



Board of Directors Monthly Meeting

Tuesday 10/23/2017, 5:30 - 7:10 pm

Location: held in back room of the Market

In attendance: Brian Wiebe, Eric Amt, Amanda Qualls, Phyllis Miller, Brad Alstrom

Absent: Deana Cook, Jose Chiquito, Rebecca Yoder Smucker

Others Attending:

The Board shared dinner together and Phyllis shared a summary of the Cooperative Café event that took place 10/21/17. Theme of the Café: “Co-op Impact! Co-op Participation”

- How do co-ops positively impact people and community - how do they make a difference?
- How do people, in many different roles, contribute to these positive outcomes?
- What’s in place to support people in their roles?
- How do I see my own role or roles as an individual and as part of a team?

The social impact, quality of life, local economics, health, how does our Co-op support these areas in our community? Are we the backbone presence related to food systems? The “new normal” does not only look at competition, but opportunities to “shout” the impact of a Co-op in the community.

Roles:

- Owners: Participate
- Board: Strategic Management
- GM & Management: Bridge, Facilitate, Transparency
- Staff: Ambassadors! Recognized, Greatest Impact
- Community: Local impact, dollars in local economy, quality of space

How do we reach those in the community that care about our Co-op Values and Principles and engage them, as we are built on these same principles?

Opening: [5:35]

- Check-In: “Are we prepared to act on everything before us?”
- Declaration of quorum
- Commitment to stay on task

Our Work: Policy Governance: (5:45)

- Policy Governance Simplified & Quick Guide Exercise

- Decision Tree for Decision-Making
- Approve Minutes of October 3, 2017:
 - Moved [AQ] & Second [EA]:
 - Discussion: Clarification of verbiage “consider” added to the members section of each charter. Also added Brad as attending
 - Vote tally: 4/0/0
 - Motion to accept October 3, 2017 minutes with the above amendments passes

Action items carried forward from prior month:

- Review the self assessment tool that Brad has forwarded to us - Brian
- Share link for Central Co-op’s website - Brad
- Timeliness: Packet 6 days prior to meeting, minutes within 2 days post meeting
- Additions to agenda template: - Brian
 - Board Education - Brad

This Month’s Policy Focus: [5:55]

- MCM “Ends” were read:

Because of MCM, there will be a healthy community nourished and educated by:

- *Equitable economic practices*
 - *Regenerative environmental impacts*
 - *Inclusive, socially responsible relationships*
- R.1 - Unity of Control Board monitoring: Policy was reviewed by those in attendance, discussion identified no occurrence of non compliance.
 - Motion to accept with acknowledgment of compliance [BW] & Second [PM]:
 - Discussion: None
 - Vote tally: 4/0/0
 - Motion passes

Board Committees (6:15)

Board Perpetuity Committee:

- Action Item completed: Board Perpetuity Committee Charter prepared-Phyllis
- Motion to Accept Board Perpetuity Charter [EA] & Second [PM]:
 - Discussion:
 - After consideration, added “assures orientation process for new board members” to this charter rather than adding to responsibility of board chair. This committee would not necessarily complete the orientation but assures a quality orientation is done.
 - Following verbiage removed from the end of the “Purpose” section: “presence through its Ends statement”
 - Vote tally: 4/1/0/0

- *Motion passes to accept Board Perpetuity Committee charter with the above amendments*

GM Evaluation & Compensation Committee:

- Action Item Completed: GM monitoring summary table was created by Phyllis
- **Action item: Amanda will review table and offer improvements to process**

Discussion on Committee Memberships:

- Board Perpetuity Committee - Brian, Deana, 2 Owners: 1 newer and 1 veteran owner
- Member Linkage & Annual Meeting Committee - Jose
- GM Evaluation & Compensation Committee - Amanda, Rebecca
- Future Capital Campaign Committee - Eric, Brian, Brad
- **Action item: discuss and identify membership for Member Linkage and Annual Meeting Committee (add to agenda) - Brian and Jose**
- **Identify Owners for Board Perpetuity Committee? - Brian**

GM Report (6:35)

- **Education - Brad**
 - **November: Cooperative Grocer article focus on board perspective**
 - **December: Diversity**
- Action Item Completed: X.6 Compliance plan included monitoring X.6 in June 2018 including revised employee handbook with conflict resolution language revised to more appropriate grievance language. **Added to Board Calendar for 2018**
- Brad shared that MCM created its first newsletter. Included topics celebrating Co-op month
- Conducted Membership Drive
- Financial and Facility Update:
 - Brad shared a graph showing Cash (checking account) on hand is trending up.
 - Still not where he would like it to be but financials continue to improve.
- Brad reviewed several items from GM report including the drain issue. Could be some costs to resolve when root cause is identified
- **Façade Renovation Project:**
 - Brad reviewed the renovation project plan. Discussion occurred related to the appearance of the proposed façade.
 - In sharing with staff, there was some concern from staff that the retro look could deter younger shoppers.
 - Board comments related to the retro look reflected the history of the building
 - Suggestion to add façade around the north side of building.
 - City grants available for some of the project. Some of the project may not be completed until spring

- See renovation plan for details
 - *Motion to approve \$7,750 for this project [PM] & Second [EA]:*
 - *Discussion: None*
 - *Vote tally: 4/0/0*
 - *Motion passes*
- **Post discussion:**
 - **Action Item: Eric will pursue a “Good Neighbor” grant from the Elkhart County Community Foundation to be able to broaden the project scope**
 - Discussion occurred to explore any interest for a Co-op in Elkhart. Eric and Brad will review the potential for identifying current owners in the Elkhart zip codes for possible survey

Closing: (7:00)

- Board Blog - Amanda will write related to partnering with other Co-ops and community engagement
- Community Input:
- Meeting evaluation:
 - Renovation conversation exciting!
 - Policy Governance exercise valuable
 - Low attendance

Action Item: Add to next month’s agenda discussion for number of board members - Brian

Meeting adjourned (7:10)

- *Moved [AQ] & Second [EA]:*
 - *Discussion: None*
 - *Vote tally: 4/0/0*

Submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

[10/24/2017]