



Board of Directors Monthly Meeting

Monday, July 24, 2017; 5:38 pm - 7:45 pm

314 S. Main St., Goshen, IN 46526

In attendance: Eric Amt, Deanna Cook, Phyllis Miller, Amanda Qualls, Brian Wiebe, Rebecca Yoder

Absent: Jose Chiquito

Others Attending: Brad Alstrom

5:38 pm: Declaration of quorum

- Preliminaries:
 - Check-In: “Are we prepared to act on everything before us?”
 - Declaration of quorum
 - 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.
 - Welcoming Deanna Cook to the board (her term began on July 1, 2017).

5:41 pm: Approve or amend agenda

- **Motion:** To accept the agenda as it stands.
Rebecca Yoder moves and Eric Amt seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain

5:41 pm: Consent agenda

- **Motion:** To approve the consent agenda, which includes the minutes of the May 22, 2017 meeting and the June 26, 2017 meeting.
Brian Wiebe moves and Eric Amt seconds
Some numbers in the meeting minutes were very broad estimates, and because they were vague estimations, they were removed.
Motion passes: 6 in favor; 0 oppose; 0 abstain

5:51 pm: Retreat Review: August 19 and 20.

- Timeline/Agenda
 - Thane is currently working on an agenda for the meeting.
- Ends & Strategic Planning
- Officer Elections
- Committees
- Guests

5:58 pm: GM Reports

- State of the Market
 - Walkthrough of staffing updates, facilities and finances.
- June Financial Detail
 - We are seeing sales growth; moving in the right direction.
 - The way that time-off was accounted for was changed; because of that change, there was a large, one-time expense, but it wasn't put in the charts for the board, because it was going to be a big blip. It wasn't a cash expense, it was a bookkeeping expense.
 - Phyllis appreciates the detailed graphs. As a visual person, it helps to understand the financial picture.
- Other—What can the board do to support?
- Quarterly check-in from the Board of Directors to the General Manager
 - For the Board: How does the GM interact with the Board and individual directors? Are the GM's reports clear and focused? How well does the GM communicate?
 - For the GM: What challenges and surprises have come up? How are you building them? How is it going building new relationships?

6:28 pm: New business/comments from the community

- No community members

6:29 pm: Break

6:37 pm: Update on GM Evaluation

- Phyllis, Eric, and Amanda to get together and look at the process for GM evaluation
- What do other co-ops do?
 - There are a lot of different formats.
 - In policy governance, the only thing that really matters is the monthly review of policies and then an annual review of those.
 - Recording additional notes on a regular basis (quarterly or every six months) to let Brad know where he stands. We want to make sure that the Board and the GM are on the same page.
 - Make this a part of the quarterly check-in. Add some narration to feedback provided over months of board meetings; feedback to be in written form for GM consideration.

- Update the spreadsheet for evaluation.

6:49 pm: Board decisions

- GM Monitoring
 - X.4 Ownership Rights and Responsibilities
 - We want our members to know that their equity is not guaranteed back to them.
 - The second part of the policy is all about patronage refunds.
 - If 70% of our sales were to members, we can only declare up to 70% as patronage.
 - If you declare a patronage refund, you have to distribute, in cash or in kind, at least 20% to your members.
 - What you keep (0% to 80%) is withheld for members (revolving equity).

Motion: To accept X.4 Ownership Rights and Responsibilities as non-compliant without consequences.
Eric Amt moves and Rebecca Yoder seconds
No discussion
Motion passes: 5 in favor; 0 oppose; 1 abstain
 - X.10 GM Succession
 - Motion:** To accept X.10 GM Succession as compliant.
Rebecca Yoder moves and Eric Amt seconds
This report is compliant because we struck sub-section 1 (the only section with which the GM was noncompliant). See motion below.
Motion passes: 5 in favor; 0 oppose; 1 abstain
- Mindful of any modifications needed to X.4 and X.10?
 - X.10: Remove, “The GM will not: 1. Fail to ensure said person to attend at least one board meeting per quarter.”
 - Motion:** To remove “The GM will not: 1. Fail to ensure said person to attend at least one board meeting per quarter.” in X.10 GM Succession.
Brian Wiebe moves and Eric Amt seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain
- Board monitoring: G.3 Officer’s Roles—read through/revision
 - An updated G.3 policy will be forthcoming. Amanda will email the board with the suggested revision for approval.
 - **Motion:** To accept G.3 Officer’s Roles as non-compliant without consequences.
Deanna Cook moves and Amanda Qualls seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain

7:41 pm: Calendar review

- Next meeting August 28, 2017

- GM monitoring:
 - X.1 Financial Condition and Activities—Quarterly Report
- Board monitoring:
 - G.4 Board Committees
- Maple City Cultural Festival is August 26, 2017
- Cooperative Café on October 21, 2017 in Ann Arbor
- Education & Reflection: Diversity and Inclusivity (Jose to present; he was not able to attend this evening's meeting)

7:45 pm: Adjournment

- **Motion:** To adjourn.
Eric Amt moves and Amanda Qualls seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain