



Board of Directors Monthly Meeting
Monday, September 21, 2015; 5:30 pm - 8:11 pm
232 South Main Street, Goshen
Goshen, IN 46526

In attendance: Eric Amt, Ava Breniser, Robin Ebright-Zehr (5:40 pm arrival), David Gerber, Tim Martin (8:00 pm departure), Vicki Mast, Phyllis Miller, Amanda Qualls, Brian Wiebe

Absent: None absent

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:
 - Showing the trailer for [From Fencerows to Foodsheds](#)
 - 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.

5:38 pm: Approve or amend agenda and Consent agenda

- Consent agenda
 - Minutes of August 24, 2015 Board Meeting
- **Motion:** To accept agenda as it stands and accept the August meeting minutes
Brian Wiebe moves and Eric Amt seconds
No discussion
Motion passes: 8 in favor; 0 oppose; 0 abstain

5:41 pm: Watching the Thane Joyal video on [“What is Meant by a ‘Reasonable Interpretation’”](#)

- Discussion of the application of the video through the review of GM reports for September
- Discussion of the equity system

- Tim Martin proposes that the possible increase in equity be discussed in the October 2015 meeting

6:01 pm: Board decisions

- GM Monitoring
 - X.4 Ownership Rights and Responsibilities
 - **Motion:** To accept as compliant with the additional clarification that the GM's interpretation acknowledges that owners must be *informed* of their rights and responsibilities
Tim Martin moves and David Gerber seconds
No further discussion
Motion passes: 9 in favor; 0 oppose; 0 abstain
- Boards Self Monitoring--compliance
 - The board needs to pay attention to their own adherence to our self-monitoring
 - G.2 The Board's Job
 - **Motion:** We are out of compliance with G.2.1.1 ("Create and sustain a meaningful relationship with member-owners.") due to the reasonable interpretation that members do not attend board meetings, we often wonder what our member's are thinking, we are not currently proactive in seeking feedback
Tim Martin moves and Brian Wiebe seconds
Discussion: Members are invited to board meetings and we reach out to member-owners on an ad-hoc basis
Motion passes: 8 in favor; 0 oppose; 1 abstain
 - **Consequences:** Hold the consequences until we hear the GM report
- Staff Treatment X.6 Monitoring. Revisions needed.
 - It is important to do some type of staff survey annually; the GM does not need to contract with CDS every year, but does need to contract with CDS every three years (next being 2016).
 - **Motion:** To accept revised X.6.7 (see updated policy register for complete revision)
Brian Wiebe moves and Tim Martin seconds
No further discussion
Motion passes: 9 in favor; 0 oppose; 0 abstain
- Fundraising committee charter is not yet complete

6:21 pm: Strategic Conversations: MCM's Core & Related Business – Disruption is here!

- Watched short videos on disruption
 - [Ken Kaufman - The Challenge of Size and Legacy](#)
 - Discussion of disruptive business. What is it? How does it affect us?
Disruptive businesses will eventually come for your core business.
Disruptive businesses can and will undercut legacy businesses.
- [Stefan Gross-Selbeck: Business model innovation -- beating yourself at your own game](#)

6:40 pm: Break

6:48 pm: Discussion

- GM Reports
 - State of the Market
 - Several new employees are bilingual in English and Spanish, which is something we have been working toward
 - Finance Report
 - We were profitable in August! There is a \$7,000 fee that affected numbers, but the board agreed to find a way to replace that amount
 - Report on Infrastructure
 - Market Study
 - Questions/Discussion
 - The ‘public welcome’ sign may be something like a disinvitation; removing it might be a really small change that has a big impact
 - Would it be helpful for the board to say what was the comfort level is for cash on hand/days cash?
 - Yes; that could be helpful
- GM Evaluation Process – monitoring performance
- Updates
 - Retreat update: will occur at the Bonneyville One Room Schoolhouse
 - Update on Non-Profit Status: An update and supporting documentation was provided
 - We can be a nonprofit, have a nonprofit arm, or be a cooperative nonprofit
 - We will take time at the Board retreat to have a facilitated discussion about this with Thane Joyal
 - CAFE Committee update
 - Website bios and photos
- Upcoming Events
 - Cooperative Cafe -- Ann Arbor October 24
 - November 19th Speaker Series at the Lerner
 - “Get Waisted” program
 - [Rich Roll](#)
 - [John Pierre](#)
 - Dr. Michael Gregor (nutritionfacts.org)
- Approval of executive session minutes
 - **Motion:** To accept June executive session minutes
Phyllis Miller moves and Vicki Mast seconds
No further discussion
Motion passes: 7 in favor; 0 oppose; 2 abstain

- **Motion:** To accept July executive session minutes
Phyllis Miller moves and Vicki Mast seconds
No further discussion
Motion passes: 5 in favor; 0 oppose; 3 abstain
- **Motion:** To accept July special executive session minutes
Eric Amt moves and Vicki Mast seconds
No further discussion
Motion passes: 6 in favor; 0 oppose; 2 abstain
- **Motion:** To accept July special executive session minutes
Brian Wiebe moves and Vicki Mast seconds
No further discussion
Motion passes: 6 in favor; 0 oppose; 2 abstain

8:05 pm: New business or comments from the community

- No new business or comments from the community

8:05 pm: Executive Session is Opened

8:10 pm: Executive Session is Closed

8:11 pm: Calendar review

- Next meeting October 26, 2015:
 - GM Policy Monitoring:
 - X.6 Staff Treatment (including survey)
 - Board Policy Monitoring
 - G.3 Officers Role
 - Readings:
 - TBD
- Looking ahead:
 - Retreat October 4th
 - October 24 – Cooperative Café in Ann Arbor MI

8:11 pm: Movement to adjourn

- **Motion:** Motion to adjourn
David Gerber moves and Ava Breniser seconds
Motion passes: 8 in favor; 0 oppose; 0 abstain