

## MINUTES

### Medford Food Co-op Board of Directors Meeting

Monday March 28, 2022

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 March 28, 2022 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:33 p.m.

#### Owner's Forum

There were no additional owners present.

#### Previous Meeting Minutes

- Minutes of the February 28, 2022 MFC BOD regular meeting were submitted. ***Patty Casebolt*** moved to accept the minutes as submitted; ***Roger Noyes*** seconded the motion, which passed unanimously.
- Minutes of the February 28, 2022 MFC BOD Executive Session were submitted. ***Dan Smith*** moved to accept the minutes as submitted; ***Fran Batzer*** seconded the motion, which passed unanimously.

#### GM MONTHLY REPORT

##### Relevant Financial Information

- February sales were \$439K, a 2% decrease over last February and 91.4% of budget.
- Café Update: Feb sales = \$30.6K, 90% of budget, 7% of sales.
- COGS = \$294K, 92% of budget.
- Operating Expense = \$142K, 90% of budget.
- Net operating income = \$3.6K, 99% of budget.
- Days cash on hand as of 2/28/22 = 81.8
- February On-line Shopping = \$5,082, 36 transactions, \$141 basket size.

##### Ownership Level Issues

- In February, MFC added 9 new owners and had 1 owner share redemption.

##### COVID Update

- As of Saturday, 3/12/22, face coverings are no longer required for shoppers, vendors, and employees. We have primarily had positive reactions to this change. A handful of customers have expressed concern about people not wearing face coverings, but they have not been rude to staff.

##### Public Events affecting Perception of Co-op in Community

- MFC didn't participate in any public events in February, but plans and invitations are under development for events in April - June.
- Sunday, May 1<sup>st</sup>, 12:00 – 4:00 pm: Annual Meeting and Good Feed Festival will be held in the store and Café.

##### Significant Operational Change and Policy Compliance Updates

- Security cameras: no update.

#### GM MONITORING REPORT

**GM Policy B3: Asset Protection.** **GM Carter** reported non-compliance with sub-policy #8 – increased number of daily customer transactions. All submitted reports included detailed interpretation, operational definitions, and supporting data.

**GM Carter** noted that reporting on B3 compliance was moved from an annual review to twice per year, particularly to better track asset protection and sub-policy #8, which has been out of compliance in recent years due to COVID. She expects to see an increase in the number of customers as the pandemic ebbs.

**Peggy Leviton** moved to accept the GM Monitoring Report B3 acknowledging noncompliance; **Matt Dorris** seconded the motion, which passed unanimously.

**GM Policy B6: Staff Treatment and Compensation.** **GM Carter** reported non-compliance with sub-policy #2 – manager training. All submitted reports included detailed interpretation, operational definitions, and supporting data.

One manager was not able to attend training in the past year. **GM Carter** responded to a question that the coming year looks promising for more manager trainings, both in-person and online.

**Matt Dorris** moved to accept the GM Monitoring Report B6 acknowledging noncompliance; **Dan Smith** seconded the motion, which passed unanimously.

### BOARD GOVERNANCE POLICY REVIEW

Policies are reviewed each month based on the schedule below.

2022-2023 MFC BOD GOVERNANCE POLICY REVIEW SCHEDULE					
POLICY	1 <sup>ST</sup> REVIEW	NOTES	POLICY	1 <sup>ST</sup> REVIEW	NOTES
B6	March	OK as-is	C3	August	
D Global	March	OK as-is	C4	August	
D1	March	OK as-is	C5	August	
B5	April		B3	September	
D2	April		C6	October	
D3	April		C7	October	
C Global	May		B7	November	
C1	May		B Global	December	
C2	May		B8	December	
B4	June		B2	January	
A Global	July		C8	January	
B9	July		B1	February	
			D4	February	

### OLD/RECURRING BUSINESS

#### Committee Reports

- **Finance: Treasurer Roger Noyes** reported that they are keeping a close eye on general market conditions and various shifting sands that influence sales and margins. He agrees with GM Carter that fluctuations caused by the pandemic may be settling down soon. Discussion ensued about industry trends and ways to follow them.
- **Owner Engagement: Co-Chair Calhoun** reported that the Annual Meeting will be held concurrently with the Good Food Festival on May 1, 2022 from 12pm – 4pm, with various events planned in the store, Café and outdoors. The Annual Meeting will be held at 1pm in the Café.
- **Nominating: President Hill** contacted 12 potential candidates; no one had submitted an application by yesterday’s deadline. Therefore, the ballot will consist of Sarah Calhoun and Roger Noyes who are running for re-election.
- **GM Evaluation:** This will be covered in Executive Session.

