



Board of Directors Monthly Meeting

Monday, January 25, 2016; 5:33 pm - 8:43 pm

232 South Main Street, Goshen

Goshen, IN 46526

In attendance: Eric Amt, Ava Breniser, Robin Ebright-Zehr, David Gerber, Tim Martin, Phyllis Miller, Amanda Qualls, Brian Wiebe (arrived at 6:20 pm)

Absent: Vicki Mast

Others Attending: Brad Weirich and David Shenk

5:00 pm: Board shared dinner and team building. Many thanks to the Maple City Market deli staff for providing the meal.

5:33 pm: Declaration of quorum

- Preliminaries:
 - Check-In: “Are we prepared to act on everything before us?”
 - 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.
 - Board Commitment:
 - Increase board communication with members
 - Be more visible in community as board members
 - Board in the store
 - David and Robin discussed their board in the store experiences.
 - Engage friends and colleagues re Co-ops: Advocate
 - Focus groups
 - Ava discussed a focus group with Brad.
 - Keep Tim in the loop, as he is the CAFE committee chair. He is looking for diverse membership in the committee so one viewpoint doesn’t dominate.
 - Invite members to meetings
 - Board project dreaming--capitalization
 - How did we do this month?

5:48 pm: Approve or amend agenda

- **Motion:** To accept agenda; move X.1 Financial Condition & Activities to February
Tim Martin moves and David Gerber seconds
No discussion
Motion passes: 7 in favor; 0 oppose; 0 abstain

5:49 pm: Consent agenda

- **Motion:** To approve the minutes of the November 23, 2015 Board Meeting
Board Self Monitoring–compliance
 - R.4 Monitoring Management PerformanceEric Amt moves and Ava Breniser seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 1 abstain

5:51 pm: Board decisions

- Unfinished business from Oct meeting:
 - Clarification/Correction to Financial Condition Policy:
 - X.1.3 - from “Allow Total Labor % of Sales to rise above 27%” to “...20%” ?
 - No vote and no changes at this time.
 - X.1.10 - change GAAP (generally accepted accounting practices) to OCBOA (other comprehensive basis of accounting)?
 - **Motion:** To change GAAP to OCBOA in policy register X 1.10
Ava Breniser moves and Eric Amt seconds
No discussion
Motion passes: 7 in favor; 0 oppose; 0 abstain
- GM Monitoring: Brad
 - X.2 Business Planning and Financial Budgeting (moved from December due to no meeting in December 2015)
 - Brad created a financial plan document.
 - How will you inform staff about the plan? The different department heads have been involved, but Brad wrote the report (he wanted to set the goals/expectations from the top of the organization). Starting on Thursday, January 28, Brad will be meeting with the leadership team to discuss rolling this out to the staff at large.
 - Educating and supporting staff, telling the story of the co-op, thoroughness and thoughtfulness of the report, focusing on stabilization of the store all stood in the report.
 - We have a roadmap now in a way that we did not before.
 - **Motion:** To accept the x.2 monitoring report, Business Planning and Financial Budgeting.
Tim Martin moves and Robin Ebright-Zehr seconds

No discussion

Motion passes: 6 in favor; 0 oppose; 1 abstain¹

- ~~X.1 Financial Condition & Activities~~
- Board Budget 2016: Ava
 - Ava does not currently have a completed written plan, but does not believe that the plan will deviate much from last year. She will have a written plan by the February board meeting.
 - We do not have to vote on the board budget (it is primarily to let owners and employees know what the board is spending the co-ops money on); next meeting, the board budget will be under the 'Discussion' section.

6:26 pm: Discussion

- GM Reports: Brad
 - Finance Report
 - Financial reports come late in the month; communication channels between market and accountant need to be improved.
 - State of the Market
 - Best sales month since March 2013.
- Ends Discussion: Brad's interpretation: Brad
 - Do we want to establish a group to revisit the ends? Brad and Phyllis to discuss in further detail.
- Annual Meeting Planning Report: Amanda
 - At-A-Glance document was presented. David Gerber confirmed membership. Brad recommends Miranda and a Deli staff member join the committee as well.
- Board Recruitment: Brian
 - Just two seats up for election this year: David Gerber and Eric Amt. There will be further discussion of in-store voting.
- Board:
 - Calendar Review: Phyllis
 - Next meeting: February 22, 2016:
 - GM Policy Monitoring: X.3 Asset Protection
 - Board Policy Monitoring: G5 Agenda Planning
 - Winter Board gathering: Current and Alumni Directors
 - Capital Project Proposal
 - Brad has things in mind that he would like to do, but he doesn't have hard numbers.
 - CDS 2015 Report: Phyllis
- Brief updates:
 - CAFÉ Committee: Tim
 - Shared at the beginning of the meeting
 - Fundraising Committee Update: Eric

¹ Brian Wiebe abstains; he arrived about five minutes before the vote.

- We need to figure out what to raise money for before continuing.
- Upcoming Events:
 - Vibrant Communities Kick-Off event, January 26 at the Lerner
 - Governance by Design, March 2 & 3 at the Bricolage
 - Additional events?
 - WNIT: The Raising of America
There is a viewing at Goshen College on Thursday, January 28 at 7:00 pm
 - Phyllis Miller and David Gerber attended a garden potluck

7:11 pm: New business or comments from the community

- No community members present

7:22 pm: Executive session opens

8:42 pm: Executive session closes

8:43 pm: Movement to adjourn

- **Motion:** To adjourn the meeting
Ava Breniser moves and David Gerber seconds
No discussion
Motion passes: 7 in favor; 0 oppose; 0 abstain