



## Board of Directors Monthly Meeting Minutes

Wednesday, August 25, 2021 at 7:00 pm

Location: Maple City Market

**In attendance:** Amanda Qualls, Darin Short, Gwen Gustafson-Zook, Rose Shetler, Jama Yoder, Leah Miller, Brad Alstrom, Chris Horst

**Absent:** Mark Seeley (Mark submitted a written resignation 8/25/2021), Malinda Berry, Clayton Miller

### 1. OPENING ACTIVITIES (7:00 pm)

- Our MCM “Ends” (read)
- Check-In: Are we prepared to act on everything before us? All are prepared.
- Declaration of quorum
- Decision: Approval of July 2021 minutes

Rose moves to approve the July 2021 Minutes; Darin seconds

No Discussion

All in favor; 6 for, 0 abstains

- ### 2. GM REPORT (7:20 pm)
- Brad welcomed the new members - and all the Board - to the backroom/”the Guild”. July was a good month with positive growth. Three hires are in process. Two are in the Deli. (Both Elkhart Career Center and Goshen High School (noted by Amanda) have potential to become food service streams as they each have programs related to food service). HR is taking quite a bit of time and energy. It’s not been a real productive season in terms of projects. But we are keeping on top of the day-to-day work.

### 3. POLICY GOVERNANCE (7:30 pm)

Reference materials: Decision tree

#### ○ POLICY MONITORING

- i. Monitoring of GM. Our CoScore is 86 for the past quarter. Brad gave a very thorough run through of the financial statements as a way of helping to get the new Board members up to speed.
  1. Decision: X.1 Quarterly Financial  
Darin moves that we accept Policy X.1 as in compliance; Gwen seconds  
Discussion: MCM has always been a part of NCG, having been grandfathered in when NCG started.  
All in favor; 6 for, 0 abstains
- ii. Upcoming/delayed GM monitoring
  1. Originally due in June:
    - a. X.4 Owner rights and responsibilities - We will address in September 2021
    - b. X.5 Treatment of customers - We will address in September 2021
  2. Originally due in July: X.3 Asset protection - TBD
  3. September: X.9 Emergency succession - We will address in September 2021
- iii. Monitoring of Board
  1. Decision: G.2 The Board’s Job

Rose moves that we accept G.2 The Board's Job as in compliance; Darin seconds

Discussion: Darin pointed out that there are Columinate "classes" available for Board members to take part in. Many of these are free with our subscription.

All in favor; 6 for, 0 abstains

2. Decision: G.4 Officers' Roles

Discussion: Policy needs to be tightened up. One question was about what is included in the Board budget. Brad has set up the line items which include:

Annual Meeting

Board Professional Development and fees

Board Member Compensation

Misc Expenses (Includes Insurance)

Total: 10,500.48

Amanda moves that we accept G.4 Officers Roles as non-compliant with specific regard to Secretary duties. We will come to the October meeting with a draft policy for review; Darin seconds.

All in favor; 6 for, 0 abstains

Amanda will tweek this policy and send it out for feedback prior to the October meeting.

iv. Upcoming Board monitoring

1. September: G.5 Board committee principles - Does this policy make sense? Come prepared to discuss in September.

4. ADDITIONAL AGENDA ITEMS (8:30pm)

- o Patronage dividend update. Brad has a meeting set up with the attorney to move this forward. He still hopes to execute this by September 15th, 2021.
- o Annual Meeting: Thursday, September 2, 2021, 6:00pm. All Board members are encouraged to arrive between 5:30pm - 5:45pm to help set up. Board Role: be ambassadors! This is THE time for Board Members to interact with MCM folks.
- o Mark Seeley's resignation.

Amanda moves that we accept Mark Seeley's resignation effective today. Rose seconds.

All in favor: 6, abstained: 0

We will add the question of how to move forward in filling this position to the September agenda.

Gwen's leave. Gwen leaves September 3, 2021 and will be gone for a year. Next month the board will discuss whether this is treated as a leave of absence or a resignation.

- o Upcoming meetings:
  - i. September Board Meeting: Wednesday, September 22, 2021 @ 7:00 pm
  - ii. October Board Meeting: Wednesday, October 27, 2021 @ 7:00 pm

Note: Amanda on vacation.
- o [Columinate events](#)

5. ADJOURN (8:55 pm)