



**Board of Directors Monthly Meeting**  
**Monday October 29, 2018, 5:30– 7:10 pm**  
**Location: Held in the Market**

**Board present:** Brian Wiebe, Eric Amt, Phyllis Miller, Marlys Weaver-Stoesz, Amanda Qualls, Darin Short, Mark Seeley

**Staff present:** Brad Alstrom,

**Absent:** Bruce Cashbaugh

**Others Attending:** None

Those that were able gathered at 5:00 to discuss the article “Building Board Capacity to Lead” from Cooperative Grocer. A delicious meal from the Deli was appreciated!

**1. OPENING ACTIVITIES: (5:30 pm)**

- There was a reading of our “Ends”
- Check-In: “Are we prepared to act on everything before us?”
- Declaration of quorum
- A commitment to stay on task
- A reading of the 7 Cooperative Principles
- August 27, 2018 Board Meeting Minutes:
  - Motion to approve (AQ), Second (PM)
  - Vote: 3/0/4 minutes approved
- October 1, 2018 Board Meeting Minutes:
  - Motion to approve (DS), Second (MW)
  - Discussion – clarification of X.4 compliance. Agreed board had accepted the report due to the amount of the policy that met compliance. All in agreement.
  - Vote: 7/0/0 minutes approved
- Action Items carried forward from October 1 meeting:
  - **Phyllis, Darin and Brad developing plan for promoting the cooperative business model. Currently in conversation with Goshen College for a future collaboration. Also a possible cooperative summit!**
  - **Ongoing: Become familiar with the Policy Governance Quick Guide, enough to be able to recite and define the 10 PG Principles from memory.**

**2. OUR CORE WORK: POLICY GOVERNANCE (5:40 pm)**

- Policy Governance Simplified and Ten Principles reviewed
- Cooperative Principles read
- Decision Tree review
- **Board Monitoring R.1 Unity of Control**
  - Policy was reviewed together
  - Motion to accept (BW) and second (EA)
    - Vote 7/0/0 accepted as compliant
- **Delayed X.3 Asset Protection monitoring. Moved to December meeting**

### 3. POLICY REVIEW: (5:50 pm)

#### Revision of G.1 Governing Style, G.2 The Board's Job, G.3 Directors' Code of Conduct

- Motion to accept revisions to these policies (AQ), Second (MW)
  - Several grammatical errors corrected
  - Discussion occurred related to a board member being an employee and all agreed this was not acceptable. If a board member becomes an employee, they will resign from the board.
  - Vote 7/0/0 G.1, G.2 and G.3 accepted as revised
  - Phyllis will make grammatical corrections and sequence subsequent G policies to follow G.3
  - Revised Code of Conduct form signed by all in attendance. Phyllis will follow up with Bruce for signature.
  
- **Board Monitoring – The Board's Job**
  - Resolved to monitor ourselves with the newly revised G.2 and G.3
  - As policy was reviewed, the board identified the portions of the policy that we did well and what we could have done better.
    - Motion to accept G.2 and G.3 as compliant (PM), seconded (MW)
    - No further discussion
    - Vote 7/0/0, accepted as compliant

### 4. BOARD RETREAT: October 6th (6:20 pm)

- There was consensus to have further work to build a strategic plan for the future of MCM. Everyone charged to offer how this may be accomplished and bring suggestions to next meeting.
- **Committee Discussion:**
  - The retreat report did not list the committees decided at the retreat. After discussion, the following committees were defined:
    - Bruce chair - Owner Member Engagement
    - Brian chair - Board Perpetuity
    - Amanda chair - GM Evaluation and Compensation
    - Phyllis chair - Annual Meeting
    - Darin chair - Diversity & Equity (Community Outreach?) Further clarification needed
  - Confirmed an Expansion Committee (previously Capital Funding Committee) would not be a Board Committee. It will be led by Brad, include a board member (Eric), and would be reported to the board by Brad. More discussion needed to clarify structure and reporting
  - Phyllis will send charter templates to committee chairs (Brian, Amanda, Darin, Phyllis) for approval at next meeting.
- **Owner Member Engagement Committee Charter:** Thank you Bruce for submitting this quality charter for approval so promptly!
  - Motion to approve (PM), Seconded (MW)
  - No discussion
  - Vote 7/0/0 approved
- **Officer Election:**
  - Motion (BW) and second (PM) to elect the following officers:
    - Brian – Chair
    - Amanda – Vice Chair
    - Marlys – Secretary
  - Discussion – confirmed Board Budget task falls under Secretary office so no

- separate treasurer office defined
- Vote 7/0/0 Officers approved for period now through June 2019

**5. GM REPORT – Q&A**

**6. COMMUNITY INPUT – no community present**

**7. CLOSING (7:00)**

- Future board meeting dates. Due to schedule conflicts with November date, will cancel November meeting and move up the December meeting to Tuesday December 18, 5:30 pm and will likely be a longer meeting.
- Board Blog Assignment – will ask Bruce to share about the Owner Member Engagement Committee
- Meeting evaluation – Covered a lot! Good agenda. Eager for suggestions to add time for safe strategic conversation and still conduct an efficient meeting.

**1. MEETING ADJOURNED (7:10 pm)**

**Minutes submitted for board approval by Phyllis Miller, Secretary**

*Phyllis Miller*

**10/31/2018**