



Board of Directors Monthly Meeting
Tuesday, March 26, 2019, 5:30-7:30 p.m.
Location: 314 South Main Street, Goshen, Indiana

Board present: Eric Amt, Bruce Cashbaugh, Phyllis Miller, Amanda Qualls, Mark Seeley (by phone), Darin Short, Marlys Weaver-Stoesz, Brian Wiebe

Staff present: Brad Alstrom,

Others present: None

Absent:

Opening Activities — 5:30 p.m.

- Read ends statement
- Check-In: “Are we prepared to act on everything before us?”
 - All responded positively
- Declaration of quorum and commitment to stay on task
- Review of cooperative governance principles
- Policy Governance Simplified Review & Ten Principles
 - Bruce discussed the Ten Principles
 - Marlys will identify them in April
- **Approve February meeting minutes:**
 - Motion to accept February meeting’s minutes [AQ] and seconded [EA]
 - Voted 5/0/3, minutes approved
- **Approve February executive session minutes:**
 - Motion to accept February meeting’s minutes [BW] and seconded [AQ]
 - Voted 5/0/3, minutes approved
- **Report from the general manager**
 - Added note about owner-member wanting to raise money for an organic peanut butter grinder

Community Input — 5:59 p.m.

- None

Our Core Work: Policy Governance — 5:59 p.m.

- Decision Tree Review
 - Brian will add “Reference for motions on monitoring reports” to future board packets

Policy Review — 6 p.m.

- **X.4 Membership Rights and Responsibilities, X.5 Treatment of Customers, X.6 Staff Treatment and Compensation (review proposed policy changes; second readings)**
 - Some discussion about terminology of “owner-member” and alternatives
 - **Amanda and Brian will talk with Ben on monthly phone call on “member,” “owner,” “member-owner,” or “owner-member”**
 - Motion to accept revisions to X.4, X.5 and X.6. [MW-S] and seconded [BC]
 - Voted 8/0/0, motion passed

- **Executive Policy Monitoring Frequency & Method**
 - Motion to remove the Executive Policy Monitoring Frequency & Method document from the policy register [PM] and seconded [BW]
 - Voted 8/0/0, motion passed

- **X.7 Communication to the board (review proposed policy changes; first reading)**
 - Some discussion

- **X.8 Board Logistical Support (review proposed policy changes; first reading)**
 - Some discussion

- **X.9 Emergency GM Succession (review proposed policy changes; first reading)**
 - No discussion

GM Policy Monitoring — 6:25 p.m

- **X.3 Asset Protection**
 - Some discussion
 - Motion to accept as mostly compliant [MW-S] and seconded [PM]
 - Voted 8/0/0, motion passed

- **X.4 Ownership Rights and Responsibilities**
 - **To be reported on at different meeting re: agenda/calendar confusion**

Committee Reports — 6:48 p.m.

- Board Perpetuity Committee update from BW
 - What is missing or what do we need in potential future board members?
 - Some age and gender diversity; seek out racial/ethnic diversity, downtown residents, fundraising/development connections, big-picture thinkers/doers,
- GM Evaluation and Compensation Committee update from AQ about packet process
- Owner Member Consultation Committee
 - BC and PM presented charter
 - Motion to accept as presented [BW] and seconded [DS], approved 8/0/0
- Diversity, Equity, Inclusion Committee
 - DS presented revised charter
 - Some discussion
 - Motion to accept with recommended changes [BW] and seconded [MS], approved 8/0/0

Multi-Year Work Plan — 7:25 p.m.

- BC led discussion from one-page document from board retreat
- BC and Brad to prepare presentation to continue discussion at April meeting
 - Brian will put earlier in next agenda

Other Business — 7:31 p.m.

- **Future Board Meeting Dates**
 - Beginning in April, we will meet the third Tuesday of each month (April 16, May 21, etc.)
- **Board Blog Assignment:**
 - Brian will write blog post about board perpetuity/board elections in next two weeks
 - Potential blog post by Darin about DEI committee
- **Meeting evaluation, meeting wrap-up, thanks to GM and board members**

Adjourn — 7:43 p.m.

Recorded and submitted for approval by:



Marlys Weaver-Stoesz, board secretary

[03/26/19]