretation, operational definitions, and supporting data. This policy highlights administrative support for the Board, communication, and providing and archiving Board documents. **Dan Smith** moved to accept the GM Monitoring Report B8 as compliant; **Fran Batzer** seconded the motion, which passed unanimously.

BOARD GOVERNANCE POLICY REVIEW

Policies are reviewed each month based on the schedule below.

2021-2022 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE				
POLICY	1ST REVIEW	NOTES	2ND 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	OK as-is		
B Global	12/20/21	OK as-is		
B8	12/20/21	OK as-is		
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** reported that the Committee saw the nearly-completed 2022 budget, which the Board will review next month. Questions arose around an audit. The Board suggested that GM Carter ask

about the requirements, lead-time, and cost of an audit. **GM Carter** will speak to the CPA and work to schedule and budget for an audit as soon as possible.

- **Owner Engagement: Co-Chair Calhoun** reported on three activities the Committee is pursuing.
 - During fall tabling, the need for ownership and other materials in Spanish came to light. **Co-Chair Batzer** is looking into translations of these materials at a low cost.
 - When it's possible to hold in-person events in the Café, **Dan Smith** has curated a list of speakers and topics and will offer this list to MFC's Outreach staff.
 - The Committee is thinking about ways to support increased diversity of owners and Board candidates in order to develop a proposal to bring to a future Board meeting.

Submit/Approve Updated Committee Charters

President Hill noted that a Director other than the Secretary needs to sit on the Contract and Compensation Committee. There were no volunteers so she will be calling Directors requesting a commitment to fulfill this biannual role. **Sarah Calhoun** moved to accept the Committee Charters as presented, noting the need to fill the Compensation Committee; Dan Smith seconded the motion, which passed unanimously.

Board Training Webinars

President Hill suggested that Directors review the Columinate website for upcoming opportunities.

NEW BUSINESS

Review 2022 Governance Calendar

After a brief discussion noting minor updates, **Fran Batzer** moved to accept the 2022 Governance Calendar as presented; Sarah Calhoun seconded the motion, which passed unanimously.

Ensuring Future Success

President Hill informed the Board that based on their input given at their Annual Retreat and during last month's Executive Session, she has invited Todd Wallace of Columinate to the January Board meeting. The goal will be to help the Board define what success looks like for MFC so that the Board can provide proper direction using a common understanding of historical data. The Directors will be given documents to read before this meeting and she requested that they come prepared. The agenda and topics are still under development; Directors are encouraged to send questions or topics to cover to President Hill ASAP.

EXECUTIVE SESSION

At 6:39 p.m. the Board moved into Executive Session.

ADJOURNMENT

At 7:43 p.m., **Matt Dorris** moved to adjourn and **Barry Robino** seconded; the motion passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, January 17, 2022, 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 11/15/2021 regular minutes	Dan Smith	Peggy Leviton	Pass
Approve 11/15/2021 ES minutes	Peggy Leviton	Matt Dorris	Pass
Approve 2021 year-end staff bonus	Matt Dorris	Barry Robino	Pass
Accept GM Monitoring Report: B Global	Matt Dorris	Patty Casebolt	Pass

Accept GM Monitoring Report: B8	Dan Smith	Fran Batzer	Pass
Approve updated committee charters	Sarah Calhoun	Dan Smith	Pass
Approve 2022 Governance Calendar	Fran Batzer	Sarah Calhoun	Pass
Adjourn	Matt Dorris	Barry Robino	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	Check out new website and give Halle any feedback	All
01/17/2022	Update BOD on security camera system	Anne
01/17/2022	Choose credit union for possible asset distribution	Anne
01/17/2022	Determine need for audit prior to sale of preferred shares	Anne
01/17/2022	Update Personnel Policies; Have attorney review	Anne
01/17/2022	Join Contract and Compensation Committee (at least one Director needed to fill vacant seat)	BOD
FYI: UPCOMING COLUMINATE TRAININGS		
1/10/2022	Trust & Betrayal in the Board/Manager Relationship	
1/15/2022	Virtual CBL 101	
1/23/2022	Board President's Round Table	
1/31/2022	Board Processes: Intentional & Focused	
2/7/2022	Financial Training for Directors – Q1 2022	
3/14/2022	Explorations in Governance Series– Q1 2022	
3/19/2022	Virtual CBL 101	