



Board of Directors Monthly Meeting
Tuesday December 18, 2018, 5:30– 7:45 pm
Location: Held in the Market

Board present: Brian Wiebe, Eric Amt, Phyllis Miller, Bruce Cashbaugh , Amanda Qualls, Darin Short

Staff present: Brad Alstrom, Miranda Gill

Absent: Marlys Weaver-Stoesz, 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
- The 7 Cooperative Principles:
 - Each director selected a principle and shared how it was important to them
- October 29, 2018 Board Meeting Minutes:
 - Motion to approve (BW), Second (BC)
 - Vote: 6/0/0 minutes approved
 - Action Items completed:
 - X.3 moved to January 2019
 - All Code of Conduct forms signed
 - Carried forward from October 28 meeting:
 - **Diversity & Equity Committee – Darin to present Charter**
 - **Other Committee Charters to be reapproved: Board Perpetuity, GM Evaluation and Compensation, Annual Meeting (revised), Owner Member Engagement**
 - Confirmed an Expansion Committee (previously Capital Funding Committee) would not be a Board Committee. It will be led by Brad, include a board member (Eric), and would be reported to the board by Brad. **More discussion needed to clarify structure and reporting**
 - **Bruce will create blog post for Owner Engagement Committee**

2. OUR CORE WORK: POLICY GOVERNANCE (5:50 pm)

- Policy Governance Simplified reviewed
- Amanda identified ten principles
- **Action Item: Darin to identify principles in January**
- Decision Tree review
- **Board Monitoring R.2 Accountability of the GM**
 - Policy was reviewed. Example of compliance identified with Phyllis and Josh Yoder’s work on the Elkhart County Food Council.
 - Motion to accept as compliant (DS) and second (PM)
 - Vote 6/0/0 accepted

3. POLICY REVIEW: (6:10 pm) See revised policy register dated 12_18_18 compared to 10_28_18 for exact changes

- **Revision of G.6 Agenda Planning**
 - Agreed to utilize CBLD template.
 - Confirmed “multi year work plan” is needed. Need to document how the board will accomplish our goals.
 - **Action item: Bruce will lead a 10 minute conversation in the January meeting building on work at the retreat working toward documenting the multi year work plan**
 - Moved and seconded to approve revised G.6 with these changes
 - Vote 6/0/0 accepted
- **G.7 Board Meetings,**
 - Moved and seconded to replace existing policy with CBLD Template
 - 6/0/0 accepted
- **G.8 Governance Investment**
 - Moved and seconded to revise using CBLD Template plus the two items related to stipend and expense reimbursement (PM), Second (DS)
 - 6/0/0 accepted

GM POLICY MONITORING (6:35)

- **X.10 GM Succession:**
 - Motion to accept as compliant (AQ) second (BC)
 - 6/0/0 accepted
- **X.6.1.b Staff Treatment re-monitor :**
 - Brad requests that we extend acceptance of this monitoring report until January so that he can include several CDS memos he intended to include in a full report. He shared the revisions he is making to the employee handbook to align with current HR verbiage:
 - Replace “Conflict Resolution” with “Workplace conflict”
 - Replace “Freedom from Harassment” with “Discrimination and Harassment”
 - New language: “Whistleblower Policy”
 - **Action item: add X.6.1.b to January’s meeting agenda for approval**
- **X.1 Financial Condition & Activities – Qtrly report only**
 - Brad clarified questions from the board.
 - Note made that our NCG Risk Score is 50.5. If falls 50 or below will change our JLF score with NCG
 - Brad confirmed Line of Credit that he had been working on recently is now in place
 - Motion to accept as noncompliant and no consequences (BC) second (EA)
 - 6/0/0 accepted as noncompliant

4. COMMUNITY INPUT – no community present

5. OPEN SESSION CLOSED AND EXECUTIVE SESSION OPENED (7:25)

6. EXECUTIVE SESSION CLOSED AND OPEN SESSION REOPENED (7:40)

7. CLOSING (7:45)

- Future board meeting dates. **Changing to 4th Tuesday so January’s meeting will be Tuesday Jan 22nd.**
- Board Blog Assignment –**Bruce to share about the Owner Member Engagement Committee**
- Meeting evaluation – Covered a lot of ground! Good agenda.

1. MEETING ADJOURNED (7:45 pm)

Minutes submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

12/21/2018

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