



## Board of Directors Monthly Meeting

Wednesday 12/04/2018, 5:30 – 7:00 pm

Location: The Market - 314 South Main Street, Goshen, Indiana

**Board Members present:** Amanda Qualls, Darin Short, Phyllis Miller, Denise Diener, Sherri Kirchner, Rose Shetler, Clayton Miller, Mark Seeley

**Absent:** None

**Staff present:** Brad Alstrom

**Others Attending:** None

### 1. OPENING ACTIVITIES (5:35 pm)

- There was a reading of our “Ends”
- Check-In: “Are we prepared to act on everything before us?”
- Declaration of quorum
- Decision: Approval of November 2019 Board Meeting Minutes
  - 
  - Motion to approve (SK), Second (DS)  
No discussion  
Vote: 8/0/0 Approved

### 2. GM REPORT (5:40 pm)

- Brad shared a few additional items not included on the GM report
  - Staffing changes, education opportunities for management staff, several student interns
  - NCG Peer Audit taking place next week. Will include NCG staff and 3 GMs from other Coops.
  - Market Study: when looking at community demographics, Brad will assure the Latino markets are included
  - Customer survey at point of sale to take place soon.

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

- POLICY MONITORING:
  - Monitoring of Board:
    - Decision: G.3 Directors’ Code of Conduct
      - Motion to approve (DS), second (PM)  
Discussion included the definition of a potential conflict of interest.  
**Amanda will distribute the Code of Conduct form for everyone to complete for next month’s meeting.**  
Vote 7/0/0. Acknowledged compliance
    - Decision: R.2 Accountability of the GM
      - Motion to approve (SK), Second (RS)  
No discussion  
Vote: 7/0/0. Acknowledged compliance

- Monitoring of GM:
  - Decision: X.9 Emergency GM
    - Motion to approve (PM), Second (AQ)  
Correct made to the monitoring report to be X.9 not X.10  
Vote: 7/0/0. Acknowledged compliance

**4. Additional Agenda Items: (6:20 pm)**

- November and December board meeting combined = Wednesday December 4
- Board meeting schedule for 2020 = 4<sup>th</sup> Wednesday of each month (ie January 22<sup>nd</sup>)
- Board member recruitment: Continue as a board of 8. Decision made to not fill the open position and recruit for 2020. Because some of the existing members fill appointed positions, **Phyllis and Amanda will confirm number of positions to be filled at next election**

**5. Closed General Session and opened Executive Session (6:30 pm)**

**6. Closed Executive Session and reopened General Session (6:50 pm)**

**7. Education: (6:50 pm)**

- NCG Board Bulletin – 4<sup>th</sup> Quarter 2019
  - Discussed “Reinvestment Through Stronger Earnings”.

**8. Adjourn General Session: (7:01)**

- Motion to adjourn (DS), Second (PM)
- Vote: 5/0/0. Adjourned! (Denise and Rose needed to leave earlier)

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

*Phyllis Miller*

**10/25/19**