

# Board of Directors Monthly Meeting Minutes

Wednesday, September 29, 2021 at 7:00 pm

Location: Maple City Market

**In attendance:** Amanda Qualls, Darin Short, Rose Shetler, Jama Yoder, Leah Miller, Clayton Miller, Melinda Berry, Brad Alstrom, Chris Horst

**Absent:** Gwen Gustafson-Zook (on leave)

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

- Our MCM “Ends” (read)
- Check-In: Are we prepared to act on everything before us?
- Declaration of quorum
- **Decision:**
  - i. Approval of August 2021 minutes  
Rose moves to approve ; Leah seconds  
Discussion: none

## 2. GM REPORT (7:05 pm)

Staff positions are posted. Two hires were made in past week. May do some temporary restructuring of positions and responsibilities.

Chris left the meeting after this report.

## 3. POLICY GOVERNANCE (7:15 pm)

Reference materials: Decision tree

### ○ POLICY MONITORING

#### i. Monitoring of GM

##### 1. **Decision:** X.4 Owner rights and responsibilities

Brad talked about patronage refunds and has received only positive responses from members. He checked the refund process with an attorney to make sure it was done within IRS guidelines.

Owner member equity is increasing. He is working on an Annual Report which will be shared with members via email and added to website.

Malinda moves that we accept Policy X.4 as in compliance ; Leah seconds

Discussion:

[All in favor; 7 for, 0 abstains]

##### 2. **Decision:** X.9 Emergency succession

Chris Horst is the designated emergency general manager.

Darin moves that we accept Policy X.9 as in compliance; Leah seconds

Discussion: GM is at-will employment and no contract. Question was raised whether GM employment agreement should include requiring giving notice a certain amount of time in advance when ending employment.

[All in favor; 7 for, 0 abstains]

#### ii. Upcoming/delayed GM monitoring

##### 1. Originally due in June: X.5 Treatment of customers

##### 2. Originally due in July: X.3 Asset protection

##### 3. Due in October:

###### a. X.7 Communication to the board

###### b. X.8 Logistical support

#### iii. Monitoring of Board

##### 1. **Decision:** G.5 Board committee principles

We used to have committees which were basically not functioning. At this point we will use them on an ad-hoc basis.

Amanda moves that we accept Policy G.5 as in compliance; Clayton seconds

Discussion:

[All in favor; 7 for, 0 abstains]

- iv. Upcoming Board monitoring
  - 1. September: G.6 Agenda planning

4. ADDITIONAL AGENDA ITEMS (7:35 pm)

- MCM final 2020 reviewed financial statements
- Malinda's report on Columinate webinars
  - i. She found the training on Board governance to be very informative and helpful. Links to sessions are available for a period of time if others are interested.
- Board vacancy
- Board retreat: Amanda met with Ben Sandel to explore retreat options, virtual or in-person, etc. Darin likes Amanda's idea of us meeting in-person and Ben joining virtually. We shared that we are each vaccinated. Discussed having retreat in early Nov. and location possibilities. Amanda will send out a survey.
- Miscellaneous board items
- Upcoming meetings:
  - ii. October Board Meeting: Wednesday, October 27, 2021 @ 7:00 pm  
*Note: Amanda on vacation.*
  - iii. November Board Meeting: Wednesday, November 24, 2021 @ 7:00 pm  
*Note: This is the evening before Thanksgiving, so we may want to move it.*
- [Columinate events](#)

5. ADJOURN (8:15 pm)

6. EXECUTIVE SESSION (7:50 pm)—entered at 8:15 p.m.