



Board of Directors Monthly Meeting

Monday, August 22, 2016; 5:35 pm - 8:06 pm

232 South Main Street, Goshen

Goshen, IN 46526

In attendance: Eric Amt, Robin Ebright-Zehr, Phyllis Miller, Amanda Qualls, Brian Wiebe, Rebecca Yoder

Absent: Jose Chiquito, Brad Weirich

Others Attending: Miranda Beverly-Gill

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

5:35 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.
 - Board Commitment:
 - Increase board communication with members
 - Engage friends and colleagues regarding Co-ops: Advocate
 - Board project dreaming--capitalization
 - Video from CBLD library/Other cooperative education
 - None this month.

5:39 pm: Approve or amend agenda

- **Motion:** To modify the agenda with the removal of “Revision to X.1 adding an additional nested set for an outside audit at defined intervals.” This will be tabled for the next meeting. Please also note that the board approved \$10,000 for condensers at the board retreat. We are adding the code of conduct to the agenda; board members will now sign this pledge annually.
Brian Wiebe moves and Robin Ebright-Zehr 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 minutes of the June 13, 2016, board meeting and the minutes of the July 25, 2016, board meeting.

Brian Wiebe moves and Phyllis Miller seconds

No discussion

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

5:43 pm: Board decisions

- GM Monitoring: Brad (Miranda filling in)
 - X.4 Ownership Rights and Responsibilities
 - Does X.4 require the GM to bring patronage options to the board? Probably not. Based on our policy, the GM may (or may not) bring patronage options. The way the policy is written, it looks like both the GM and the board can propose ideas. It would be up the GM to take care of the operational side of things, and the system would have to meet the qualifications laid out in X.4.
Motion: To accept the report on X.4 as compliant.
Amanda Qualls moves and Eric Amt seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain
- Board Self Monitoring: Revision
 - G.4 Board Committees-revision
 - What does the final bullet, “monitor future performance of topic designated for investigation,” mean? Should this be removed? No one knows what this means, or where it came from. Because it doesn’t have meaning, it should be removed from the policy
Motion: To remove, “monitor future performance of topic designated for investigation,” from the policy.
Phyllis Miller moves and Brian Wiebe seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain
- Revision to X.1 adding an additional nested set for an outside audit at defined intervals.
– Brian and Brad (tabled for Sept meeting; covered in revision of agenda)
- Addition to agenda: Note that the board of directors unanimously approved the use of up to \$10K for a condenser. This was approved at the Board Retreat.

6:02 pm: Discussion

- Retreat Report Review: Phyllis
 - We have accomplished many of the items set out in the retreat. Several items are still in process.

- Reconstituting/realigning committees
- We went through several scenarios to investigate what would generate the best outcomes for the store (stay where we are/status quo; grow; change).
- Store Visit from Scott Franko: Eric
 - Rebranding the store. Reimagining the logo, considering the name; take these changes and pull them throughout the store, making it more uniform and modern. There is a misconception about what the Maple City Market is based on how it looks (and perhaps what it is called). If we are thinking about changing our name, we may want to work with a firm to think through issues with us. Logo and design considerations aren't as challenging. Scott Franko does signage and implementation exceptionally well. At the next board meeting, we should decide on a timeline and order of operations. We don't have to do a full-scale rebranding right now. GM has full decision rights over what colors to go with in the store.
 - Update on 501(c)3:
 - Attorney? Other coops? Brad and Eric to coordinate over who should be speaking to an attorney.
- Food Council Update (moved up from 'Community Initiatives Update' section).
 - There is a handout from Purdue University on Food Councils. Other handouts included from the Indiana Minority Health Council and Northwest Indiana Food Council.
 - The Food Council would have a nonprofit organization, because it will need funding.
 - There is a grant (up to \$125,000; we would have to match \$25,000) from the USDA that could help the market with a food hub and community kitchen. We don't have to have a 501(c)3 to get that. This could be an alternative way to get funding (as opposed to starting a 501(c)3).
- Feedback--Letter to Owners: Board
 - There has been some good feedback
 - Should we be sending a physical letter? Labor would be an issue. Rather than send a full mailing, send a postcard with the dates of the meetings, inviting members, and a link to the full letter? Think about inviting people to the meeting from the store instead. Have handouts to invite people in the store. Once the agenda is finalized, change the handout in the store.
 - Miranda to do a half sheet initial flyer to invite people. That will be handed out at the market and left at places like the farmer's market, etc. to reach out to owners.
 - May do a call list (top 50 owners) to invite people by voice.
 - Coordinate reaching out to current producers; think about who we reach out to for each meeting (what's on the agenda for each?)
 - Possible agendas: 1) The future of Maple City Market; the need to change--strong commitment to relevance (keeping the market going for the good of the community); 2) Member focused (equity and patronage and cooperative business); 3) Access, food justice;

