

MINUTES

Medford Food Co-op Board of Directors Meeting

Monday February 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, Front End Manager Jimmy Breedlove

Call to Order / Introductions

The February 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 January 17, 2022 MFC BOD regular meeting were submitted. **Barry Robino** moved to accept the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.
- Minutes of the January 17, 2022 MFC BOD Executive Session were submitted. **Fran Batzer** moved to accept the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.

GM MONTHLY REPORT

Relevant Financial Information

- January sales were \$478K, a 8.4% decrease over last January and 97.5% of budget.
- Cafe Update: January sales = \$34K, 95.5% of budget, 7% of sales.
- COGS = \$316K, 99% of budget.
- Operating Expense = \$139K, 88% of budget.
- Net operating income = \$23K, 173.5% of budget.
- Days cash on hand as of 1/31/22 = 82.9
- January On-line Shopping = \$4,218, 34 transactions, \$124 basket size.

Ownership Level Issues

- In January, MFC added 13 new owners and had 2 owner share redemptions.

COVID Update

- Increasing number of customers without masks. We are still actively enforcing the wearing of masks, but are receiving more objections than we did a month ago. OHA's 2/7/22 announcement about lifting the indoor mask requirement at the end of March was perceived by many as a sign that masks are no longer required.

Public Events affecting Perception of Co-op in Community

- BASE fundraiser: From 2/12-14, 2022, MFC donated \$1 per transaction for a total of \$1,017. BASE (Black Alliance & Social Empowerment) is a volunteer nonprofit community organization that provides events, community information-sharing, connection, support, and resources that work towards the well-being and advancement of Black people living in Southern Oregon.
- ZuZu's Flower Truck set up in the parking lot on 2/13 to sell Valentine bouquets.

Significant Operational Change and Policy Compliance Updates

- The Café will be closed during the week of Spring Break, March 21-25 to provide time off for full-time Café staff. Grab & Go options will still be offered in the store.
- Security cameras: no update.

GM MONITORING REPORT

GM Policy B1: Financial Condition (Q4). **GM Carter** reported non-compliance with sub-policy #1 – adequate sales growth; and #2 – adequate net income. All submitted reports included detailed interpretation, operational definitions, and supporting data.

The BI Monitoring Report includes a new quarterly metric for tracking the average number of customer transactions. **GM Carter** noted that Q4 2021 is being compared to unusually high sales during Q4 2020, and declines were projected accordingly. MFC experienced lower than expected margins along with increased labor costs. She predicted that MML will begin to level off in Q1. Although Q4 is typically one of growth, in 2021 EBITDAP = -.17% due to low earnings.

Roger Noyes moved to accept the GM Monitoring Report B1 acknowledging noncompliance; **Matt Dorris** 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	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	OK as-is		
B Global	12/20/21	OK as-is		
B8	12/20/21	OK as-is		
B2	1/17/22	OK as-is		
C8	1/17/22	OK as-is		
B1	2/21/22	OK as-is		
D4	2/21/22	OK as-is		

OLD/RECURRING BUSINESS

Approve Committee Charter Updates

President Hill noted that Matt Dorris has agreed to join the Contract and Compensation Committee, which is now reflected in the Committee Charters. **Matt Dorris** moved to approve the updated Committee Charters; **Dan Smith** seconded the motion, which passed unanimously.

Committee Reports

- **Finance:** **Treasurer Roger Noyes** had nothing more to add to the BI Report presented.
- **Owner Engagement:** **Co-Chair Calhoun** reported that planning has begun for the Annual Meeting. **President Hill** noted that the Board is technically responsible for this meeting, not staff. Discussion followed and all Directors are willing to help as needed. The Committee will meet again regarding the April Owner Drive event.
- **Nominating:** Three Board vacancies coming up. Barry Robino has decided to step down; Sarah Calhoun and Roger Noyes will both run for re-election. **President Hill** reminded Directors they are all on this committee and asked them to let her know of potential candidates for her to contact.
- **GM Evaluation:** **President Hill** reported that the committee (Kellie, Patty, and Sarah) has begun the GM evaluation process.

Board Training Webinars

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

NEW BUSINESS

Resolution #2022-0001: First Community Credit Union

This resolution is to establish an account for MFC funds at First Community Credit Union. **Matt Dorris** moved to accept Resolution #2022-0001 as presented; **Roger Noyes** seconded the motion, which passed unanimously.

Relevancy Committee

After a brief discussion, **GM Carter** explained that relevancy is taken into account throughout MFC's operations and performance metrics, noting that it's also well-defined in MFC's Ends Statement. The MFC BOD agreed that since aspects of relevancy are discussed in some way at every meeting that a separate committee is unnecessary.

Assign Newsletter Task

GM Carter and **Matt Dorris** will contribute an article about new owner benefits from a Board perspective.

Annual Meeting Date

The MFC Annual Meeting will be held on Sunday, May 1, 2022, time and details TBD.

EXECUTIVE SESSION

At 6:47 p.m. the Board moved into Executive Session.

ADJOURNMENT

At 7:50 p.m., **President Hill** adjourned the meeting.

The next regular MFC BOD meeting is scheduled for Monday, March 28, 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 st	2 nd	PASS/FAIL
Approve 01/17/2022 regular minutes	Barry Robino	Peggy Leviton	Pass
Approve 01/17/2022 ES minutes	Fran Batzer	Peggy Leviton	Pass
Accept GM Monitoring Report: B1 (noncompliant)	Roger Noyes	Matt Dorris	Pass
Approve Committee Charter Updates	Matt Dorris	Dan Smith	Pass
Approve Resolution #2022-0001: First Community Credit Union	Matt Dorris	Roger Noyes	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 / 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
NEW / CURRENT		
30/15/2022	Write & submit newsletter article	Anne / Matt
03/28/2022	Update BOD on security camera system	Anne
03/28/2022	Open account at additional credit union	Anne / Kellie
03/28/2022	Update Personnel Policies; Have attorney review	Anne

SAMPLING of FUTURE COLUMINATE TRAININGS

3/14/2022	Explorations in Policy Governance Series
3/19/2022	Virtual CBL 101
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