



## Board of Directors Monthly Meeting

Wednesday 6/24/2020, 5:35 – 6:30 pm

Location: Due to Coronavirus emergency, this was a virtual meeting via Zoom

**Board Members present:** Amanda Qualls, Phyllis Miller, Denise Diener, Sherri Kirchner, Rose Shetler, Mark Seeley

**Absent:** Clayton Miller, Darin Short

**Staff present:** Brad Alstrom GM, Amanda Guzman Marketing Coordinator

**Others:** No one from the public participated

### 1. OPENING ACTIVITIES (5:35 pm)

- Brad introduced Amanda Guzman. The board offered its appreciation for all the work that she did to create the meeting environment on Zoom to accommodate guests. And for creating the event on social media getting the word out! Thank you Amanda G!
- There was a reading of our “Ends”
- Check-In: “Are we prepared to act on everything before us?”
- Declaration of quorum
- Decisions: Minutes in packet were from April. Phyllis will send May minutes later for approval.

### 2. GM REPORT (5:40 pm) Brad offered a verbal GM report this month

- MCM continues to support local protests including statements on social media supporting racial equality and LGBTQ rights.
- We continue to stay firm with the need for customers to wear masks. There are some incidents where a customer refuses and angry before leaving. So far it is manageable. The board reaffirmed it’s appreciation for this requirement and supportive of Brad and staff.
- Marketing Outreach:
  - Upcoming classes (complying with Covid limitations – safe and outdoor!)
- Continuing curbside pickup. Only used several times a day now.
- X.1 Financial Condition – quarterly report
  - End of 1<sup>st</sup> quarter numbers were good
  - Due to Covid, a physical inventory was not done in April. Instead an estimate was done by the accountant, which is normal procedure during months between inventory counts. Because of this Inventory Value, Cost of Goods Sold, Gross Margin, and Net Profit cannot be guaranteed to be accurate.
  - The NCG Risk Matrix was reviewed. Excellent!
  - Brad shared that we have faired better than many other NCG stores.
  - We received the EIDL loan advance. Still reviewing if we will pursue this further
    - Motion to accept X.1 Financial Condition report as fully compliant (AQ). And seconded (PM)
    - No further discussion
    - Vote 6/0/0 Motion passes

### 3. EDUCATION (6:05 pm):

- **CCMA Debrief**
  - Amanda, Rose, Brad and Phyllis shared a key take away from at least one session.

### 4. POLICY GOVERNANCE (6:25 pm)

Reference materials – Decision Tree

- Policy monitoring:
  - G.1 Governing Style
    - Motion to accept as compliant (SK) and seconded (RS)
    - No discussion
    - Vote: 5/0/0 (Denise needed to leave early)

### 5. ADDITIONAL AGENDA ITEMS (6:45 pm):

- **Annual Meeting:**
  - 6/24: Board resolves annual meeting date & election process
  - Confirmed Annual Meeting should be virtual and occur the end of August
  - Brad will prepare the candidate packet
  - Confirmed there are 3 positions to slate: Sherri's open position to re-elect, Phyllis' open position and position to increase to 9 board members
  - Every board member was encouraged to consider potential candidates.
  - Brad will explore engaging the same resource for an on-line election process.
  - Potential candidates could be invited to the July board meeting. And to participate in the CBLD event on July 18
  - Brad will provide a top shopper list for us to review for potential candidates
  - Timeline:
    - **Call for candidates:** By the end of June (this has been completed).
    - **Applications for board members due:** Prior to the 7/22 meeting (remains to be seen if we'll make that date).
    - **Approval of candidate slate:** 7/22 meeting.
    - **Announcement of slate and voting timeline:** Immediately following 7/22.
    - **Annual meeting:** last week of August or the first week of September.
- **Board Retreat:**
  - Will be primarily virtual, however could have an in-person option when Ben is coming to Goshen to deliver his son to Goshen College in August
  - Suggest virtual session spread over time. Something like four 90 minute sessions over 3-4 months.
- **Prior action items: Brad / Phyllis scan the signed NCG agreement into Dropbox**

### 6. Upcoming events/dates:

- July board meeting: July 22, 5:30
- CBLD events: <https://columinate.coop/events/>
  - July 15 Policy Governance Deeper Dive
  - July 18 So You Want to Serve on the Co-op's Board of Directors
  - July 25 CBL 101
  - August – Financial Training for Directors

### 6. Meeting Adjourned (7:00 pm)

Minutes submitted for board approval by Phyllis Miller, Secretary

*Phyllis Miller*

06/26/20