



Board of Directors Monthly Meeting

Monday, May 22, 2017; 5:35 pm - 8:21 pm

314 S. Main St., Goshen, IN 46526

In attendance: Eric Amt, Jose Chiquito, Robin Ebricht-Zehr (arrived at 6:04 pm), Phyllis Miller, Amanda Qualls, Brian Wiebe, Rebecca Yoder

Absent:

Others Attending: Brad Alstrom

5:35 pm: Declaration of quorum

- Preliminaries:
 - Check-In: “Are we prepared to act on everything before us?”
 - Declaration of quorum
 - Commitment to stay on task
 - Ends reflection: Because of MCM: Owner-members and customers in the Michiana region will be healthier; there will be a local, sustainable food system in Michiana; the local environment & resources will be responsibly shared, protected and restored; there will be a locally-owned cooperative business; there will be a thriving model that inspires other businesses in the Great Lakes region.

5:37 pm: Approve or amend agenda

- **Motion:** To accept the agenda as it stands.
Rebecca Yoder moves and Eric Amt seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain

5:37 pm: Consent agenda

- **Motion:** To approve the consent agenda, which includes the minutes of the April 18, 2017, Board Meeting and Board self monitoring G.7 Governance Investment.
Brian Wiebe moves and Jose Chiquito seconds
There was wording in the minutes that said ‘next being 2016,’ but that reflected current wording, so it is not in error.
Motion passes: 6 in favor; 0 oppose; 0 abstain

5:40 pm: Board decisions

- Certify Board Member Election Results: Amanda
Motion: To certify the election results of the 2017 board elections. Phyllis Miller and Deana Cook elected.
Rebecca Yoder moves and Eric Amt seconds
Good double-counting/carefulness in the certification of the election. Congratulations to Phyllis and Deana.
Motion passes: 6 in favor; 0 oppose; 0 abstain
 - Next year, we may move to electronic voting.
 - Want to make sure next year to
 - Annual Meeting Summary: Amanda (moved from ‘Discussion’)
 - We spent about \$1,000. This was \$200 less than last year, and the goal was to reduce costs in this area.
 - Discussion of the results of the paper feedback forms, which were very positive overall. For all questions where attendees were asked to rank the event and the market on a scale of 1 to 5 (5 being the best), the average was always above 4.4, and medians were either 4 or 5.**Motion:** To approve the minutes of the 2017 Annual Meeting.
Brian Wiebe moves and Eric Amt seconds
No discussion
Motion passes: 5 in favor; 0 oppose; 1 abstain
- GM Monitoring: X.1 Financial Condition & Activities, Quarterly Report: Brad
 - Discussion of the variety of financial reports provided by Brad.
 - Because we are in the risk pool with NCG, we have to report to them, so that data was provided to the board.
 - Brad wants to establish goals and internal operating standards for the future. While he interpreted himself as compliant with the policy, he isn’t where he wants to be.
Motion: To accept X.1 Financial Condition & Activities, Quarterly Report as compliant.
Amanda Qualls moves and Robin Ebright-Zehr seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain
 - Reviewing further reports (condensed income statement, balance sheet, and cash flows [quarterly and month-by-month]).
 - Discussion: How do we determine compliance? We have to look at Brad’s reports and interpretation and decide if they are reasonable.
- GM Reports: Brad (moved up from discussion)
 - State of the Market
 - Over the weekend, there were power issues as a result of a lightning strike on a pole behind the store. The lightning surge causes problems with the coolers, so there were a lot of losses in the cold cases. Losses are covered by our insurance policy.

- Update on the alcohol license that we were bidding on (two-way beer and wine license): it went to another bidder. The plan is to move forward to get a one-way license for wine.
- April & quarterly financial detail
 - Covered under X.1 Financial Condition & Activities, Quarterly Report.
- Financial report education
 - Included in X.1 Financial Condition & Activities, Quarterly Report.
- Other: what can the board do to support?
- Projects for the Market. Next Steps: Eric (moved from discussion)
 - Discussion of branding and a refresh to the facade.
 - Right now, we don't have enough money in the bank, but once we get to ~\$75,000, we could undertake that initiative. New signage, external improvements, some other changes, etc. (will do more research to determine cost).
 - When the money is available, we want to do a study of where the co-op should be located.
 - Move forward with looking at creating a new parking lot behind and to the left of the store.
- Revisions to X.6 Staff Compensation & X.7 Staff Treatment: Eric (did not discuss; moving to June)

7:52 pm: Discussion

- Engaging our Ends: Rebecca
 - How will our Ends work appear in 6 months?
 - How have we actually engaged our ends in the past? Rather than thinking about changing our ends, how can we dig down into them.
 - Ends should be measurable. How they're measurable should be like any other policy (it would be for the GM to define, and the board to determine if they're reasonable).
 - Oftentimes, the customer survey would serve as data.
 - If you want ends to be measurable, then perhaps they should be simpler, so that they can be measurable.
 - What are we already doing, and how do we measure it?
 - Ends could be much more engaging, we'd like them to really drive us.
 - The top statements are engaging; there is some bogging down in the nested sets.
 - Do some ends writing, just for practice.
 - Thane will join us by Skype (there was a miscommunication with scheduling, and Thane was not available.)
- New Board Member Orientation: Phyllis
 - Phyllis is working on this for Deana.
- GM Mid-year evaluation; process summary: Phyllis
 - Coming up in July.

- Community Initiative Updates: Phyllis
 - Food Council Wednesday the 24th
 - Anything else?

8:21 pm: New business/comments from the community

- No community members

8:21 pm: Calendar review

- Next meeting June 26, 2017
- GM quarterly check-in
- GM monitoring:
 - X.9 Board Logistical Support
 - X.5 Treatment of Customers
- Board monitoring:
 - G.1 Governing Style
- Looking ahead:
 - Board Retreat Saturday October 7th
 - CBLD July 8th in Chicago

8:21 pm: Adjournment

- **Motion:** To adjourn.
Phyllis Miller moves and Brian Wiebe seconds
No discussion
Motion passes: 7 in favor; 0 oppose; 0 abstain