

**Maple City Market
Board of Directors Monthly Meeting
Monday May 19, 2014. 5:00-9:00
Location: 232 South Main Street, Goshen**

Attendees: Phyllis Miller, Robin Ebright-Zehr, Brian Wiebe, David Gerber, John Frybort, Jill Weaver

Absent: Alex Holtz, Myrna Burkholder

Others Attending: Ava Breniser, Vicki Mast, Josiah Metzler

Board: Share Meal / Team Building: (5:00)

- The Team shared a wonderful dinner provided by the Deli. Many thanks for the effort made by Deli staff to provide us with the delicious goulash! The dessert treats are always tasty.

Preliminaries: (5:30)

- Go-Round/Check-In
- Declaration of quorum and commitment to stay on task

Approve / Amend Agenda:

- Changes requested:
 - Move “GM Monitoring” from section 4 (Board Decisions) to section 5 (Discussion)
 - Add “GM position offer extended” to Section 4
 - Add “Appointed Board terms” to Section 5
 - Add “GM Monitoring reports” to Section 5
- **Motion:** To accept changes (BW move; RE second)
- No discussion
- Vote 6/0/0, Motion passes

Consent Agenda:

- Minutes of 2014 May meeting
- Board Self Monitoring – compliance
 - G.7 Governance Investment
- **Motion:** To approve Consent Agenda (JW move; PM second)
 - No discussion
- Vote 6/0/0, Motion passes

Board Decisions:

- **Acknowledgement / Acceptance of Board Election Results**
 - **Motion:** to accept the results of Phyllis Miller, Robin Ebright-Zehr, Vicki Mast and Ava Breniser being elected. (JF move; JW second)
 - **Discussion:** none
 - **Vote 6/0/0, Motion passes**
- **Proposed changes to Policy Register for future monitoring**
 - **G.7 Governance Investment**
 - **Motion:**
 - On 5th point, remove the section, “the day...(\$25)”
 - On 6th point, add “and Trainings.” to the end of the sentence
 - No changes to X.4 Ownership Rights & Responsibilities or to E.1 Ends
 - (BW move; JF second)
 - **Discussion:**
 - G. 7 - The point was made that flexibility is helpful since compensation amounts might change in the future; point 6 would become more consistent with the wording of point 1.
 - X.4 – A suggestion was posed to create criteria for when a patronage system might be implemented and why it is beneficial to MCM. A patronage system has been a consideration for a number of years. A question was raised about the amount of equity collected, how and when it was determined, and, how often the amount is assessed
 - Further discussion on Patronage and Equity added to June agenda
 - **Vote 6/0/0 Motion passes**
- **GM position offer extended**
 - **Acknowledgement for the minutes:** After a motion and discussion via email, a unanimous vote was tallied to extend an offer for the GM position to Josiah Metzler
 - **Additional comments:** High confidence in Josiah was expressed; also voiced: the great advantage of Josiah’s long history with MCM; the quick action as a board further indicates the board’s confidence in Josiah’s ability and competence.

Discussion:

- **Board Recruitment & Elections process Report:** Much gratitude to John for all the work and time invested: in-store voting, in particular was a great addition
- **Bylaw revision:**
 - **Article 2 update** – Jill reported that she has not consulted with Thane about the question (household vs. individual owner-membership) from April’s board meeting. Suggestion that 2.4 could be changed to add “ship” to the word member. Should the wording throughout by-laws be changed from “membership” to “ownership”; John will review the statute to ascertain if there seems to be any legal reasons to not make the change in terminology. Question was raised as to whether we actually have an active/non-active distinction in our records; we do not. Is there merit in removing the owner responsibility to inform of address change to stay an active member. Agreement was voiced at the need to consider a more formal process for becoming an owner-member: signature with application, ownership card, orientation offered to new owner-members.
 - **Article 2, with suggested changes, and Article 3 will be put on the June agenda.**
- **Annual Meeting update:** A thorough summary was submitted by Myrna and was in the Work Week folder for all to read. The gathering was well-planned, well-attended and an excellent success.
- **GM Monitoring Reports:** Realization was stated that Josiah had been completing the monitoring reports, excellently, as would a regular GM instead of as an Interim GM. As verified by Thane J., monitoring reports are generally not expected of interim GM’s, but rather FYI reports. The past month has been extremely busy for Josiah: Annual Meeting, required attendance at week-long NCGA conference, Mt. Pleasant Leadership Training, and filling in for store staff members.
 - **Motion:** that Monitoring reports written in Policy Governance format be waived for Josiah during these upcoming months as Interim; FYI reports will be requested instead. (JF move; PM second)
 - **Vote 6/0/0**
- **Appointed Board terms:** There was an oversight in the original request of Robin to fulfill the term of Margaret Easton, that Robin complete the current board year only, leaving a question about a partial term being counted or not.
 - **Motion:** that the partial year completed by Robin not be counted as a full term. (JW moved; BW second)
 - **Vote 5/0/1**
- **GM – Operations / Finance Reports:** Josiah inquired if there were any questions or feedback for him about his reports. A suggestion was presented that Josiah explain the graphs he is using, at the start of the new board year, to assist the new board members. Josiah expressed his willingness to do so, and he stated that he welcomes requests for additions and deletions of graphs/charts as the year progresses. Josiah further observed that the kinds of questions new board members have are likely to be

similar to staff questions, thus a training/orientation for both groups could be developed.

- **Events:**
 - **Mt. Pleasant:**
 - **Important/Key take-aways from Mt. Pleasant 101 CBLD and Leadership Training: (Ava, Vicki, David – 101; Phyllis, Robin, Josiah Leadership)**
 - **Policy Governance is an effective tool in the move toward Cooperative Governance and the 4 Pillars of Cooperative Gov.**
 - **Graphic of the Decision-making Firewall – communication between Board and Operations over the top of the firewall: where safe, strategic conversations can occur**
 - **Importance of telling the story of Co-ops: benefits, history, principles, to be able to respond well to questions of “why co-ops?”.**
 - **Importance of foresight of the Board – planning instead of reacting. The need to build-in shared knowledge and structures that facilitate succession and longevity.**
 - **CCMA in Madison, WI, June 12-14**
 - **Attending: Phyllis, David, Ava, Josiah**
 - **Phyllis shared the workshop schedule from which they will select sessions.**

Community Education:

- **Topic: What role can MCM play in Elkhart County Foodshed Initiative (ECFI)?**

Phyllis gave an overview of ECFI and the work the group has been doing thus far. ECFI was initiated by a core group of five: Phil Metzler (leader), Phyllis, Mike Yoder, Kurt Bullard and Dale Hess, completed an application to Purdue Extension and received one of only two grants, to work on a foodshed initiative in Elkhart County. There was a power point presentation of the key elements of ECFI and its work.

- **Suggestions to the question posed were: Healthy food included in the Food Packs that are sent home to Chandler Elementary and Chamberlain Elementary students; continue with building a relationship/education with the Goshen Boys & Girls Club – GBGC recently received a \$250,000 grant for renovations and programs centering on healthy food and nutrition; Healthy snacks for the sacks given to children who accompany parents to the Middlebury Food Pantry;**
- **Most-discussed suggestions/ideas were that MCM partner with already-existing organizations, that change happens through relationships and modeling of behavior, additionally that MCM continue to do what it does well, things that are already a part of the MCM system, rather than create new programs.**

New Business/Comments from the Community:

- **No new business.**

Closing:

- The meeting was moved to adjourn.
- Vote 6/0/0/, Motion passes

Submitted by Jill Weaver, serving as Secretary for Myrna B.

5/20/14