



Board of Directors Meeting MINUTES

Monday July 17, 2023

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

Present

Directors: President Kellie Hill, Vice President Patty Casebolt, Secretary Alexis Gossage, Treasurer Roger Noyes, Matt Dorris, Peggy Leviton

Absent: Dan Smith

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

Call to Order / Introductions

The July 17, 2023 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:37 p.m.

Moment of Remembrance for Sarah Calhoun

In honor of Sarah's shocking passing last month, Directors and staff expressed how thoughtful, smart, interested, and multi-passionate she was. Sarah's service on MFC's Board and committees was a great match with her varied interests and experience. She is remembered with deep fondness and will be missed immensely.

Owners' Forum

There were no additional owners present.

Previous Meeting Minutes

- Minutes of the June 19, 2023 MFC BOD regular meeting were submitted. Due to a discrepancy between the minutes and the June GM financial report, approval of the June, 2023 minutes was tabled until August.
- Minutes of the June 19, 2023 MFC BOD executive session were submitted. **Matt Dorris** moved to approve the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.

GM Monthly Report

Relevant Financial Information

- June sales were \$475K, a 0.9% increase over last June and 96% of budget.
- Café Update: June sales = \$42K, 110% of budget, 8.8% of sales.
- COGS = \$290K, 90% of budget.
- Operating Expense = \$160K, 89% of budget.
- Net operating income = \$25K. This is \$33,769K higher than budget due to lower than projected COGS and operational expenses.
- Days cash on hand as of 6/30/23 = 61.33
- 2nd quarter department margins were good. Most departments met or exceeded margin goals. Bakery, Bulk, Meat, and Wellness did not meet margin goals. The total margin for all departments was 35.4%, and that is higher than the goal of 34.6%.

Ownership Level Issues

- New Owners in June = 16.
- Owner share redemptions in June = 9. (The redemptions were from just 2 individuals. One person owned 8 shares.)

Public Events affecting Perception of Co-op in Community

- Check out the calendar on our website for updates <https://www.medfordfood.coop/calendar>
- July 16 – R V Farm Tour, 10am - 3pm hosted by MFC, AFC & RVFSN. 28 farms, ranches, & orchards from Grants Pass to Ashland.
- August 8 – MFC's 12th Anniversary. We'll offer a 12% discount in the Café from 8/8 - 8/11.
- August 16-20 – Oregon Wine Experience, multiple events.

- Sept 16 – Bear Creek Stewardship Day, 9am – noon.
- Sept 30 – Medford Multicultural Fair, 10am - 4pm

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 BI: Financial Condition – Q2 2023. **GM Carter** was not able to report compliance with sub policy #1 – adequate sales growth, or #5 – increase in new owners.

Discussion followed regarding improving trends in many financial metrics and others of concern. **President Hill** noted that regarding sales growth, this is a national concern for co-ops and will be addressed as part of the Board’s July 23rd training. Directors requested that **GM Carter** begin providing data regarding owner trends (new, redemptions, net) in this quarterly report.

The Board unanimously agreed to accept the GM Policy BI for Q2 2023 monitoring report format, data points as defined, and the GM’s assurance that the data is correct.

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.

- **A Global Ends**
There were no proposed changes, so this policy stands as written.
- **B9 – Emergency GM Succession**
The Board unanimously accepted the changes presented.

Committee Reports

- **Finance: Treasurer Roger Noyes** and **GM Carter** briefly reviewed the CPA’s audit letters affirming that the financial statements are acceptable and that there are no issues. In addition, they provided suggestions for improvement. For example, to conduct an annual reconciliation of owner databases, which Finance Committee member **Peggy Leviton** offered to help complete.
- **Owner Engagement (Event Participation Proposal): GM Carter** presented the Committee’s proposal, which outlined that Directors’ are expected to attend the Annual Meeting and to participate by tabling one shift at each of the spring and fall owner drive events. Directors discussed changing the wording from “expected” to “strongly encouraged” as being more realistic. The Board unanimously agreed to accept the Owner Engagement Event Participation Proposal as modified.
- **Ad hoc DEI:** Nothing to report.

New Director Mentoring Update

The mentoring of **Alexis Gossage** by **Patty Casebolt** is underway.

