



## Board of Directors Monthly Meeting

Tuesday 7/23/2018, 5:30 – 7:40 pm

Location: Held in the Market

**Board present:** Brian Wiebe, Eric Amt, Phyllis Miller, Darin Short (arrived at 5:45), Mark Seeley, Bruce Cashbaugh

**Staff present:** Brad Alstrom

**Absent:** Amanda Qualls, Deana Cook,

**Others Attending:** None

### 1. OPENING ACTIVITIES: (5:30 pm)

- There was a reading of our “Ends”
- Check-In: “Are we prepared to act on everything before us?”
- Declaration of quorum
- A commitment to stay on task
- May 29, 2018 Board Meeting Minutes
  - Motion to approve (PM), Second (BW)
  - Vote: 3/0/2 Approved – Note, Only 5 attendees at the May board meeting, Eric, Brian and Phyllis approved these minutes as a quorum (3 of 5) that were in attendance at the May meeting
- Deana Cook has resigned from this board effective immediately as she has moved to Nashville TN.
  - Motion to accept Deana’s resignation (EA), Second (PM)
  - Discussion: The board wishes Deana the best in her new venture! Deana’s service to this board and community included healthy food education and we are sure she will continue this important work in Nashville. Thank you Deana!
  - Vote: 5/0/0 Approve
  - **Phyllis will send an email to Deana to obtain an official resignation for our files.**
- GM Report:
  - Brad has engaged Eyedart Creative Studio, a local marketing agency to explore new branding for MCM.
    - He provided the initial branding update report from Gina at Eyedart (see packet).
    - It was confirmed the board had earlier given Brad approval to begin exploration of new branding.
    - He has gathered a branding committee that has met several times.
    - Discussion included the need to share with Owners. Brad confirmed it would be done at a meaningful time during the process. The board requested that a board member join the committee. With extensive marketing experience, Bruce agreed to join.
    - **The branding update report referred to “attached compiled research”**

that did not appear in the packet. Brad will provide this information

- Brad asked for approval to move forward with this project.
  - Motion (PM), second (BW)
  - Discussion: Noted that the Board will make the ultimate decision on a proposal
  - Vote 6/0/0 Approved
- Brad requested approval for expenditures needed for previously discussed facility and sidewalk improvements. Although not required (Policy X.3 Asset Protection), as each request is under \$4,000, the board appreciates Brad bringing this request for approval.
  - Total bid for sidewalk replacement = \$12,985. 50% would be covered by City of Goshen grant program, another EID grant program leaving approximately \$3,246 paid by the co-op. Brad is asking for approval for this expenditure contingent on grant funding approval.
  - Exterior improvements = \$7,600. Working with Dave Pottinger who as assisted with coordinating bids for minor repairs, painting and tuck-pointing. Will engage local contractors: Dano's Painting, I-Fix-Bricks and Maco Construction. Brad is awaiting confirmation of a DGI façade grant for \$4,000 which would bring the total of the co-op's portion to \$3,600 and if granted is requesting the approval of the \$3,600.
  - There was a motion to approve the \$6,846 and up to an additional 20% for Brad's discretion needed for this project.
    - Motion to approve (BC), second (EA)
    - No further discussion
    - Vote 6/0/0. Approved
  - Motion to approve (PM), Second (BW)
    - Vote: 3/0/2 Approved
- Community Input: No community present

## 2. BOARD RETREAT: INITIAL PLANNING (6:00 pm)

- The retreat will take place at The Vista Community Health Center at 808 North 3<sup>rd</sup> Street. Saturday October 6<sup>th</sup>.
- A bonus event will take place the evening before with Purple Porch Co-op (South Bend) BOD. A gathering of boards including dinner on Friday October 5<sup>th</sup>.
- A planning call with CDS Consultant Ben Sandel took place to explore outcome of the retreat:
  - Using the SWAT technic, explore the results of the Shopper Survey that Brad just completed.
  - Look at board perpetuity
  - Get to know each other better!
  - What will this Co-op look like in 5-10 years?
  - How are the new Ends working? How are we engaging?
  - Store Management are encouraged to participate,
  - GM's strategic vision framing meaningful discussion
  - Officer election
  - Committee definition and assignments
  - **Action item: Everyone to think about goals for this retreat! Communicate these through an email discussion.**
- Related to CCMA lessons learned, Darin and Phyllis to meet and ferret out

opportunities to promote the cooperative business model. In the changing Co-op world, how can MCM promote this model.