- more food health in the community; the passion for local (to do that, here's our idea for a nonprofit).
 - Try to talk about it all in meeting one, then let future discussions grow out of it.
- Owner/Community Forums:
 - September 12, October 10, and November 14 from 7:00-8:00 pm at the store
 - We will need to promote these meetings to encourage participation
 - Discussion topics
 - Responsibly grown, local (real!) food
 - Education (which is the only way habits will change). As our board often says, when you KNOW better, you DO better.
 - Additional topics:
 - Patronage
 - Equity
 - Stand-alongside non-profit
 - Space that is different
 - These meetings will build upon each other
 - Who can be at which meeting?
 - September 12: Brian Wiebe, Phyllis Miller, Eric Amt, Rebecca Yoder, Robin Ebright-Zehr
 - October 10: Brian Wiebe, Phyllis Miller, Eric Amt, Rebecca Yoder
 - November 14: Brian Wiebe, Phyllis Miller, Eric Amt, Amanda Qualls (may arrive late), Robin Ebright-Zehr

We are unsure about Jose for these meetings, as he is out tonight.
- GM Reports: Brad (Miranda standing in)
 - Finance Report
 - August is looking better than July.
 - State of the Market
 - There is some resetting of the store already happening. The new seating for the deli has been ordered. There will be a place to order items from the deli, made fresh to order. Deli hours will be something like 10 am to 2 pm weekdays, perhaps staffed during the evening rush and then building from there.
- Board Committee (Charters):
 - Non-Profit & Fundraising Committee: Eric, Chair; with Robin, Brian, Brad, José
 - Community Committee (<3MCM): José, Chair; with Robin, Miranda
 - Ad Hoc Owner Forums: Brian, Chair; Brad, Eric and all other members.
 - Responsibly grown real food
 - Patronage
 - Equity
 - Local food
 - Annual Meeting and Board Recruitment: Amanda, Chair; with Phyllis, Rebecca, Brad, Miranda and an owner (TBD)

- GM Evaluation & Compensation: Phyllis, Chair; with Amanda
- Plan for Ends Work (possible revisions)
 - Wait for the strategy meetings to see how to move forward
- Formal new board member orientation completed: Phyllis
- Commitment to Board Code of Conduct
 - This document will now be signed annually by each board member
- Community Initiatives Updates:
 - Farm Lab update: delayed until next meeting
 - Anything else?
 - Patronage idea and brainstorming: Celebrating the fact that when we make profit, it goes back to you. We are a \$1.6 million co-op now. 600 owners can save our co-op; this is the board's olympic challenge. We have about 1,800 active owners. We need 600 to step up. 200 gold level shoppers (\$100 per week ~49 weeks per year): \$980,000; 200 silver level shoppers (\$50 per week): \$490,000; 200 bronze level shoppers (\$25 per week): \$245,000. Advertise that we're trying to get 100 in each category, and when we get there patronage is on. There would be weekly award drawings (perhaps every other week at the start)
 - Gold level: \$1,000 drawing per week
 - Silver level: \$500 drawing per week
 - Bronze level: \$250 drawing per week

8:02 pm: New business/comments from the community

- No new business or comments from the community

8:04 pm: Calendar review

- Next meeting is September 26, 2016
- G.2 The Board's Job
- X.8 Communication to the Board
- Looking ahead:
 - Owner Forums in September, October, and November

8:06 pm: Motion to adjourn

- **Motion:** Motion to Adjourn Open Board Meeting
Phyllis Miller moves and Rebecca Yoder seconds
No discussion
Motion passes: 6 in favor; 0 oppose; 0 abstain