



Board of Directors Monthly Meeting

Monday, March 27, 2017; 5:32 pm - 8:44 pm

314 S. Main St., Goshen, IN 46526

In attendance: Robin Ebricht-Zehr (arrived at 5:48 pm), Phyllis Miller, Amanda Qualls, Brian Wiebe (left at 6:00 pm), Rebecca Yoder

Absent: Eric Amt, Jose Chiquito

Others Attending: Nick Licina, Brad Alstrom

5:32 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.

5:41 pm: Approve or amend agenda

- **Motion:** To accept the agenda as it is written (with changes to order of items based on retaining quorum).
Rebecca Yoder moves and Brian Wiebe seconds
No discussion
Motion passes: 4 in favor; 0 oppose; 0 abstain

5:43 pm: Consent agenda

- **Motion:** To approve the consent agenda as it stands. The consent agenda includes the minutes of the February 27, 2017 board meeting and board self-monitoring (G.6 Board meetings).
Brian Wiebe moves and Rebecca Yoder seconds
No discussion
Motion passes: 4 in favor; 0 oppose; 0 abstain

5:45 pm: Board decisions

- Review Candidates and confirm final slate
 - Excited about all of the candidates that are under consideration. There are four candidates. One incumbent, Phyllis Miller, and three new candidates.
 - There are two vacancies.
 - Make sure that candidates know that operations are not the purview of board members.
 - **Motion:** To have a slate of four candidates, Phyllis Miller, Karen Lehman, Deana Cook, and Darin Short, for two vacancies on the board.
Brian Wiebe moves and Amanda Qualls seconds
Discussion: No additional candidates will be added to the slate after this date. Candidates are still free to back out. Phyllis Miller originally was not sure that she would run, but has since decided to run for her third and final term.
Motion passes: 4 in favor; 0 oppose; 1 abstain
 - Amanda will follow up with candidates to let them know about the decision of the board; reiterate policy governance and the candidate packet. Allow them to build out their questionnaire
- Review X.6.7 Staff Treatment. Changes needed?
 - “Fail to conduct a staff survey monitored by a third party. Contract with CDS Consulting every 3 years (next being 2016) that focuses on Staff Treatment and the Staff’s perception of their workplace environment. That is conducted at least annually.”
 - Postpone survey contracted through CDS until the fall (at the recommendation of Melanie Reid). This will allow staff members to get a sense of Brad as their manager and provide better, richer data

[Brian Wiebe left at this time]

- Amanda will propose a change to X.6.7 for the April 2017 board meeting; she will work with Brad to arrive at final wording.
- GM Monitoring: X.3 Asset protection
 - Brad used the CDS template to assemble this detailed report. He walked us through a brief overview of the report, explaining the overall report and nested sets.
 - 3: “Allow inadequate security of premises and property”
 - Feel weakest in this area. Need to tighten this up and assemble existing SOPs; create new SOPs where needed.
 - What about keypads and fobs? Consider workplace safety SOP (active shooter, robbery, etc.).
 - Should there be a nested set for safety? Unsure. May identify the employee as an asset? It may be that this is a part of staff treatment.
 - Right now, there is no policy that specifically addresses workplace safety. If we want there to be a policy on what to do in the case of a robbery or