- **Darin, Phyllis and Brad will meet and develop an initial plan for our next meeting. Could also be a discussion at the retreat.**

### **3. OUR CORE WORK: POLICY GOVERNANCE (6:20)**

- “PG Simplified” & “PG Quick Guide” with the Ten Principles were reviewed.
  - Confirmed the “Decision Tree” utilized for Decision-Making.
  - **Ongoing: Become familiar with the Policy Governance Quick Guide, enough to be able to recite and define the 10 PG Principles from memory – Everyone! Focus on at least one principle to be able to share at the August meeting**
- **Policy Review:**
  - **G.1 “Governing Style”**
    - Policy reviewed and confirmed compliant. Eager to see the planned proposed revisions from the CDS template. Checked in with Brad to see if any issues with compliance as he has experienced. Agreed with compliance
      - Motion to accept as compliant (PM), Second (MS)
      - Vote 6/0/0 - accepted
  - **G.3 “Officer’s Roles”**
    - Policy reviewed and confirmed compliant.
    - Discussion related to re-electing officers at this time. Agreed to wait until the retreat to allow new board members to acclimate.
      - Motion to accept as compliant (BW), Second (EA)
      - Vote 6/0/0 - accepted
  - **X.6 “Staff Treatment”**
    - Policy reviewed for reasonable interpretation and compliance
    - Although Brad states not in compliance in several nested sets, the overall demonstrates compliance. Several items from the staff survey were discussed. Because defining a clear grievance policy has been an issue in the past, the board requests follow-up monitoring for compliance at the November meeting. Added to the calendar.
    - Again, the board is eager to see proposed revisions to X.6 (and X.7) using the CDS template.
      - Motion made to accept as compliant but requesting monitoring of X.6.1.b in November (PM), Second (BW)
      - Vote 6/0/0 – approved

### **4. BOARD COMMITTEES: (6:40 pm)**

- Initial Discussion on Committee Assignments – will add to the retreat agenda
  - Board Perpetuity – Appointment of open position. Three suggestions were made. Phyllis will check with the 1<sup>st</sup>, Brian then 2<sup>nd</sup> and Eric 3<sup>rd</sup> if needed.
  - GM Evaluation and Compensation. Board will discuss and approve 2018 GM compensation package in Executive Session
  - Future Capital Campaign – no updates at this time
  - Member Linkage and Annual Meeting – no updates at this time
  - Ad hoc Policy Revision committee.

- **Phyllis and Eric will submit 5 policies with highest impact revisions to the August meeting**

**5. CLOSED GENERAL SESSION & OPENED EXECUTIVE SESSION (7:15 pm)**

**6. OPENED GENERAL SESSION AGAIN FOR FINAL BUSINESS (7:30 pm)**

**7. CLOSING (7:30 pm)**

- **Board Blog Assignment** – article has not yet been written post annual meeting.
  - **Brian and Brad will work on this to be ready for next newsletter**
- **Meeting evaluation**
  - Packet very large! However acknowledged that most of the packet is for reference and not new business (policy register, PG articles etc)
- **Previous action Items:**
  - **Annual meeting minutes / summary will be ready for approval at the next board meeting. Brad will check with Miranda and forward recording to Phyllis for completion**

**ADJOURN (7:40 pm)**

- Motion to Adjourn (MS), Second (BC),
- Vote 6/0/0. Meeting adjourned

**Minutes submitted for board approval by Phyllis Miller, Secretary**

*Phyllis Miller*

**7/29/2018**