



**Board of Directors Monthly Meeting**  
Monday, October 24, 2016; 5:30 pm – 8:00 pm  
232 South Main Street, Goshen  
Goshen, IN 46526

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

**Absent:** Amanda Qualls

**Others Attending:** Brad Weirich, Miranda Beverly-Gill, Guest Russ Pierce Chair of Purple Porch

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

**5:37 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: “Hunker Dow or Double Down”

**5:48 pm:** Approve or amend agenda

**Added to Discussion portion:** confirm board meeting dates for Nov and Dec. Also to confirm monitoring reports needed in Nov & Dec

- **Motion:** Approve as amended  
Brian moves and Eric seconds  
No discussion  
Motion passes: 6 in favor; 0 oppose; 0 abstain

**5:50 pm: Consent agenda**

The consent agenda includes the minutes of the September 26, 2016 meeting; Board self-monitoring (R.1-Unity of Control); and GM monitoring (X.1--Financial Condition &

Activities). R.1 and X.1 were moved to the Board Portion of the agenda for further discussion. Minutes remain in the Consent agenda

- **Motion:** Accept Consent Agenda  
Eric moves and Robin seconds  
No discussion  
Motion passes: 6 in favor; 0 oppose; 0 abstain

### 5:59 pm: Board decisions

- **Add to minutes:** the board voted to accepted Brad Weirich's resignation from the position of General Manager during an Executive Session on September 26, 2016
- **R.1 Unity of Control.**
  - **Motion:** Change R.1.2 verbiage replacing "management" with "operational", providing some clarity that this pertains to store policies not PG Board policies.  
Phyllis moves and Eric seconds  
No discussion  
Motion passes: 6 in favor; 0 oppose; 0 abstain
- **X.1 Financial Condition & Activities**
  - **Motion:** Accept with acknowledgement of non-compliance  
Robin moves and Phyllis seconds  
No discussion  
Motion passes: 6 in favor; 0 oppose; 0 abstain
- **Renewing CDS contract for 2017**
  - **Motion:** Accept with acknowledgement of non-compliance  
Phyllis moves and Eric seconds  
Discussion: Annual membership fee is \$6,850 (\$1,712.50 quarterly).  
Motion passes: 6 in favor; 0 oppose; 0 abstain

### 6:05 pm: Discussion

- **Tabled:** Revision to X.1; adding another nested set for an outside audit at defined intervals. (Brian & Brad)
- GM Reports: Brad
  - Finance Report - continues stable looking similar to last month
  - State of the Market:
    - Brad has told all buyers that this is not the time for "free buying"
    - Total loss of freezer. Approximate losses: \$2,200 in product and \$3,800 in loss of sales.
      - Miranda talked about "member day." Also Fall Break for Goshen College and Goshen schools. Hoped to get some new people into the store.
        - 10-2. Apple Cider. Activities for children. Got many new people into the store.
        - Eric asked how promoted? Facebook, Redpost & people sharing with their friends

- Brad is writing out the monthly things that he does, and he is defining who all will do what so that the store is fully operational once Brad has completed his employment with MCM.
- Confirmed November board meeting will remain the 28<sup>th</sup>
- Changed December board meeting date to the Monday prior to Christmas the 19<sup>th</sup>. Per Jose - “I love MCM, but...” 😊
- Confirmed no monitoring reports requested for November (none scheduled anyway) and December. Will continue to receive the SOM and financial reports.
- Strategic Planning meeting with Owners: Discussion & next steps
  - Jose shared idea that we come up with three things based on the ideas generated so far, and have people choose one thing.
  - Eric – do we want a capital campaign. Do we want to become a non-profit?
  - Russ shared an idea from Ashville, NC
  - Jose shared a one page proposal based on the charter for Member-Community Engagement, and an “event idea” from Menomonie Market Natural Foods Co-op.
  - Jose suggested Spring Break “baskets” for families who rely on food from the school during the school year
  - Eric suggested Deana Cook to lead cooking classes in the back of the store that is “vegan cooking on a budget”.
  - Jose, Brian, Eric, will meet later this week to pull together the items to present at the Nov 14 meeting
  - Goal of developing the Owner Engagement Committee
    - November 14, 7:00-8:00 pm at the Chamber
      - GM Search update
      - Acknowledge what was heard related to operations in the first meeting
      - Acknowledge discussions related to expanding MCM presence in this community. Telling the Coop story
      - Present suggested strategic items for owners feedback and participation
- **Update** 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 Strategic Conversations*--Brian, Chair; with Brad & Eric (w/Everyone)
  - *Annual Meeting and Board Recruitment*--Amanda, Chair; with Phyllis, Rebecca, Brad, Miranda, and an Owner TBD
  - *GM Evaluation & Compensation*--Phyllis, Chair; with AmandaEric offered to consolidate the charters onto one template and will approve in November
- Community Initiative Updates:
  - Food Council
  - Farm Lab
  - Anything else?

**7:20 pm:** New business/comments from the community

- No new business/comments from the community

**7:30 pm:** Executive session opens

**8:00 pm:** Executive session closes

**8:05 pm:** Calendar review

- Next meeting is on November 28, 2016
- GM monitoring: None
- Board monitoring: R.2 Accountability of GM
- Looking ahead:
  - Final owner forum November 14

**8:10 pm:** Motion to adjourn

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

These minutes have been approved and accepted by the Maple City Market Board of Directors.

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November 28, 2016

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Amanda Qualls, Secretary of the Board of Directors