



Board of Directors Monthly Meeting

Monday, November 23, 2015; 5:30 pm - 6:52 pm

232 South Main Street, Goshen

Goshen, IN 46526

In attendance: Ava Breniser, David Gerber, Vicki Mast, Phyllis Miller, Amanda Qualls, Brian Wiebe

Absent: Eric Amt, Robin Ebright-Zehr, Tim Martin

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.

5:30 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.

5:37 pm: Approve or amend agenda

- **Motion:** To accept agenda
Brian Wiebe moves and David Gerber seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain

5:39 pm: Consent agenda

- Consent agenda
 - Minutes of October 26, 2015 Board Meeting
 - Minutes of October 26, 2015 Exec Session
 - Board Self Monitoring–compliance
 - R.2 Accountability of GM
- **Motion:** To accept the consent agenda
Brian Wiebe moves and Phyllis Miller seconds

No discussion

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

5:40 pm: Board decisions

- GM Monitoring: Brad
 - X.1 Financial Condition & Activities (complete policy; in October, only X.1.1 through X.1.5 were reviewed)
 - We are out of compliance with regards to a few sub-policies (X.1.1 and X.1.3); for those items where we are out of compliance, the plan is the same as was presented last time.
 - Thane Joyal has coached the GM to trust his own interpretation of the policies, not to just go along with what the board says, so he is working toward that.
 - There is a recommendation to change X.1.10 from GAAP (generally accepted accounting practices) to OCBOA (other comprehensive basis of accounting), because that is what our accountant uses.
 - There is discussion about what timeframe we should be using to interpret the data.
 - We will continue to review X.1 on a quarterly basis; in the meantime, we will continue to receive monthly reports on finances. If the board sees something that alarms them in the monthly reports, we can ask for additional monitoring of X.1 on a more frequent or ad-hoc basis.
 - Board reviews the decision tree to decide and discuss what we are supposed to do with policy monitoring: are we just approving the interpretation? No; see decision tree.
 - Per the minutes of the October 2015 meeting, “By the next quarterly review of these numbers, we will show a rise in sales.” The next quarterly review will occur in January, and it will go through December 31, 2015.
 - Labor % of sales is currently around 27%; that number used to be acceptable, but that number has been recommended to be decreased to 20% (the policy register still reads 27%). Is it reasonable to expect that we will be able to meet the 20% goal? If so, what will we have to sacrifice to get there? We have had a lot of turnover; hiring and training is expensive, which has increased labor cost. Increasing efficiency of labor (lowering turnover) plus an increase of sales will get us to where we want to be.
 - **Motion:** The report is accepted with the acknowledgement of non-compliance; the Board will review the policy again in January (on a quarterly schedule thereafter until another decision is made).
Vicki Mast moves and Brian Wiebe seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain
- Fundraising Committee Charter–Eric (Eric not in attendance)

- **Motion:** To approve the fundraising committee charter
Vicki Mast moves and Brian Wiebe seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain

6:27 pm: Discussion

- Board:
 - Feedback from time in the store–Vicki
 - Discussion about Board in the Store; upcoming schedule and what has happened thus far.
 - ~~Update on Non-Profit Status–Eric~~ (Eric not in attendance)
 - Calendar Review–Phyllis
 - There will be no meeting in December; Brad will still be submitting the X.2 report for board review.
- GM Reports: Brad
 - Finance Report
 - State of the Market
- Updates (brief):
 - Elkhart County Foodshed Initiative–Phyllis
 - CAFÉ Committee–Tim
 - ~~Fundraising Committee Update–Eric~~ (Eric not in attendance)
 - ~~Non-profit status?~~
 - ~~Community Foundation?~~
 - GM Eval and Compensation–Phyllis
- Upcoming Events:
 - December 9th, there is a showing of the “Fencerows to Foodsheds” movie at Prairie Street Mennonite Church

6:52 pm: New business or comments from the community

- No community present

6:52 pm: Movement to adjourn

- Motion: To adjourn the meeting
David Gerber moves and Brian Wiebe seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain