



Board of Directors Monthly Meeting

Tuesday 2/26/2018, 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

Absent: None **Others Attending:** None

NOTE: MARCH BOARD MEETING MOVED UP TO MARCH 19TH.

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) (5:35)

- “PG Simplified” & “PG Quick Guide” reviewed. Each read a portion of these documents.
 - Focused on the “Decision Tree” utilized for Decision-Making. We especially focused on the flow to the “green decision boxes”.
 - **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 on: X.1 and G.5 (from MCM Policy Register)
- A proposal for review of our existing policy register to the CBLD 2017 Policy template. The proposed project would include:
 - An ad hoc committee to include Phyllis, Deana and Eric.
 - A schedule of policies to review is developed and shared with the GM and Board.
 - The committee would compare the existing policy to the CBLD template and identify any suggested changes.
 - Proposed revisions will be shared with Brad for input.
 - Final revisions would then be brought to the full board for review and approval.
 - The board’s goal would be to review all policies within 6 months or less.

REVIEW AND APPROVAL (6:00)

- Previous Action Item Updates:
 - **Brad & Eric to develop 2018 Board Budget – moved to March meeting**
- Board Meeting Minutes of January 22, 2018
 - Correction to remove “Washington DC” for Jose’s call location from as we are now unsure.
 - Motion to accept (EA), Second (AQ)
 - Vote 5/0/0 - approved

- G.5 “Agenda Planning”
 - The board reviewed the policy together. Discussion surrounded compliance with G.5.4 however seen in light of G.5.5 agreed we were in compliance
 - Motion to accept G.5 as compliant (PM), Second (EA)
 - Vote 5/0/0 - approved

GM WRITTEN REPORT (6:10)

- Brad reviewed a few items from the GM Report (see packet) including:
 - January Sales was 8.1% over 2017, Quarter to date sales growth is 6.4%
 - Bank balance is holding steady
 - Brad is working to clean up the balance sheet to assure there is documentation that clearly links to the amounts. When clean up is finished he will provide a summary of the adjustments made
 - Requesting a delay in the 3rd party financial review until next year
- KPIs (Key Performance Indicators) noted with no questions
- X.1 “Financial Condition and Activities”
 - The complete policy was included in this monitoring report. The quarterly report includes X.1.1 through X.1.5
 - Board appreciated the NCG grid tying our status over time benchmarked to NCG standards
 - Confirmed reporting has been timely, accurate and meaningful!
 - Motion to accept X.1 as accepted demonstrating accomplishment of a reasonable interpretation (EA), Second (DC)
 - Vote 5/0/0 - approved

BOARD COMMITTEES (7:00)

- Member Linkage, Annual Meeting (Phyllis Miller and Deanna Cook, co-chairs)
 - Annual Meeting will take place Thursday May 17th at Rieth Interpretive Center Gathering at 5:00, dinner at 6:00 with business meeting to follow.
 - May include Children’s activities
 - The committee will be gathering at the Rieth Thursday March 1st at 10:00 and all board members invited to check out the space!
- Board Perpetuity (Brian Wiebe)
 - We were all pleased to hear that Amanda has decided to run again for a 2nd term. Thank you Amanda!
 - Review of open positions:
 - 2 current open positions from Jose and Rebecca’s resignations
 - Will plan to appoint and fill one position now
 - A proposal was made to ask Brian to an additional year at the end of his term in June, which will fulfill his 9th year of service.
 - This would promote consistent stable board leadership as we fill 4 positions in July.
 - The second open position would not be appointed and the board would continue as 6 until July

- Thane Joyal joined us by conference call to discuss any questions the board may have related to this proposal.
 - Brian recused himself left the room during this conversation.
 - Thane answered all questions related to the flexibility for the board related to the bylaws as a special circumstance, and transparency to Owners.
- Brian returned to the room and a motion was made (EA) for Brian to continue his current term and add one more year serving through June of 2019. It was seconded (PM)
 - No additional discussion
 - Brian accepted the proposal
 - Vote 4/0/1 – approved
- A motion was made to ask Darin Short to fill the current open position (BW) and seconded (EA). After brief discussion:
 - Vote 5/0/0 – approved
 - **Brian and Brad will connect with Darin and report to the board**
- Election cycle timeline: (note the following was clarified by Brian after this meeting but added to these minutes as follows). A special thanks to Brad for all of his support to the board during this process. (X.9 Board Logistical Support!)

RECRUITMENT CALENDAR

- Brad and Brian meet candidates in several sessions in mid-March who are expressing preliminary interest
- Candidate packets due March 31
- Board Perpetuity Committee meets the 1st week of April to discuss slate and recommend to board
- Board holds special meeting by phone/video on or about Monday April 9th to discuss and approve the slate
- Election announcement with electronic voting goes live by Thursday April 19th
- Candidate bios will be online and posted in the store. Candidates will not stump at the Annual Meeting.
- [paper] Voting ends at 6pm (roughly) on Thursday May 17th at the Annual Meeting
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- Future Capital Campaign (Eric Amt) – no updates
- GM Evaluation and Compensation (Amanda Qualls)
 - Amanda sent the letter of evaluation and verbally summarized the positive content of the letter
 - **Next step is for Brad to submit to the board a proposed compensation package**

CLOSING (7:35)

- Community Input – no community present
- Board Blog Assignment – **Eric will put together a draft that will focus on the new Ends!**
- Meeting Evaluation

Motion to Adjourn (PM), Second (BW), Vote 5/0/0. Meeting adjourned (7:40)

Minutes submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

2/28/2018