



Board of Directors Monthly Meeting

Tuesday 10/03/2017, 6:35 - 8:15 pm

This month's meeting took place at
Merry Lea Environmental Learning Center
Albion, Indiana

In attendance: Brian Wiebe, Rebecca (Yoder) Smucker, Jose Chiquito, Eric Amt, Amanda Qualls, Phyllis Miller, Brad Alstrom

Absent: Deana Cook

Others Attending: Joel Pontius - professor at Merry Lea and Director of the Sustainability Leadership Semester, Seth Lapp - 5th year Environmental Science major, Laura Hochstetler - 4th year Interdisciplinary major, Reena Ramos - 4th year Environmental Science major,

We met at Merry Lea at 5:00. Joel Pontius led us on a tour of the grounds and we gathered for a dinner together including students and faculty.

Opening: [6:35]

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

Our Work: Policy Governance: (6:35)

- Board calendar was reviewed
- Policy Governance Simplified & Quick Guide Exercise
 - Several board members reviewed a portion of the PG Quick-Guide summarizing the structure of the PG governing model
- Decision Tree for Decision-Making - review
- ***Approve Minutes of August 28:***
 - *Moved [JC] & Second [EA]:*
 - *Discussion: Reviewed Action Items*
 - *Vote tally: 6/0/0*
 - *Motion to accept August 28 minutes passes*

- **Action Item from last month carried forward to next month. - Review the self assessment tool that Brad has forwarded to us- Brian**

This Month's Policy Focus: [6:45]

- MCM "Ends" were read:

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

- *Equitable economic practices (Commerce)*
- *Regenerative environmental impacts (Planet)*
- *Inclusive, socially responsible relationships (People)*
- **Motion to accept Ends revision as read:**
 - *Motion [PM] & Second [AQ]:*
 - *Discussion: Suggested to remove the parenthesis and words at the end of the nested sets*
 - *Amended motion [BW] & Second [EA]*
 - *Vote tally: 6/0/0*
 - *Revised Ends statement passes with suggested revision*
- Additionally, Brad noted the importance of the Board sharing these Ends with the Ownership. Board noted opportunity for Linkage Committee to communicate.
- **X.6 - Staff Treatment monitoring:**
 - *Motion to accept with acknowledgment of noncompliance and consequences [PM] & Second [RS]:*
 - *Discussion: See action item for corrective action*
 - *Vote tally: 6/0/0*
 - *Motion passes*
 - **Action Item: Plan for compliance includes monitoring X.6 in June 2018. And to include the revised employee handbook including conflict resolution language revised to more appropriate grievance language - Brad** (note added to Board Calendar for 2018)
- **X.8 - Communication to the Board monitoring:**
 - **Action item - create GM Monitoring Summary Table - Phyllis (Amanda to review as Chair of GM Evaluation & Compensation Committee)**
 - *Motion to Accept as Compliant [PM] & Second [EA]:*
 - *Discussion: None*
 - *Vote tally: 6/1/0/0*
 - *Motion passes*
- **G.2 - The Board's Job monitoring:**
 - Several board members divided the G.2 policy and summarized compliance
 - *Motion to accept as non-compliance with consequences [BW] & Second [JC]:*

- *Discussion: G.2.1 requires corrective action: “Create and sustain a meaningful relationship with member-owners.”*
See action item for compliance plan
- *Vote tally: 6/0/0*
 - *Motion passes*
- **Action item: Ask Thane during next call for guidance and report back at October meeting - Brian & Jose**
- **Action Item: Share link for Central Coop’s website - Brad**
- **Action Item: Initiate board blog on MCM website - add to monthly agenda to assign. Rebecca will do the first one in the upcoming weeks - Brian**

Committee Charter Approval (7:45)

- **Action Item: Board Perpetuity Committee Charter - Phyllis**
- **Member Linkage & Annual Meeting Committee**
- **GM Evaluation & Compensation Committee**
- **Future Capital Campaign Committee**
 - *Motion to accept [AQ] & Second [JC]:*
 - *Discussion: Correction to add “consider” non-board members rather than mandate*
 - *Vote tally: 6/0/0*
 - *Motion passes with the suggested change*
- **Committee Chairs were identified: Linkage and Annual Meeting = Jose, Eval & Compensation = Amanda, Capital Campaign = Eric, Perpetuity = Brian.**
- **Action item: Chairs to develop committee members and report back at next meeting: Brian, Amanda, Jose, Eric**
- **10/23/17 - Clarification added during October 23rd Board Meeting. “Consider” non-board members as committee members on each Charter allowing the flexibility for board chair in selecting committee.**

Closing: (8:05)

- **Approve renewal of CDS Agreement for 2018 (see agreement in Dropbox)**
 - *Motion [AQ] & Second [BW]:*
 - *Discussion: Annual agreement amount is \$6,890, invoiced quarterly*
 - *Vote tally: 6/0/0*
 - *Motion passes. Board authorizes Brad to sign and process agreement*
- **Community Input: None**
- **Meeting evaluation: Thank you to Merry Lea faculty and staff for the tour, dinner and meaningful time together!**
- **Action Item: Work toward meeting packet being available 6 days in advance. Consider selecting a Cooperative Grocer article to discuss each meeting - Brian**

Meeting adjourned (8:15)

- *Moved [RS] & Second [AQ]:*
 - *Discussion: None*
 - *Vote tally: 6/0/0*

Submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

[10/05/2017]