



Board of Directors Meeting MINUTES

Monday August 14, 2023

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

Present

Directors: President Kellie Hill, Secretary Alexis Gossage, Treasurer Roger Noyes, Matt Dorris, Peggy Leviton, Dan Smith

Absent: Vice President Patty Casebolt

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

PRELIMINARIES

Call to Order / Introductions

The August 14, 2023 Medford Food Co-op Board of Directors (MFC BOD) meeting was called to order at 5:31 p.m.

Owners' Forum

There were no additional owners present.

Agenda Changes

Directors agreed to **President Hill's** requested addition of Tabling Schedule Check In to Old/Recurring Business.

Review / Approve Previous Meeting Minutes

- Minutes of the June 19, 2023 MFC BOD regular meeting were resubmitted with the clarification requested. **Matt Dorris** moved to approve the minutes as resubmitted; **Alexis Gossage** seconded the motion, which passed unanimously.
- Minutes of the July 17, 2023 MFC BOD meeting were submitted. After a correction to the new meeting day was noted, **Peggy Leviton** moved to approve the minutes with the correction to be made; **Matt Dorris** seconded the motion, which passed unanimously.
- Minutes of the July 17, 2023 MFC BOD executive session were submitted. **Roger Noyes** moved to approve the minutes as submitted; **Peggy Leviton** seconded the motion, which passed unanimously.

REPORTS

Operations Update

Relevant Financial Information

- July sales were \$478K, a 1.7% decrease over last July and 98% of budget.
- Café Update: July sales = \$36K, 92% of budget, 7.5% of sales.
- COGS = \$319K, 100% of budget.
- Operating Expense = \$155K, 91% of budget.
- Net operating income = \$4.6K. This is \$5K higher than budget due to lower than projected operational expenses.
- Days cash on hand as of 7/31/23 = 59.79. Decline since June is due to \$100K paid in taxes for the ERC money received.
- July sales were slightly lower than budget, but operating expenses were much lower allowing for a net operating income that is much higher than projected.

Ownership Level Issues

- New Owners in July = 17.
- Owner share redemptions in July = 0.

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 - RV Farm Tour was a successful event. We experienced a high volume of interest via social media right before the event, and received a lot of media attention.
- August 8 - MFC's 12th Anniversary. We'll offer a 12% discount in the Cafe from Aug. 8-11.
- August 16-20 - Oregon Wine Experience, multiple events
- Sept 16 - Bear Creek Stewardship Day, 9am - noon
- Sept 30 - Medford Multicultural Fair, 10am - 4 pm

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

Other Updates – The Ashland Food Co-op BOD has hired a new General Manager, who will start in September.

Finance Committee Report

Treasurer Roger Noyes highlighted that the large tax payment and interest income both affected the bottom line but were not sales-related. He and **Peggy Leviton** informed the Board that the quarterly BI reports will now need to be provided two months after the close of that quarter since the BOD meeting is now one week earlier in the month. This will provide the time required to fully compile the data for these in-depth financial reports.

GM Monitoring Reports

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

GM Policy A Global: Ends Statements. Rather than reporting on compliance, this report summarizes the Co-op's progress toward accomplishing the Board's Ends policy. **GM Carter** noted that this year's report is a mix; there is progress being made in some areas, while other areas are showing slower movement.

Matt Dorris moved to accept the GM Policy A Global monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Peggy Leviton** seconded the motion, which passed unanimously.

GM Policy B9: Emergency GM Succession. **GM Carter** reported compliance with all parts of this policy.

Matt Dorris moved to accept the GM Policy B9 monitoring report format, data points as defined, and the GM's assurance that the data is correct. **Peggy Leviton** seconded the motion, which passed unanimously.

Committee Reports

Owner Engagement: **Dan Smith** reported that he and **GM Carter** had met and discussed a number of projects, none of which are ready for Board consideration yet.

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.

BI – Financial Condition

Matt Dorris moved to accept the BI policy language updates as discussed. **Alexis Gossage** seconded the motion, which passed unanimously.

CI – Governing Style

Peggy Leviton moved to accept the CI policy language updates as presented. **Alexis Gossage** seconded the motion, which passed unanimously.

New Director Mentoring Update

Alexis Gossage and **Patty Casebolt** are continuing to meet for Alexis' mentoring.

