



Board of Directors Monthly Meeting

Tuesday 10/23/2019, 5:30 – 7:00 pm

Location: The Market - 314 South Main Street, Goshen, Indiana

Board Members present: Amanda Qualls, Darin Short, Phyllis Miller, Denise Diener, Sherri Kirchner, Rose Shetler, Clayton Miller

Absent: Mark Seeley

Staff present: Brad Alstrom

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
- Decision: Approval of September 2019 Board Meeting Minutes
 - Motion to approve (RS), Second (DS)
No discussion
Vote: 7/0/0 Approved

2. GM REPORT (5:35 pm)

- Brad shared a few additional items not included on the GM report
 - Staffing changes, education opportunities for management staff, several student interns
 - NCG Peer Audit taking place next week. Will include NCG staff and 3 GMs from other Coops.
 - Market Analysis: when looking at community demographics with the upcoming market study, Brad will assure the Latino markets are included
 - Customer survey at point of sale to take place soon.

3. POLICY GOVERNANCE (5:50 pm)

- POLICY MONITORING:
 - Monitoring of Board:
 - Decision: G.3 Directors’ Code of Conduct
 - Motion to approve (DS), second (PM)
Discussion included the definition of a potential conflict of interest.
Amanda will distribute the Code of Conduct form for everyone to complete for next month’s meeting.
Vote 7/0/0. Acknowledged compliance
 - Decision: R.2 Accountability of the GM
 - Motion to approve (SK), Second (RS)
No discussion
Vote: 7/0/0. Acknowledged compliance

- Monitoring of GM:
 - Decision: X.9 Emergency GM
 - Motion to approve (PM), Second (AQ)
Correct made to the monitoring report to be X.9 not X.10
Vote: 7/0/0. Acknowledged compliance

4. Additional Agenda Items: (6:20 pm)

- November and December board meeting combined = Wednesday December 4
- Board meeting schedule for 2020 = 4th Wednesday of each month (ie January 22nd)
- Board member recruitment: Continue as a board of 8. Decision made to not fill the open position and recruit for 2020. Because some of the existing members fill appointed positions, **Phyllis and Amanda will confirm number of positions to be filled at next election**

5. Closed General Session and opened Executive Session (6:30 pm)

6. Closed Executive Session and reopened General Session (6:50 pm)

7. Education: (6:50 pm)

- NCG Board Bulletin – 4th Quarter 2019
 - Discussed “Reinvestment Through Stronger Earnings”.

8. Adjourn General Session: (7:01)

- Motion to adjourn (DS), Second (PM)
- Vote: 5/0/0. Adjourned! (Denise and Rose needed to leave earlier)

Minutes submitted for board approval by Phyllis Miller, Secretary

Phyllis Miller

10/25/19