#### Board Training Webinars

**President Hill** encouraged Directors to review the Columinate website for upcoming opportunities.

## NEW BUSINESS

### Update Resolution #2014-0001: Capitalization Policy

The update to this resolution is to increase the dollar amounts recommended by the CPA to reflect equipment costs expensed and depreciated. Other than these numbers the content of the resolution remains the same. **Matt Dorris** moved to accept Resolution #2014-0001 as amended; **Roger Noyes** seconded the motion, which passed unanimously.

### Select Positive Change Recipient for CCF Donation

**GM Carter** described the background of this fund, noting the interest available for the Board to donate was just under \$500. After a brief discussion, **Matt Dorris** moved to donate MFC's CCF interest to the Pollinator Project Rogue Valley; **Roger Noyes** seconded the motion, which passed unanimously.

### Authorize Contribution to CCF for Unredeemed Dividends

**GM Carter** and **President Hill** explained that under MFC's revised Bylaws, the Board may select a nonprofit to receive unredeemed patronage dividends. After reaching out to notify as many owners as possible, the amount left after the redemption deadline, totaled with funds leftover from 2016, totaled \$6,205.36. **Dan Smith** moved to authorize the contribution of unredeemed dividends to MFC's CCF fund; **Patty Casebolt** seconded the motion, which passed unanimously.

## EXECUTIVE SESSION

At 6:37 p.m. the Board moved into Executive Session.

## ADJOURNMENT

At 8:14 p.m., **Fran Batzer** moved to adjourn the Executive Session; **Sarah Calhoun** seconded the motion, which passed unanimously.

The next regular MFC BOD meeting is scheduled for Monday, April 18, 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	1 <sup>st</sup>	2 <sup>nd</sup>	PASS/FAIL
Approve 02/28/2022 regular minutes	Patty Casebolt	Roger Noyes	Pass
Approve 02/28/2022 ES minutes	Dan Smith	Fran Batzer	Pass
Accept GM Monitoring Report: B3 (noncompliant)	Peggy Leviton	Matt Dorris	Pass
Accept GM Monitoring Report: B6 (noncompliant)	Matt Dorris	Dan Smith	Pass
Approve Amended Resolution #2014-0001: Capitalization Policy	Matt Dorris	Roger Noyes	Pass
Select CCF Donation Recipient	Matt Dorris	Roger Noyes	Pass
Authorize Contribution to CCF for Unredeemed Dividends	Dan Smith	Patty Casebolt	Pass
Adjourn	Fran Batzer	Sarah Calhoun	Pass

## ACTION / ONGOING PROJECT LIST

TARGET DATE	ACTION	RESPONSIBLE PARTY
<b>ONGOING</b>		
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 / Kathy
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
<b>NEW / CURRENT</b>		
04/18/2022	Update BOD on security camera system	Anne
04/18/2022	Open account at additional credit union	Anne / Kellie
04/18/2022	Update Personnel Policies; Have attorney review	Anne

## SAMPLING of FUTURE COLUMINATE TRAININGS

4/21/2022	Understanding Updated CBLD Template Policies
5/3/2022	Financial Training for Directors
5/21/2022	Virtual CBL 101
7/16/2022	Virtual CBL 101
7/27/2022	Advanced Finance Topics: Audits
8/10/2022	Navigating the GM Evaluation & Compensation Processes
8/17/2022	Diversity: More Than a Number
9/14/2022	Trust & Betrayal in the Board/Manager Relationship
9/17/2022	Virtual CBL 101
10/6/2022	Explorations in Policy Governance Series
11/3/2022	Financial Training for Directors
11/19/2022	Virtual CBL 101