

Board of Directors' Meeting Minutes
Wednesday, September 14, 2016
6:30pm Offsite Office #2

Present: Curt Brye President, Peter Bergquist Secretary, Mike Link Vice President, Luke Zigovits Treasurer, Larry Homstad, Leslie Kruemple (Joined 7pm), Jan Rasikas GM, Eric Speck, Finance, Guests: Eric Snowdeal, BoD Candidate.

Phone: Eric Newman

Absent:

Start	Min	Topic / Action	Notes	Action Items
6:00 pm	30	Light Dinner – and beverages served at 6pm	Eat, drink, and enjoy!	
6:30	10	Welcome to guests / visitors:	Visitors, guests have a few minutes to introduce themselves and the intent for their visit, make a brief presentation Notes: Eric Snowdeal, BoD Candidate shares work and co-op experience	Action Item:
6:40	2	Check in - Go around on state of mind; affirmation of preparedness to act	Everyone has a sense of the state of mind of others present and have affirmed they came prepared and ready to act.	AI:
6:42	2	Review Agenda – add any consent items to agenda that need discussion at this time	All present understand the flow of meeting	AI:
6:44	1	Consent items: Approval of 08/17/16 minutes Language of Motion: Minutes approved as presented Motion/Second (M/S) Luke/Mike The Vote: Approved	Items needing discussion get moved into new business: Notes:	AI:
6:45	20	(Item Moved) Executive Limitations Monitoring – GM 1. L.4 Financial Condition & Activities Language of Motion: L4 Accepted as presented, compliant M/S Larry/Luke The Vote: Approved 2. L.4.9 Net Income Q4 & Total Year Language of Motion: L4.9 Accepted as presented, Non-Compliant	Board decides whether -GM's interpretations are reasonable -there is data to determine compliance -if the data indicates compliance -Board agrees with GM's assertions of compliance Notes: A Non-Compliant Executive Limitation that is approved shows that the BoD understands the policy was not met, in this case no action will be taken to correct the situation as it is the last quarter of the fiscal year, all compliance/non-compliance	AI:

		M/S Leslie/Luke The Vote: Approved	is reflected in the GM's annual review.	
7:10	25	(Item Moved Up) New Business Patronage Declaration FY15-16 Language of Motion: Patronage payout to be completed per policy M/S Mike/Larry The Vote: Approved	Notes: The GM recommends that the VFC retain patronage during expansion project. The BoD acknowledges that in FY2017-2018 patronage payouts should be retained and reinvested into the expansion project.	AI: Jan: Add line to patronage letter that we anticipate not paying out patronage next year and reinvesting in expansion costs/projects.
7:35	55	FYI: Update from GM	BoD and GM has opportunity to converse on key issues. Notes: Presentation of Drawings for Proposed expansion plans including lot project and improvements. Review of Capital Campaign requirements. Review of available funding sources.	AI: Curt/Jan: Consider opening a new date for extra meetings in the coming months for project related updates and capital campaign organization
8:30	6	BoD Learning Initiative and Expansion Project Preparedness Reading Mission and Ends (tabled) Study Topic – 1. CDS , Creating a Development Budget – Sources and Uses 2. Re-Cap of Leslie Watson's monthly teleconference		AI: All: Review sources and uses video, review capital campaign workbook
8:36	05	Governance Process Monitoring – BoD M.3 Accountability of GM Language of Motion: M.3 Accepted as presented M/S Peter/Luke The Vote: Approved	Board decides if its own performance is in line with its expectations for itself expressed in policy. Notes: M.3 Reviewed at the end of each FY	AI:
8:40	10	Old Business 1. Expansion Policy approval Language of Motion: Expansion policy accepted as presented	Expansion policy document approved	AI:

		Approved Unanimously 2. CBL 101 3. 2016 BoD Self-Evaluation Survey and responses from open ended area. Language of Motion: BoD Self Evaluation Survey tabled to next meeting due to time constraint	CBLD 101 Training to be attended by Peter and Karen M. BoD Self-Eval to be review at next meetings Thank you to Leslie K and Luke Z for their term on the VFC BoD	
8:50	10	New Business (continued) 1. Annual Owners Meeting: Agenda, BoD roles, Reports, Expansion Update 2. P6 Tailgate Event August 27,2016 3. VFC table at Vernon Co. Fair	Annual Owners Meeting on Oct 5 th , 2016	AI: Jan: Marketing to add P6 event photos of BoD table to the web/BoD page Jan: Send out AOM Agenda and assign BoD roles
	0	Member communication Tabled	<ul style="list-style-type: none"> BoD reviews what's needed for member communication in Pea Soup Review themes for Pea Soup issue when necessary 	AI:
	0	Closed Session None	Closed session notes are available on SharePoint to BoD only as a separate document. Any motion made/vote by BoD in closed session is recorded in the regular minutes.	AI:
9pm	0	Adjournment	Thank you	