



## Board of Directors Monthly Meeting

Tuesday 1/22/2018, 5:30 – 7:40 pm

Location: held in back room of the Market

**In attendance:** Brian Wiebe, Eric Amt, Phyllis Miller, Brad Alstrom, Deana Cook, Amanda Qualls, Rebecca Yoder Smucker

**Absent:** Jose Chiquito (joined briefly by phone)

### Others Attending:

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The Board shared a wonderful dinner from the Deli.

#### OPEN SESSION BEGINS: [5:30]

- There was a reading of our “Ends”
- Check-In: “Are we prepared to act on everything before us?”
- A commitment to stay on task
- There was a declaration of quorum

#### OUR WORK: POLICY GOVERNANCE (PG) (5:40)

- “PG Simplified” & “PG Quick Guide” reviewed. Focus on the 10 Policy Governance Principles.
- Acknowledged the “Decision Tree” utilized for Decision-Making
- Policies to be monitored for this Month: R.4 and X.7 (from MCM Policy Register)

#### Previous Action Item Updates:

- 2018 Board Calendar set
- Brad & Eric to develop 2018 Board Budget – will be presented in February
- 2017 Candidate packet presented. Cover letter and schedule will need to be modified
- Amanda compiled evaluation process. Will be conducted during Executive Session later in this meeting
- A policy review to be done comparing to the newer CDS template. Brian and Phyllis will meet to develop a plan
- Ongoing: Become familiar with the Policy Governance Quick Guide, enough to be able to recite and define the 10 PG Principles from memory – Everyone!

**Board Resignation:** Brian read Jose’s email [letter] of resignation including:

“...I will miss being part of such a strong and forward-thinking co-op board where I have gained all of you as incredible mentors. At this point in my life, it is important to be as fully involved in this [DIA Dreamers in Action] movement. Already it has proven to be deeply formative and is pushing me to gain new skills that are only

attainable if I venture outside of my comfort zone. I send this letter knowing that in a few years, or who knows maybe a few months, I will once again seek to find a spot on the board. “

Full email is filed in Dropbox / MCM Board / Legal Documents / Resignations

Jose joined us by phone. He shared the work that he is doing, and the board expressed our deep gratitude for the work he has done during his tenure on this board. We encouraged him to continue his pursuits in the Cooperative movement.

- Motion made (BW) to accept Jose’s resignation with deep gratitude for the contributions he has made. Seconded (EA)
  - Vote 6/0/0 approved

#### **REVIEW AND APPROVAL (6:15)**

- Board Meeting Minutes of November 27, 2017
  - Correction to November minutes to remove typo on first line
- Board Meeting Minutes of December 19, 2017
  - Correction to December minutes changing the Holiday Dinner date to be December not January
    - Motion to accept both Nov and Dec minutes (DQ), Second (DC)
    - Vote 6/0/0 - approved
- R.4 “Monitoring Management Performance”
  - The board conducted an exercise to confirm compliance. Each board member reviewed a section and demonstrated ways compliance was met or fell short. The exercise demonstrated compliance.
    - Brad provided input that he will work toward a Customer Survey as well as the NCG required Financial Audit this year.
    - The board welcomed his input and agreed these items would also be covered in other X policies.
  - Motion to accept R.4 as compliant (PM), Second (EA)
    - Vote 6/0/0 - approved
- X.7 “Staff Compensation”
  - Brad asked for further clarity on X.7.1. This statement was not clear when last monitored in 2017 and has not been modified. (“...fulfilling and respecting...”) **Brian and Phyllis focus on this line when these policies are reviewed to the template.** Note also that the template combines Staff Treatment and Compensation policies.

#### **GM WRITTEN REPORT (6:45)**

- Brad reviewed a few items from the GM Report. Several questions from the board related to Staff Benefits. Brad shared the updated labor grade positions and level wages. The board expressed gratitude for Brad’s efforts toward a Livable Wage for staff, and special thanks for the quality resources provided to the board and research done.
- There were no questions related to the KPIs (Key Performance Indicators)

#### **BOARD COMMITTEES (6:55)**

- GM Evaluation and Compensation (Amanda Qualls) – Will discuss during Executive Session

- Board Perpetuity (Brian Wiebe)
  - Proposal put forward for the board to appoint the open positions left by Jose and Rebecca's current resignation. These appointees will complete Jose and Rebecca's terms which expire 2019.
  - Recognizing the goal to increase the number of board members to 9, there is also a concern about the number of new board members seated at one time.
  - It was suggested that the 2018 election be for 4 positions (includes Amanda's potential reelection as well as Brian's final term ending). This will bring the number of board members up to nine.
  - In 2019 there will be three open positions (including Eric's potential reelection).
  - Staff may encourage Owners to consider inquiring about a board candidacy, and if so, to contact Brad.
  - Open sessions will be scheduled for anyone wanting more information.
  - The board will approve the final slate of candidates including a focus on any gaps in existing board skills, including diversity, age, race and gender.
- Member Linkage and Annual Meeting (Phyllis Miller and Deanna Cook, co-chairs)
  - Date for Annual Meeting will fall mid to late May. The slate of candidates will be encouraged to attend CBLD 101 May 5<sup>th</sup>. **Deana, Phyllis and Brad will meet to confirm logistics for the meeting**
- Future Capital Campaign (Eric Amt)
  - No current requests from Brad for a significant capital project
  - Discussion occurred to explore a member drive to raise funds for a Market Study

**Rebecca's Resignation:** Rebecca's letter of resignation was shared. Rebecca offered reflections to the board and the board offered its deep gratitude for the hard work she has done.

**The board then went into Executive Session (7:30)**

**Returned to Open Session (7:40)**

- A motion made to accept Rebecca's resignation (BW) with deep gratitude and wishes for good fortune as she and Levi grow their family and plan their move to another home. Second (AQ).
  - Vote 6/0/0 Resignation accepted
- Community Input – none
- Board Blog Assignment. **Amanda will develop email content informing of resignations as well as a call to potential candidates.**
- Evaluation of meeting occurred.

**Open Meeting adjourned (7:45)**

**Submitted for board approval by Phyllis Miller, Secretary**

*Phyllis Miller*

**[1/24/2018]**