



**Board of Directors Monthly Meeting**  
**Tuesday 10/1/2018, 5:36 – 7:35 pm (Sept Board Meeting)**  
**Location: Held in the Market**

**Board present:** Eric Amt, Phyllis Miller, Bruce Cashbaugh, Marlys Weaver-Stoesz, Amanda Qualls, Darin Short, Mark Seeley

**Staff present:** Brad Alstrom,

**Absent:** Brian Wiebe

**Others Attending:** None

**1. OPENING ACTIVITIES: (5:36 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
- August 27, 2018 Board Meeting Minutes:
  - Motion to approve (BC), Second (EA)
  - Vote: 3/0/4. Will move to the October meeting for approval
  - Action Items carried forward from August:
    - **Brian and Brad will write a blog post from the board**
    - **Phyllis, Darin and Brad developing plan for promoting the cooperative business model**
      - Currently in conversation with Goshen College for a future collaboration. Also a possible cooperative summit!
    - **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 October meeting.(Possibly use OGBEB EPDAM)**
- **Welcomed new board member Marlys Weaver-Stoesz.** The board affirmed the earlier email vote to appoint Marlys’ to the current open position which completes in 2020.
  - There was a motion (DS) and second (PM) to recognize this appointment,
    - unanimous 6/0/0 vote
  - Marlys, now being “official” will participate in this meeting as a full member.
  - Marlys had completed a time of orientation prior to this meeting and she confirmed she has a good understanding of policy governance, reviewed the packet, and was ready to participate.

**2. OUR CORE WORK: POLICY GOVERNANCE (5:45 pm)**

- Policy Governance Simplified and Ten Principles reviewed
- Decision Tree review
- GM Report:
  - Brad highlighted a few items from the report:
    - October is Co-op month!
    - Oct 14-20 has officially been proclaimed Co-op Week by the State of Indiana!! Brad shared the proclamation signed by Governor Holcomb. Thanks to Deb Trocha for her hard work to make this happen!

- The screening of the new “Food for Change” movie will take place at the Newcomer Center at Goshen College, October 30<sup>th</sup> from 6:30-9:00. Refreshments from the Deli will be served from 6:00-6:30.
    - Board members were encouraged to attend and posters are available to distribute.
    - Brad shared highlights from his NCG meetings that he attended in Minnesota last week.
  - **Monitoring Reports:**
    - **X.4 Membership Rights and Responsibilities**
      - Brad reviewed the area of this policy where he did not meet compliance. This area being the membership packet and process.
      - Motion to accept as compliant with understanding compliance will be achieved in time for the 2019 Annual Members Meeting (added to board calendar) (AQ).
        - Second (PM)
        - Vote 7/0/0 – accepted
    - **X.8 Board Communication**
      - Report reviewed for reasonable interpretation and compliance
        - Motion made to accept as compliant (PM), Second (MS)
        - Vote 7/0/0 – accepted
    - **X.9 Board Logistical Support**
      - Report reviewed for reasonable interpretation and compliance
        - Motion made to accept as compliant (PM), Second (AQ)
        - Vote 7/0/0 – accepted
    - **Board Monitoring**
      - G.2 The Board’s Job was to be monitored, however (see below) because of the revision taking place to the G policies, **will confirm compliance for G.2 next month**

### 3. POLICY REVIEW: (6:15 pm)

- First read of the following policies occurred in August meeting. This month a second read through occurred:
  - G.1 Governing Style
  - G.5 Directors’ Code of Conduct
  - G.6 Officers’ Roles
  - G.7 Board Process
- Discussion included:
  - G.5 Code of Conduct policy was carved out of the existing G.2 The Board’s Job policy. **Request to table until October meeting and include the G.2 Board’s Job policy revision, decreasing confusion and assuring nothing is lost.**
  - **G.1 Governing Style needed further review and tabled to October meeting**
  - Agreed this can be a confusing process as we compare our existing policy to the template and any revisions. However acknowledged reviewing these policies prior to the retreat was helpful.
  - Need to synch up the G.x numbering with all the G policies. With G.5 being new, does it need to be G.5?
  - Agreed Officers’ Roles and Board Committee Process policy revisions were good.
  - Motion to approve the Officers’ Roles policy as proposed (DS),
    - Second (EA).
    - Vote 7/0/0 - approved

- Motion to approve the Board Committee Process as proposed (AQ)
  - Second (MS)
  - Vote 7/0/0 – approved
- Phyllis will synch up the correct numbering to each G policy and report next month

**4. BOARD RETREAT: October 6th (6:30 pm)** Agenda reviewed

**5. COMMUNITY INPUT – No community members present (6:40 pm)**

**6. CLOSED OPEN SESSION**

**7. OPENED EXECUTIVE SESSION (7:00 pm)**

**8. CLOSED EXECUTIVE SESSION AND RE-OPENED OPEN SESSION. (7:20 pm)**

- Board Blog Assignment.
  - Discussion surrounded the importance of Owners hearing directly from the Board.
  - Need to have at least one consistent location for this communication.
  - Each board member should take a turn.
  - In the meantime, **Amanda will pull together something to announce Deana's resignation and Marlys' appointment**
- **October board meeting. Because of scheduling conflicts, the October board meeting will take place the 5<sup>th</sup> Monday. October 29.**

**9. MEETING ADJOURNED (7:35 pm)**

Brad conducted a facility tour for those that were unable to attend the August Board meeting.

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

*Phyllis Miller*

**10/2/2018**