



## **Board of Directors Monthly Meeting**

**Tuesday 5/29/2018, 6:00 – 8:00 pm**

**Location: Held in the Market**

**Board present:** Brian Wiebe, Eric Amt, Phyllis Miller, Deana Cook, Amanda Qualls

**Staff present:** Brad Alstrom

**Absent:** Darin Short (working with CDS at pre CCMA activities)

**Others Attending:** None

***NOTE: JUNE BOARD MEETING HAS BEEN CANCELLED!***

### **EDUCATION: [6:00]**

- “When a Living Wage Becomes a De-motivator” (pay compression issues)
- “Scenario Planning and Forecasts” (*The Editor’s Notes* from Cooperative Grocer Network)
  - Brad shared several key items from the articles. Discussion then included the challenges by pay compression. Confirming why it is important to be thoughtful and intentional as Living Wage is implemented. The second article emphasized the Cooperative’s role in social justice and a community’s quality of place.

### **OPENING ACTIVITIES: (6:10)**

- 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
- Approval of Minutes. The March and April minutes were not approved earlier due to lack of quorum at April’s monthly meeting.
  - March 19, 2018 meeting minutes
    - Motion to accept (EA), Second (AQ)
    - Vote 6/0/0 – approved
  - April 9, 2018 meeting minutes
    - Motion to accept (AQ), Second (DC)
    - Vote 5/0/1 – approved
  - April 23, 2018 meeting notes (no quorum at this meeting)
    - Motion to accept (BW), Second (EA)
    - Vote 6/0/0
    - Suggestion made to list board and staff separately when documenting who was present at the meeting. Will be done going forward.

## OUR CORE WORK: POLICY GOVERNANCE (PG) (6:20)

- “PG Simplified” & “PG Quick Guide” reviewed.
  - Each principle was read and briefly 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!
- Policy reflection (from MCM Policy Register)
  - R.3 “Delegation to the General Manager”
    - Each portion was reviewed and compliance confirmed. Agreed there is a need for vigilance to identify reasonable interpretation
      - Motion to accept as compliant (PM), Second (DC)
      - Vote 6/0/0 - approved
  - G.7 “Governance Investment”
    - “This board is well trained and retrained” including the use of CDS and other professional associations. We try to allocate costs prudently and noted that we will arrange outside monitoring (G.7.2.2) if needed
      - Motion to accept as compliant (EA), Second (PM)
      - Vote 6/0/0 - approved
  - E.1 “Organizational Ends”
    - The board acknowledges the quality of Brad’s work on this report was exceptional!. Brad noted that he hopes, in the future, to produce this information in a brochure or paper version for Owners and Customers.
      - Motion to accept as compliant (BW), Second (PM)
      - Vote 6/0/0 – approved
  - X.1 “Financial Condition and Activities” / Annual monitoring of full policy
    - The board affirmed the NCG Indicators as an excellent way to measure compliance.
    - Level of detail and amount of data is good. Type of data allows the board to trust and know where the market is financially

## BOARD COMMITTEES: (7:00)

- Member Linkage and Annual Meeting (Phyllis Miller & Deanna Cook)
  - Agreed the Annual Meeting went very well! Venue, being a weekday, good attendance, children’s program and business meeting helped to make it a successful experience. ***Special thanks go to Brad and market staff for all the hard work surrounding the meeting and election process!***
  - ***Thanks also to Marquette Food Coop who administered our first on-line election process for us!***
  - Annual meeting minutes / summary will be ready for approval at the next board meeting.
- GM Evaluation and Compensation (Amanda Qualls)
  - The 2018 evaluation process was completed in February, however compensation approval pending Brad’s proposal. **The board requests this be submitted for the board’s approval at the next board meeting**

- Policy Register Revision Ad Hoc Committee (Phyllis Miller, Deanna Cook, Eric Amt & Brad Alstrom)
  - This committee has met and agreed the CDS template released last fall, being created by CDS experts and input from many Coops should be used, with a review of our existing register for any necessary revisions. **The committee will present a draft of the top 5 policies that may have the most significant revisions for board discussion and approval at the next meeting.**
- Future Capital Campaign (Eric Amt)
  - The first customer survey is almost finished. Survey process should be finalized in 4-8 weeks. Will wait on the survey results before initiating a capital campaign.
- Board Perpetuity (Brian Wiebe)
  - Election results confirmed Amanda Qualls is re-elected for a second term, and new members are Bruce Cashbaugh and Mark Seeley bringing the total board seats to 8.
  - Deanna Cook announced that she will be resigning in the near future as she will be moving to Nashville Tennessee. This is an exciting move for Deanna! The board thanked her for the advanced notice.
  - The board will initiate the appointment search process to fill Deanna's position when vacant.

#### **BOARD BUDGET (7:40)**

- Discussion surrounded G.7 "moderate compensation"
  - Existing store credit compensation:
    - Chair = \$125
    - Vice Chair / Treasurer = \$50
    - Secretary = \$75
    - Other members = \$25
  - **Revised store credit compensation to begin with July's meeting**
    - **Chair = \$100**
    - **Vice Chair / Treasurer = \$50**
    - **Secretary = \$50**
    - **Other members = \$25**
- 2018 Board Budget approval:
  - The proposed board budget had been initially approved earlier this year with a final approval pending review of compensation
    - Motion to approve the 2018 Board Budget with the Chair and Secretary compensation reduced. (BW), Second (DC)
    - Vote 6/0/0 – approved

#### **CLOSING (7:35)**

- **DUE TO HEAVY SCHEDULES AND CONFLICTS, THERE WILL BE NO BOARD MEETING IN JUNE.**
- **BOARD RETREAT IS SCHEDULED FOR SATURDAY OCTOBER 6, 2018**
- Community Input – no community present
- Board Blog Assignment – **Deanna will complete and submit to Brad within the next week. Will cover the annual meeting and election results**
- Meeting Evaluation

**ADJOURN (8:00)**

- Motion to Adjourn (EA), Second (AQ),
- Vote 6/0/0. Meeting adjourned (8:00)

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

*Phyllis Miller*

**6/17/2018**