- what to do in the case of an active shooter, the board needs to add it to policy, because it's above and beyond federal and state regulation.
- 4: "Allow data, intellectual property, or files to be unprotected from loss, theft or significant damage."
 - PCI Compliance
 - a: "Allow improper usage of members' and customers' personal information." We keep that data in two places, and it is reasonably secure.
 - 5: "Allow uncontrolled purchasing or purchasing subject to conflicts of interest."
 - We don't have policies in place that tell staff they can't purchase above a certain amount. We might create an SOP that addresses that; the creation of department budgets will also be a help in this area.
 - Every purchase (by staff) goes in front of Brad, so there is a check there.
 - a: "Allow any capital expenditure of over \$4,000 without obtaining comparative prices."
 - There is another policy (X.1.11) that says that the GM has to get approval to "Make a single purchase, outside of inventory purchases and budgeted capital expenses, of greater than \$4,000, without board approval."
 - We think \$4,000 might be low. The board is to consider raising it. Brad will touch base with NCG to see what other co-ops have.
 - We want to make sure that X.1.11 and X.3.5a correspond.
 - 7: "Allow damage to the Cooperative's public image."
 - Number of members went up year over year
 - The number of customers dipped from 2015 to 2016. It is coming back up year to date.
 - Active number of members in 2015: 2,769; 2016: 3,078. A big chunk of those came in December.
 - When Brad meets with insurance in the coming months, provide an update to the board.
 - **Motion:** To accept X.3 asset protection as non-compliant with the understanding that by July 2017, there will be a report on PCI compliance and third party verification that insurance is reasonable and customary for the industry. Any additional non-compliant areas will be monitored again in 2018. Amanda Qualls moves and Phyllis Miller seconds
No discussion
Motion passes: 4 in favor; 0 oppose; 0 abstain

7:21 pm: Discussion

- Annual Meeting: Amanda
 - Amanda to meet with Brad Alstrom and Miranda Beverly-Gill in the next week to lay out next/final steps.
 - Phyllis: Make sure to set up AV needs beforehand. There have been challenges with that in the past.

- Marketing:
 - Send out a dedicated email 4 weeks before.
 - Final follow-up email about a week before.
 - Get up on red post.
 - Have posters/pages made for local community boards.
- No 'slogan' for this year.
- No vendors in the meeting; focus on elections and business meeting, along with afterward social time.
- Start time/agenda:
 - 10:30 am to 12:30 pm
 - Start with programming (intro of candidates and business meeting) and end with meal (this allows people to leave early if they like).
- Elections: Phyllis
 - Amanda will contact candidates to make sure that we have what we need for advertising.
 - Post to the website.
 - Discussion of check-ins. Include staff in that process; make it digital, rather than paper-based.
 - Option to vote electronically? We have discussed in the past, but we have never moved forward with that.
- GM Reports: Brad (State of the Market and Financials)
 - We hit the 2,000+ subscribers on our mailchimp list, which means we now have to pay.
 - Produce looks great. Bump in produce and meat sales.
 - Miranda is doing an excellent job with food photography and marketing.
 - Bulk sales have been slipping a lot.
 - We're going to get rid of the bag charges.
 - Discussion of local competition.
 - Workers Comp was misrepresented as an insurance cost rather than as a personnel cost.
 - Facilities needs and challenges (evaporator coil).
 - Are there things the board should work on to raise capital? Not right now.
 - Floor refurbishing (buffing and waxing).
- Retreat Planning: Phyllis
 - Might push to Fall (September?).
 - Consider working on ends at the retreat.
 - Might do a joint meeting with Purple Porch.
- Food Council: Phyllis
 - Event at the Matterhorn in Elkhart on May 24th (Wednesday). More information will be forthcoming.
 - Convention and Visitors Bureau is doing the marketing.

8:10 pm: New business/comments from the community

- No community members

8:11 pm: Quarterly Check-in Exercise

- Deferring until April to allow more board members to be a part of this.

8:12 pm: Executive Session opens

8:44 pm: Executive Session closes

8:44 pm: Calendar review

- Moving the monthly meeting for April to Monday the 17th due to travel, availability, and to allow time before the annual meeting. Previously would have been on April 24, 2017.
- GM monitoring:
 - X.6 Staff Treatment
 - X.7 Staff Compensation
- Board monitoring:
 - R.3 Delegation to GM
- Looking ahead:
 - Annual Meeting on May 6th

8:44 pm: Adjournment

- **Motion:** To adjourn.
Robin Ebright-Zehr moves and Rebecca Yoder seconds
No discussion
Motion passes: 4 in favor; 0 oppose; 0 abstain