



Board of Directors Monthly Meeting

Monday, March 28, 2016; 5:37 pm - 8:04 pm

232 South Main Street, Goshen

Goshen, IN 46526

In attendance: Ava Breniser, Robin Ebright-Zehr (arrived at 5:45 pm), David Gerber, Vicki Mast, Phyllis Miller, Amanda Qualls, Brian Wiebe

Absent: Eric Amt, Tim Martin

Others Attending: Brad Weirich, David Shenk

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

5:37 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
 - Engage friends and colleagues re Co-ops: Advocate
 - Focus groups
 - Invite members to meetings
 - Board project dreaming--capitalization
 - How did we do this month?

5:41 pm: Approve or amend agenda

- **Motion:** To accept agenda as it stands
Phyllis Miller moves and Amanda Qualls seconds

No discussion

Motion passes: 6 in favor; 0 oppose; 0 abstain

5:44 pm: Consent agenda

- Minutes of February 22, 2016 Board Meeting
- **Motion:** To approve the minutes of the February Meeting
David Gerber moves and Ava Breniser seconds
No discussion
Motion passes: 5 in favor; 0 oppose; 1 abstain
Note: Robin Ebricht-Zehr arrived directly after this vote, so she is not included in the tally above.
- Board Self Monitoring–compliance
 - R.3 Delegation to the GM
- **Motion:** To approve the Board Self Monitoring–compliance (R.3 Delegation to the GM)
David Gerber moves and Vicki Mast seconds
No discussion
Motion passes: 7 in favor; 0 oppose; 0 abstain

5:46 pm: Board decisions

- GM Monitoring: Brad
 - X.5 Treatment of Customers
 - **Motion:** To accept as compliant X.5 Treatment of Customers
Brian Wiebe moves and Vicki Mast seconds
Discussion: It was helpful to see the feedback letter included as data in this report. That feedback letter resulted in concrete changes in the store (creation of a list of discontinued items with a reason why). Discussion of health department information included as data in the report. Discussion of point six (6) of X.6 (Fail to provide a sufficient presence in the store as means for customers to have interaction with the GM and GM with customers); the GM's office is sequestered from the operations of the store because of the set-up of the building, which is not ideal.
Motion passes: 7 in favor; 0 oppose; 0 abstain
- GM monitoring for April–full X.6 Staff Treatment policy or partial
 - GM proposes that we re-monitor the five questions we were just below standard (not satisfactory) for the next meeting (in April) and monitor full X.6 in September. This is what the board verbally committed to in September 2015. No concerns about this course of action.
- Consider revision/addition to X.1 Financial Condition for cash reports in the store. (follow-up from February Board Meeting)
 - Provide cash statement, balance sheet and full financial statement to the board
 - **Motion:** Brad upload--on a monthly basis--the balance sheet, income statement, summary, and cash flow statement to dropbox (MCM Board, work week folder)

for the board to review.

Ava Breniser moves and Vicki Mast seconds

Discussion:

- From the perspective of policy governance, the reason that is given not to give this to the board/for the board not to request these documents is because boards can get over-focused on finance and bogged down in operations.
- Would this help the board to have all of the information it needs to understand the financial situation of the market? For some members of the board, there would be more comfort with finance if we had the full statement as opposed to a streamlined statement. There are concerns that we are not being as fully accountable to the membership as we could be if we had more financial information.
- Are there reasons why any member of the board should not have access to this information? If one board member has access, the board as a whole must have access (speak as one voice).
- How do these statements affect the board and our overall governance? It makes the GM more financially accountable to the board. It gives the treasurer additional information so that the treasurer can perform an educational function. It puts the board deeper in operations, which is the GM's domain.
- Discussion of the treasurer's role in policy versus a guidelines document from 2012. The guidelines document has been permanently archived to decrease confusion.
 - Board budget: note that there is an issue with matching line items from one budget to another.
- **Amended motion:** Brad upload--on a monthly basis for the next three months (April, May, and June)--the balance sheet, income statement, summary, and cash flow statement to dropbox (Private MCM) for the board to review. Treasurer and Vice Chair will review full statements together. Full statement will be reviewed in executive session with a 10 to 15-minute educational session by the Treasurer. After the conclusion of the three-month trial, the board will review whether or not we would like to continue to receive this information and whether or not to amend policy accordingly.

Ava Breniser moves and Brian Wiebe seconds

Motion passes: 7 in favor; 0 oppose; 0 abstain

6:50 pm: Discussion

- GM Reports: Brad
 - Finance Report
 - Taxes have been filed.
 - We carry less inventory (back stock) in the lean months.

- NCG is monitoring certain numbers, and those numbers were better in February than in January.
- The financials that we review are several weeks behind. Might we get more recent financials in the report to the board? Month to date in sales, cash on hand, etc.
 - If we want more information, we will consider a motion. No motion is on the floor for this currently.
- State of the Market
 - Our accountant will be sending our month-end numbers to us more quickly.
 - We are considering changing our monthly member day to a monthly member discount (to be on a day chosen by the member).
 - In general, the board is in favor of this change. Messaging is key.
 - We can still do a member appreciation day, people would just have the flexibility to use their discount on a different day if they preferred.
- Role of Treasurer–Board
 - Do we want to change the formal role of the treasurer?
 - Current wording: “**The Treasurer will:** lead the Board’s process for creating and monitoring the Board’s (not the co-op’s) budget.”
 - Maintain accurate records of the Board’s budget
 - Keep Board informed of the Board’s budget”
 - The treasurer needs to hold the board accountable for what the board is spending.
 - The treasurer will report quarterly.
 - We are leaving the wording as is.
- Board Budget 2016–Ava
 - Report on the 2015 budget and presentation on the 2016 board budget.
- Annual Meeting Planning–Amanda
 - **Date:** Saturday, June 11, 2016; 4:00 to 6:15 pm
 - **Location:** [Waterford Mennonite Church](#)
65975 Indiana 15
Goshen, IN 46526
 - **Theme:** Engaging our Community
- Board Recruitment–Brian
 - Should we continue to be a board of nine or should we move to a board of seven?
 - There are no immediate concerns with moving to a seven-person board.
- Board update, if any:
 - Capital Project Proposal? (fundraising committee)
 - No updates; Eric not present
 - Coop presentation?
 - Board gathering–Phyllis

- Consider having a gathering at the Vista which will include current, former, and prospective members of the board
- CAFÉ Committee–Tim
 - No updates; Tim not present
- Fundraising Committee Update
 - No updates; Eric not present
- Upcoming Events:
 - Food Summit occurred in March

7:49 pm: New business and comments from the community

- No new business or comments

7:50 pm: Executive session opens

8:03 pm: Executive session closes

8:04 pm: Meeting adjourns