



## Board of Directors Meeting MINUTES

Monday May 15, 2023

Windermere Real Estate Training Office, 1101 E Jackson St, Ste 102, Medford, OR

### Present

**Directors:** President Kellie Hill, Vice President/Secretary Sarah Calhoun, Treasurer Roger Noyes, Patty Casebolt, Matt Dorris, Alexis Gossage, Peggy Leviton, Noah Pinck, Dan Smith

**Staff:** General Manager (GM) Anne Carter, Administrative Assistant Kathy Damas

**Guest:** Jonathan Calhoun

### Call to Order / Introductions

The May 15, 2023 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:33 p.m.

**President Hill** facilitated introductions between all present.

### Owners' Forum

There were no additional owners present.

### Previous Meeting Minutes

- Minutes of the April 17, 2023 MFC BOD regular meeting were submitted. Noting a date correction from **Alexis Gossage, Matt Dorris** moved to approve the minutes as corrected; Dan Smith seconded the motion, which passed unanimously.
- Minutes of the April 17, 2023 MFC BOD executive session were submitted. **Peggy Leviton** moved to approve the minutes as submitted; Roger Noyes seconded the motion, which passed unanimously.

### GM Monthly Report

#### Relevant Financial Information

- April sales were \$477K, a 1.6% increase over last April and 97.9% of budget.
- Café Update: April sales = \$38K 104% of budget, 8% of sales.
- COGS = \$316K, 99% of budget.
- Operating Expense = \$162K, 94.8% of budget.
- Net operating income = -\$843. This is better than the projected deficit of -\$1,765 due to lower expenses for the month.
- Days cash on hand as of 4/30/23 = 76
- Wegner CPA's has sent us an initial draft of the audit and the 2022 tax return is nearly complete. We will be reviewing tax and patronage dividend scenarios next month.

#### Ownership Level Issues

- New Owners in April = 24. Fell short of our goal of 30 new owners during the owner drive.
- Owner share redemptions in April = 2.
- 445 owners voted in the annual election. This is about the same as last year.
- A few owners asked the staff about the expansion story in the Medford Alert. We sent out a press release the next day.

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

- Check out the calendar on our website for updates <https://www.medfordfood.coop/calendar>
- April 21 - SOU's Earth Day Extravaganza, 3:30-7:00 pm, at the SOU Farm. This event draws a lot of people from Ashland, but doesn't seem worthwhile for us to be there.

- April 22 - Bear Creek Stewardship Day, 9-12. There was good participation. About 20 volunteers registered at our table. We collected about 900 pounds of trash and found one of our shopping carts in usable condition!
- May 7 - Good Food Festival and Annual Meeting, 12-4. Good attendance. The vendors were pleased with the event. Sales were about \$3000 higher than usual.
- Upcoming Events and Promotions:
  - June 3 - Brews, Bluegrass & BBQ, 2-8 pm at RoxyAnn Winery, fundraising event for Rogue Valley Food System Network
  - June 17 - Juneteenth Celebration, 11 am - 7 pm, Pear Blossom Park
  - June 24 - Medford Pride, 12-6 pm, Pear Blossom Park

**Significant Operational Change and Policy Compliance Updates** – Nothing new to report.

### **GM Monitoring Reports**

Submitted reports included Operational Definitions, detailed interpretation, and supporting data.

**GM Policy B5: Customer Experience.** **GM Carter** was not able to report compliance with increasing customer count and conducting a customer satisfaction survey.

There was discussion about whether to include increasing customer count as a metric in this report or not. When the Board discussed this topic last fall there were no conclusions. At this time, they agreed that it makes sense to leave this metric in the B5 GM Monitoring Report. **GM Carter** will continue including the average customers per day in quarterly BI financial reports.

**GM Carter** explained that she postponed pursuing a customer survey to focus on staff training. This training will be an important foundation to have in place prior to conducting customer surveys.

*The Board unanimously agreed to accept the GM Policy B5 monitoring report format, data points as defined, and the GM's assurance that the data is correct. They further accepted the GM's plans for bringing this report into compliance by the end of December, 2023.*

### **OLD/RECURRING BUSINESS**

#### **Board Governance Policy Review**

*Beginning in September 2022, policies will be reviewed in comparison with the recently revised Policy Governance template from CBLD. Policies with major differences will be reviewed based on the available time allotted for each. See Governance Policy Review Schedule below the minutes.*

Following discussion, these actions were taken.

- **D2 – Accountability of the GM**  
Directors discussed the definition of key words in this policy, striving to balance big-picture Ends goals with annual achievability of progress toward the Ends by the GM.  
*The Board unanimously agreed to accept the updates to policy D2 as presented.*
- **B4 – Ownership Rights and Responsibilities**  
Directors discussed the need for education about ownership responsibilities if someone is gifted with an owner share.  
*The Board unanimously agreed to accept the updates to policy B4 as presented.*

### **Committee Reports**

- **Finance: Treasurer Roger Noyes** noted that the Committee will have information about the annual Patronage dividend for the Board to discuss next month.
- **Owner Engagement: Chair Sarah Calhoun** noted that the Committee will be discussing tabling at their next meeting and have ideas to share with the Board next month. **President Hill** requested that the Committee map out topics and a schedule of Board articles for the coming year and bring to the Board for sign-up.