Tabling Schedule Check In

President Hill and Directors confirmed the schedule for October's owner drive tabling.

NEW BUSINESS

July 23rd BOD Training with Todd Wallace; Recap

President Hill asked for any follow up requests from the training. **Alexis Gossage** requested a simple dashboard of key financial indicators. After a brief discussion of the current financial reports, they agreed to circle back to this topic after **Alexis** has completed the Columinate financial training for Directors. **Peggy Leviton** also volunteered to provide guidance on this topic as needed.

Nominating Strategies

Following up on this topic from the July training, **Alexis Gossage** led a brainstorming activity in order to create actionable items for improving Board recruitment efforts. The top three ideas included providing information about service through in-store signs, bag stuffers, and creating a simple survey. GM Carter will work with staff on the first two ideas; **Alexis, Matt Dorris**, and Kathy will create the survey.

Board Retreat: October 29, 2023

President Hill polled the Board for topic ideas for the Board's afternoon portion of the retreat. Expansion and capital campaign comfort were mentioned as desirable topics.

CLOSINGS

Review Decisions, Tasks, Assignments | Review Board Calendar

Alexis Gossage led a review of this new agenda item. All agreed that Directors have been reliable in fulfilling their commitments to the Board and that the Task List provided in the minutes is useful.

Debrief / Evaluate Meeting

Directors liked the meeting's focus and brevity, the clarity of the new agenda layout, and the nominating brainstorming activity.

Next BOD Meeting

The next regular MFC BOD meeting is scheduled for Monday, September 11, 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; **Dan Smith** seconded the motion, which passed unanimously. The meeting was adjourned at 6:50 p.m.

Respectfully Submitted,

Kathy Damas, Administrative Assistant

MOTION / APPROVAL SYNOPSIS			
MOTION	1st	2nd	RESULT
Approve clarified 06/19/2023 BOD minutes	Matt Dorris	Alexis Gossage	Pass
Approve 07/17/2023 BOD minutes	Peggy Leviton	Matt Dorris	Pass
Approve 07/17/2023 Executive Session minutes	Roger Noyes	Peggy Leviton	Pass
Accept GM Monitoring Report: A Global Ends	Dan Smith	Matt Dorris	Pass
Accept GM Monitoring Report: B9	Alexis Gossage	Peggy Leviton	Pass
Approve changes to Policy B1	Matt Dorris	Alexis Gossage	Pass
Approve changes to Policy C1	Peggy Leviton	Alexis Gossage	Pass
Adjourn	Matt Dorris	Dan Smith	Pass

2023 GOVERNANCE POLICY REVIEW SCHEDULE

POLICY	REVIEW MONTH	RESULT	POLICY	REVIEW MONTH	RESULT
B5	January	Approved changes	B1	August	Approved changes
C8		Requested rewrite	C1		Approved changes
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		<i>Tentative schedule</i>
D Global		Approved changes	B2	October	<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		<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 TASK LIST

DATE ADDED	TARGET DATE	TASK <i>[Status]</i>	RESPONSIBLE PARTY
Feb 20	Sept 11	Update Staff Handbook; Have NCG review <i>[In progress]</i>	Anne / Kathy
Feb 20	Sept 11	Add updated Staff Handbook to BOD Drive <i>[Contingent on above]</i>	Kathy
Feb 20	Sept 11	Create Manager/Staff/BOD DEI Committee <i>[In progress]</i>	Anne
June 19	Sept 11	Perform Mentoring Activities	Patty / Alexis
July 17	Sept 15	Write blog article re: Alexis and BOD commitments	Patty / Alexis
Aug 14	Sept 15	Create recruitment survey	Alexis/Matt/Kathy
Aug 14	Sept 15	Work with staff on recruitment signage and bag stuffers	Anne
Aug 14	Nov 13	Check in on need for financial Key Indicators dashboard	Alexis / Kellie
May 15	Nov 13	Add owner trends graph to BI report	Anne / Kathy
July 17	TBD	Write blog article topic: Expansion Update	TBD
July 17	TBD	Write blog article topic: BOD accomplishments, ongoing projects	TBD

2023 COLUMINATE TRAININGS for DIRECTORS

See Columinate website for details.

DATE	TITLE
Sep 12, 19, 26	Explorations in Policy Governance Series
Oct 3, 10, 17, 24	Financial Training for Directors Series
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