NEW BUSINESS

Treasurer Submits Board Budget

Treasurer Roger Noyes and **GM Carter** presented the 2024 Board budget, which is similar to this year’s. Minor changes may be required as **GM Carter** prepares MFC’s full budget this fall. The Board unanimously agreed to accept the 2024 Board Budget as presented.

Elect Officers

President Hill presented the slate of officers for the coming year:

President: Kellie Hill; Vice President: Patty Casebolt; Secretary: Alexis Gossage; Treasurer: Roger Noyes.

The Board unanimously agreed to accept the slate of officers as presented.

July 23rd BOD Training with Todd Wallace (Columinate)

Directors reviewed the agenda for the training, which will be held at the Medical Eye Center.

Schedule October Owner Drive Tabling Dates

GM Carter coordinated scheduling for Directors to table at the October owner drive event. Kathy will send the schedule to Directors separately.

BOD Article Topics for Blog

President Hill presented three ideas for blog articles; **Patty Casebolt** and **Alexis Gossage** will write the first one by September 15th, introducing Alexis and discussing what's required of Directors to garner interest. Other ideas included an expansion update and an end-of-year summary of Board accomplishments and ongoing projects.

Board Meeting Day/Time

Due to a conflict with another commitment, **President Hill** requested changing the BOD meeting day. The second Monday will be MFC BOD's meeting day beginning next month. The starting time will remain 5:30 p.m.

Executive Committee Agenda Setting

President Hill invited all Board officers to join her, **Vice President Casebolt**, and **GM Carter** at the agenda setting meeting held on Zoom the Wednesday prior to each Board meeting. The purpose for including more Executive Committee members is to increase the understanding and discussion behind each of the agenda items. She noted that last month in her absence, and unfortunately Sarah's, **Roger Noyes** did a great job running the meeting even without this knowledge.

EXECUTIVE SESSION

The Board entered Executive Session at 7:20 p.m.

Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, August 14, 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

Matt Dorris moved to adjourn; **Patty Casebolt** seconded the motion, which passed unanimously. The meeting was adjourned at 7:35 p.m.

Respectfully Submitted,

Kathy Damas

Administrative Assistant

MOTION / APPROVAL SYNOPSIS			
MOTION	1 st	2 nd	RESULT
Approve 06/19/2023 Executive Session minutes	Matt Dorris	Peggy Leviton	Pass
Approve/ accept GM Monitoring Report BI Q2 2023			Unanimous
Accept Owner Engagement Committee Event Participation Proposal			Unanimous
Accept 2024 Board Budget			Unanimous
Accept Slate of Officers			Unanimous
Adjourn	Matt Dorris	Patty Casebolt	Pass

2023 GOVERNANCE POLICY REVIEW SCHEDULE

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

2023 ACTION / TASK LIST

DATE ADDED	TARGET DATE	TASK [Status]	RESPONSIBLE PARTY
Feb 20	Aug 14	Update Staff Handbook; Have NCG review <i>[In progress]</i>	Anne / Kathy
Feb 20	Aug 14	Add updated Staff Handbook to BOD Drive <i>[Contingent on above]</i>	Kathy
Feb 20	Aug 14	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
July 17	ASAP	Send October owner drive tabling schedule to BOD	Kathy
July 17	Aug 14	Clarify financial discrepancy in June 2023 minutes	Anne / Kathy
June 19	Aug 14	Perform Mentoring Activities	Patty / Alexis
July 17	Sept 15	Write blog article re: Alexis and BOD commitments	Patty / Alexis
May 15	Oct 9	Add owner trends graph to BI report	Anne / Kathy
July 17	TBD	Blog article topic: Expansion Update	TBD
July 17	TBD	Blog article topic: BOD accomplishments, ongoing projects	TBD

2023 COLUMINATE TRAININGS for DIRECTORS

See Columinate website for details.

DATE	TITLE
July 15	CBL 101
Sep 12, 19, 26	Explorations in Policy Governance Series
Oct 3	Financial Training for Directors
Oct 11	Co-op Café – Leading into our values with resilience
Oct 21	CBL 101
Nov 9	Co-op Café – Leading into our values with resilience