



## Board of Directors Monthly Meeting

Tuesday 8/27/2018, 5:30 – 7:40 pm

Location: Held in the Market

**Board present:** Brian Wiebe, Eric Amt, Phyllis Miller, Bruce Cashbaugh

**Staff present:** Brad Alstrom, Miranda Gill

**Absent:** Amanda Qualls, Darin Short, Mark Seeley

**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
- July 23, 2018 Board Meeting Minutes
  - Motion to approve (PM), Second (BW)
  - Vote: 4/0/0 Approved
  - Action Items carried forward from July:
    - Brian and Brad will develop newsletter
    - Phyllis, Darin and Brad to meet and discuss a plan for promoting the cooperative business model
    - Ongoing: Become familiar with the Policy Governance Quick Guide, enough to be able to recite and define the 10 PG Principles from memory. Phyllis volunteered for Sept meeting. (Possibly use OGBEB EPDAM)
- 2018 Annual Meeting Minutes
  - Motion to approve (BW), Second (BC)
  - Vote: 4/0/0 Minutes approved with modification to more clearly note results of the election.

### 2. OUR CORE WORK: POLICY GOVERNANCE (5:54 pm)

- Policy Governance Simplified and Ten Principles reviewed
- Decision Tree review
- Letter of resignation from Deana Cook was shared with the board.
- GM Report:
  - Completing the July Action Item, Brad included the compiled research appendices missing from the July packet.
  - Building improvements: Original painter not available, second painter contracted but required a higher quote. This puts projected improvement costs \$500 higher than the 20% range approved by the board at the July meeting. Board confirmed this is not a problem and no need to reapprove.

- Brad confirmed there is potential to drop our NCG risk score if cash on hand continues below the NCG matrix amount for another quarter. Will keep the board informed.
- Reviewed NCG Report. Brad confirmed he will have the Financial Review completed by the required end of year.
- **Policy Review:**
  - **G.4 “Board Committees”**
    - Policy reviewed and confirmed compliant. Checked in with Brad to see if any issues with compliance as he has experienced. Agreed compliant
      - Motion to accept as compliant (PM), Second (EA)
      - Discussion – confirm revised policy includes requirement that at least one board member on each committee
      - Vote 4/0/0 – accepted
  - **First read of the following policies for revision:**
    - **Board Committee, Board Officers, Governing style, new policy – Code of Conduct. Will add to September agenda for second read through. Phyllis and Eric will define a schedule for revision of all other policies**
  - **X.1 Quarterly “Financial Condition”**
    - Motion to accept with acknowledgement of partially non-compliant with no consequences (PM), Second (BC)
      - Vote 4/0/0 - accepted
  - **X.5 “Treatment of Customers”**
    - Customer Survey very thorough! Will add to September agenda to continue review. Results may be valuable for the Retreat
    - Brad is considering a follow-up abbreviated in store survey
    - Policy reviewed for reasonable interpretation and compliance
      - Motion made to accept as compliant (EA), Second (BC)
      - Vote 4/0/0 – approved
- Community Input: No community present

## 2. BOARD RETREAT: ONGOING PLANNING (6:50 pm)

- The retreat date is Saturday October 6<sup>th</sup>. Agenda reviewed and approved.
- Bonus event: Oktoberfest at Purple Porch Co-op (in South Bend), hosted by their BOD on Friday October 5<sup>th</sup>.

## 3. BOARD COMMITTEES: (7:03 pm)

- Initial Discussion on Committee Assignments
  - Board Perpetuity – Appointment of open position: Several potential candidates.
  - GM Evaluation and Compensation. no updates
  - Future Capital Campaign – no updates
  - Member Linkage and Annual Meeting – no updates
  - Ad hoc Policy Revision committee – **Phyllis and Eric will present schedule for policy revisions**

#### 4. CLOSING (7:11 pm)

- **Potential Sept meeting date:** 9/23/18 6:30-8:30, 9/23/18 4:00-6:00, 9/24/18 (Brad unable to attend), 10/1/18 5:30-7:30. Any of these dates work for those in attendance. Brian will check with Amanda, Mark and Darin for final selection
- **Board Blog Assignment – Brian and Brad will work on this to be ready for next newsletter**
- **Meeting evaluation**
  - Discussed adding opportunities for safe strategic conversation in future meeting agendas. Will discuss with Thane for ideas

#### ADJOURN (7:30 pm)

- Formal meeting adjourned
- Brad led everyone on a walking tour to demonstrate improvements completed and future plan

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

*Phyllis Miller*

**8/29/2018**