



## Board of Directors Monthly Meeting

Monday 3/19/2018, 5:30 – 7:30 pm

Location: held in back room of the Market

**In attendance:** Brian Wiebe, Eric Amt, Phyllis Miller, Brad Alstrom, Deana Cook, Amanda Qualls, Darin Short (by phone)

**Absent:** None

**Others Attending:** Owner and potential board candidate: Bruce Casbaugh, Owner and board chair from Purple Porch Cooperative: Nick Licina

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**The Board shared a wonderful dinner from the Deli.**

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

- Welcomed new Board Member Darin Short filling open term through June 30, 2019. During February meeting the board approved extending the position to Darin and he accepted.
  - Motion to officially confirm Darin's acceptance and as new board member (BW), Second (PM)
    - Vote 5/0/0 – approved
- There was a declaration of quorum
- There were no adjustments to today's agenda
- Check-In: "Are we prepared to act on everything before us?"
- There was a reading of our "Ends"
- A commitment to stay on task

### GROWING OUR POLICY GOVERNANCE (PG) "CHOPS" (5:40)

- Reconfirmed the importance of knowing the key points of PG. Reference "PG Simplified" & "PG Quick Guide".
  - Reconfirmed "Decision Tree" to be 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!**
- CCMA Conference in Portland Oregon (May 30-June 2).
  - Darin has been closely working with CDS related to intercultural diversity.
  - The board agreed he should attend CCMA if possible. Brad confirmed he will apply for a scholarship to cover his registration.

### BOARD COMMITTEES (5:50)

- Board Perpetuity (Brian Wiebe)
  - Board members summarized current status of potential applicants. Several Owners have inquired or attended the sessions conducted this March. Some board members identified several Owners to approach for any interest.
    - **Phyllis will send the list by email as a reminder**

- Recruitment Calendar reviewed
- Member Linkage, Annual Meeting (Phyllis Miller and Deanna Cook, co-chairs)
  - Annual Meeting will take place Thursday May 17<sup>th</sup> at Rieth Interpretive Center. Brad confirmed dinner will be at 5:30 & a 40 minute business meeting at 6:30
  - Aaron Swatzsky-Kingsley (Goshen city forester) may conduct children's activities during the business meeting
- Future Capital Campaign (Eric Amt chair)
  - Plan for Capital Campaign after Owner Survey (see GM reports)
    - Funds would be for equity not just loan or donation
    - To include Market Study
    - Consider how much money to invest in this location
  - Brad confirmed there is additional funds may be available through a Downtown Goshen grant. Still working with Dave Pottenger for façade work this summer
- GM Evaluation and Compensation (Amanda Qualls chair)
  - **Board waiting on proposed compensation package from Brad**

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

- Board Meeting Minutes (FEBRUARY 26, 2018)
  - Action items were reviewed for completion
  - Motion to accept (AQ), Second (BW)
    - Vote 5/0/1 – approved
- Board Budget (Fiscal year 2018)
  - Budget items reviewed.
    - Board budget continues to be higher (% of Sales) than other Coops our size (per NCG).
    - Discussion occurred related to the amount of board stipends. Confirmed other line items could not be reduced. Questioned how other Coops our size could be lower if they contract with CDS. Perhaps some line items moved to Operational Budget? We confirmed these line items need to stay in the board budget
    - **ADD TO APRIL AGENDA: Board to consider board stipend amounts and approve budget next month**
- G.6 Board Meetings – Board compliance
  - Policy reviewed. Confirmed compliance except for G.6.6 as board packet have not always been available timely.
    - Brad confirmed he was late with his reports to Brian
    - Phyllis reminded that G.6.6 states agenda will be available as a draft one week prior for any additions or corrections. Packet then is to be available three days prior.
- ENDS discussion (ENDS Report approval will be in April)
  - Board agreed the outline of the Ends report that Brad submitted is good. No changes suggested
- Brad shared his plan for the Owner Survey.

- Request to use the professional research company to conduct the survey as well as compile the results. Will want to include the additional expansion (store expansion) portion in the survey
- Brad requested approval to spend \$5,000 or less for this survey
  - Motion made to approve (PM), Seconded (DC)
    - Vote 6/0/0 Approved
- Brad shared that Maple City Market was announced Sponsor of the Year at the Goshen Brewing Company celebration on April 14<sup>th</sup>. GBCo celebrated community partners / vendors
- Brad reiterated that Community Partners (including shoppers) “Their reach is our Reach). Brian suggested that we may wish to do a similar celebration in the future.

### **CLOSING (7:03)**

- Community Input:
  - Bruce offered positive comments on how the board meeting is conducted. Noted the amount of paper used. Brian confirmed that because the packet was available late, more paper was used this month. Normally packets are followed digitally during the meeting.
  - Nick shared what is going on at Purple Porch. Fourth Quarter 2017 was first positive net profit in its history! Kudos expressed to their GM and board!
    - Purple Porch Annual Business Meeting is taking place April 22 from 11:00-12:00 noon. (No meal will be provided). There will be a river and community clean up project together from 8:00-10:30 am
- Board Blog Assignment
  - **Eric has submitted draft. Brian and Brad will finalize and submit to the board for review before release. This article will focus on the new Ends!**
- Meeting Evaluation
  - Went well.
  - Several board members reiterated the need for the board packet to be available timely

### **ADJOURN (7:30)**

- Motion to Adjourn (PM), Second (BW),
  - Vote 6/0/0. Meeting adjourned

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

*Phyllis Miller*

**3/24/2018**