



Board of Directors Monthly Meeting

Tuesday 11/27/2017, 5:30 – 7:20 pm

Location: held in back room of the Market

In attendance: Brian Wiebe, Eric Amt, Phyllis Miller, Brad Alstrom, Deana Cook, Jose Chiquito

Absent: Rebecca Yoder Smucker, Amanda Qualls

Others Attending:

5:00 the Board shared a wonderful dinner from the Deli.

5:10 the group reviewed the article from this month's Cooperative Grocer entitled "Everyone Welcome? Examining Race and Food Co-ops". There was acknowledgement that it is an important topic for this Co-op and community. There will be further discussion on this topic at the next month's meeting.

Open Board Session Begins: [5:20]

Vice-Chair Jose Chiquito requested a temporary leave of absence from board responsibilities to focus on some of the important immigration issues in our community. The board voted unanimously to extend this indefinite leave of absence, and appointed Eric Amt to the role of acting vice-chair.

The board acknowledged the award of a \$6,000 Good Neighbor Grant from the Elkhart County Community Foundation for the infrastructure work being done. A special thank you to Eric for his efforts to obtain this grant!

Opening: 5:30

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

Our Work: Policy Governance: (5:35)

- Policy Governance Simplified & Quick Guide Exercise
- Decision Tree for Decision-Making
- **Action Item: Become familiar with the Policy Governance Quick Guide, enough to be able to recite and define the 10 PG Principles from memory – Everyone!**

- **Approve Minutes of October 23, 2017:**

- *Moved & Second:*
 - *No discussion*
- *Vote tally: 5/0/0*
- *Motion passes*

Action items carried forward from prior month:

- **Completed:**
 - 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

This Month's Policy Focus: [5:45]

- **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.2 – Accountability of GM: Policy was reviewed and an exercise conducted to evaluate the board's compliance.**
 - *Motion to accept with acknowledgment of compliance [BW] & Second [PM]:*
 - *Discussion: Phyllis shared there is a newer Policy Register template in the CBLD Library and could be value in taking a look for any potential revisions to consider for our policy register.*
 - *Vote tally: 5/0/0*
 - *Motion passes*

Action Item. Will incorporate into the December meeting agenda, a policy review with the newer template. It will be a working portion of the meeting – Brian

Action Item. 2018 Calendar will be presented at December meeting. – Phyllis will create draft and submit to Brian

- **GM Report: Brad shared some highlights of what is going on in the store including:**
 - **A record breaking Thanksgiving week!** 86 turkeys purchased with 59 pre-orders!
 - NCG Joint Liability deposit increased. Although 2nd quarter 2017 shows improvement, poor financial condition for the previous 3 quarters continues our poor risk status. NCG is considering a higher focus on cash status which may continue keep us where we are on the risk matrix
 - Plumbing issues continue
 - Infrastructure improvements!
- **X.1 – Financial Conditions and Activities**
 - **Brad gave a general review of the report as well as a deeper dive into some of the financials.**
 - *Motion to accept with acknowledgment of compliance [PM] & Second [EA]:*

- *Discussion: Correction to the “NCG Target Ratios vs MCM Actual”. Reverse Net Income and EBITDAP values for Q2 and Q3. Recognized the NCG Sales Trends. Celebrating our status as a #3 Growth Star!*
- *Vote tally: 5/0/0*
- *Motion passes*
- *Discussion related to the \$3,000 loan made to Purple Porch Coop. Board and Brad agree to keep the loan on the balance sheet. Will ask to extend for 3 years.*

Board Committees

- Board Perpetuity Committee – Brian, Deana, 2 Owners: 1 newer and 1 veteran owner. Will focus energy in board recruitment for the December meeting.
- Member Linkage & Annual Meeting Committee
- GM Evaluation & Compensation Committee
- Future Capital Campaign Committee
- **Action item: discuss and identify membership for Member Linkage and Annual Meeting Committee (add to agenda) – Brian**
- **Identify Owners for Board Perpetuity Committee? – Brian**
- **Action item: Amanda will review table and offer improvements to process. Brian will check in with Amanda.**

Closing: (7:00)

- Board Blog – **Action Item – Brian will check in with Amanda for this month’s article**
- Community Input: None

Add to next month’s agenda to discuss any change in number of board members - Brian

Meeting adjourned (7:20)

Submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

[12/1/2017]