- **Ad hoc Board Manual Review:** **Peggy Leviton** described the updated and restructured Board Manual, which was provided to Noah and Alexis as part of their onboarding. All Directors have access to the updated documents through the Board's web page.

### **Co-op Expansion Examples from Retreat**

**Matt Dorris** hadn't received any additional responses and does not expect any more.

### **Board Self-Monitoring Survey: D-Policies**

All surveys are complete. Kathy will compile the data, with **Sarah Calhoun's** assistance as needed, for the Board to discuss at their July training.

## **NEW BUSINESS**

### **Annual Meeting Recap / Approve Annual Meeting Minutes**

Directors agreed that the meeting went well, expressing that the presentation by Rogue Valley Food System Network was well aligned and educational. They suggested that the \$10 owner attendance coupon be promoted more next year.

Minutes of the May 7, 2023 MFC Annual Meeting were submitted. **Matt Dorris moved to approve the minutes as submitted; Roger Noyes seconded the motion, which passed unanimously.**

### **New Director Onboarding / Mentors**

The Board had previously discussed mentoring as a way to provide new Directors with a better understanding of their role, more avenues for connection, and a broader base for addressing questions. **Sarah Calhoun** suggested that mentoring could take whatever form or length that the participants choose. She requested that seasoned Directors who are interested in mentoring send her an email and she will connect mentors with mentees.

### **Ask for Officer Positions**

Currently, MFC's Board Officers are:

- President – Kellie Hill
- Vice President / Secretary – Sarah Calhoun
- Treasurer – Roger Noyes

After Officers briefly described their duties and time commitment, **President Hill** requested that any Directors who are interested in running for an Officer role let her know before the next meeting when elections will be held.

### **July BOD Training with Todd Wallace (Columinate)**

Directors discussed topics of interest for this training, which included: Board self-monitoring survey results; more education about Financials, and national trends in co-ops; a "state of the state" type review. Directors agreed to move the training from July 22 to July 23 to accommodate a scheduling conflict.

### **June Board Meeting Date**

Due to multiple conflicts, Directors agreed to keep the current meeting date of June 19, 2023. **Vice President Calhoun** will run the meeting in **President Hill's** absence.

**President Hill** also reported on her task of contacting her bank acquaintance regarding commercial loan qualifications. She was asked to return once the pro forma numbers are available.

## **EXECUTIVE SESSION**

The Board entered Executive Session at 7:06 p.m.

### **Next BOD Meeting**

The next regular MFC BOD meeting is scheduled for Monday, June 19, 2023, at 5:30 p.m., at the Windermere Real Estate training center, 1101 E Jackson St, Ste 102, Medford, OR. Owners are welcomed and encouraged to attend. Please see below for this meeting's Motion Synopsis and Action List.

## ADJOURNMENT

The meeting was adjourned at 7:33 p.m.

Respectfully Submitted,

*Kathy Damas*

Administrative Assistant

<b>MOTION SYNOPSIS</b>			
<b>MOTION</b>	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>	<b>RESULT</b>
Approve 04/17/2022 regular minutes	Matt Dorris	Dan Smith	Pass
Approve 04/17/2022 Executive Session minutes	Peggy Leviton	Roger Noyes	Pass
Approve 05/07/2023 Annual Meeting minutes	Matt Dorris	Roger Notes	Pass

<b>2023 GOVERNANCE POLICY REVIEW SCHEDULE</b>					
<b>POLICY</b>	<b>REVIEW MONTH</b>	<b>RESULT</b>	<b>POLICY</b>	<b>REVIEW MONTH</b>	<b>RESULT</b>
B5	January	Approved changes	A Global	July	
C8		Requested rewrite	B9		
C8	February	2 <sup>nd</sup> Review: Approved	C3	August	
D4 + D5 (New)		Approved both	C4		
B6	March	Approved changes	C5	September	
D Global		Approved changes	B1		
D1		Approved changes	B3		
D2	April	More info requested	B2	October	
D3		Approved changes	C7		
D2	May	Approved changes	B7	November	
B4		Approved changes	C6		
C Global	June		B Global	December	
C1			B8		
C2					

<b>2023 ACTION / TASK LIST</b>			
<b>DATE ADDED</b>	<b>TARGET DATE</b>	<b>TASK [Status]</b>	<b>RESPONSIBLE PARTY</b>
Feb 20	June 19	Update Staff Handbook; Have NCG review <i>[In progress]</i>	Anne / Kathy
Feb 20	June 19	Add updated Staff Handbook to BOD Drive <i>[Contingent on above]</i>	Kathy
Feb 20	June 19	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
May 15	June 19	Create list/schedule of BOD article topics for MFC blog	Owner Engagement Committee
May 15	June 19	Begin Board Budget	Roger
May 15	ASAP	Compile Board self-evaluation data	Kathy
Mar 20	July 17	Report on asset distribution	Anne

## 2023 COLUMINATE TRAININGS for DIRECTORS

*See Columinate website for details.*

<b>DATE</b>	<b>TITLE</b>
May 18	Navigating the GM Compensation & Evaluation Process
May 24	Governing with Intention & Focus: Architectural Support/ Strengthening the Board's Backbone"
July 15	CBL 101
Sep 12, 19, 26	Explorations in Policy Governance Series
Oct 21	CBL 101