

Board of Directors' Meeting Agenda
 Wednesday, November 18, 2015
 6:00pm Offsite Office #2

Present: Peter Bergquist, Mike Link, Larry Homstad, Leslie Kruempel, Curt Brye, Luke Zigoivits Other Attendees:
 Jan Rasikas GM, Andrew Anderson Store Mgr, Eric Speck Finance Mgr

Phoned In: Eric Newman

Absent:

Start	Min	Topic / Action	Desired Outcome	
5:30 pm	30	Light Dinner – and beverages served at 5pm	Eat, drink, and enjoy!	
6:00	30	Welcome to guests / visitors: Brian Dahlk, CPA of Wegner Assoc LLP	The audit for VFC FY2014-15 performed by Wegner and Assoc rendered a clean and unqualified opinion. Mr Dahlk suggested to schedule an audit every 3 years. Good time to audit when expanding.	Action Item: Jan Adds GM reimbursement report to L.6.4 Monitoring Report and other suggested improvements
6:30	05	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	
		Review Agenda – add any consent items to agenda that need discussion at this time	All present understand flow of meeting	
		Consent items: Approval of Oct minutes <ul style="list-style-type: none"> o Action Items reviewed motion/second (m/s) Mike/Eric approved as presented 	<i>Items needing discussion get moved into new business</i> Board accepts, approves and resolves the items on the consent agenda	
6:35	30	BoD Learning Initiative and Expansion Project Preparedness Study Topic – <ol style="list-style-type: none"> 1. Recap of Board Retreat with Leslie W 	The group presented an overview of the Retreat to a board member who was unable to attend. We re-capped how CBLD consultant Leslie W summarized the Growth Roadway, capital campaign board responsibilities, strategic planning and visioning.	AI: Jan set up time with Jess and Larry to resolve issues with SharePoint for Mac users. AI: Jan take the next steps in expansion planning CONFIDENTIAL
7:05	10	FYI: Update from GM	BoD and GM has opportunity to converse on key issues	
7:15	10	Executive Limitations Monitoring – GM <ol style="list-style-type: none"> 1. L.4.9 Net Income Q1FY2015-16 m/s Leslie/Larry accepted as presented non-compliance with a plan 	First quarter financial reporting on: *Deli packaging and supplies change *DC and audit expenses *Non-compliance for net income vs budget	
7:25		Governance Process Monitoring – BoD <ol style="list-style-type: none"> 1. G.2 Board Job Description m/s Eric/Mike 		

		<ol style="list-style-type: none"> 2. G.3 Code of Conduct m/s Leslie/Larry 3. G.4 Role of Board Officers m/s Larry/Luke 		
7:30	25	<p>Old Business</p> <ol style="list-style-type: none"> 1. NCG Member Agreement m/s Leslie/Larry Approved unanimously 2. CBLD Leslie Watson phone call re-cap 3. Winter Dinner at Rooted Spoon, BoD and Management Team 4. December Meeting date change reminder 5. New Board Orientation 	<ol style="list-style-type: none"> 1. Motion to accept and sign the NCG Agreement for 2015. 2. Completed 3. Sunday December 13th more specific information will be coming. Guests too. 4. December meeting to Dec 9th 5. Curt, Peter and Jan met on 11-10 for Peter's Board Orientation 	AI: Jan emails Winter Dinner Details
		<p>New Business</p> <ol style="list-style-type: none"> 1. Class C Redemption Requests (2) Motion to accept 2 requests with language stated in minutes. m/s Leslie/Peter Approved unanimously 	<ol style="list-style-type: none"> 1. <p>Class C Redemption Request #1 Date: November 18, 2015 Board of Directors Meeting</p> <p>XX XXXX, administrator of the estate of Mbr #1548 has requested redemption of the balance of the applicable Class C Share investment:</p> <ul style="list-style-type: none"> • Member #1548 • Certificate #42 • Owner: XX XXXX • Deceased Estate EIN47-7062471 • Original investment of \$5,000.00 • Investment Date: 10/28/04 <p>Class C Redemption Request #2 Date: November 18, 2015 Board of Directors Meeting</p> <p>XX XXXX, administrator of the estate of Mbr #3807, has requested redemption of the balance of the applicable Class C Share investment.</p> <ul style="list-style-type: none"> • Membership #3807 • Certificate #1162 • Owner: XX XXXX • Original investment of \$1,000.00 • Investment Date: 6/12/15 2. Traffic Study approved 	
		<ol style="list-style-type: none"> 2. Tues Nov 24 7:30 p.m. City Council mtg. VFC on the agenda. 		

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7:55	5	Member communication	<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 	<ul style="list-style-type: none"> • Pea Soup author: Leslie. End of January due date Nov – Jan Curt's board update to the membership
		Closed Session	If necessary	
8:00	0	Adjournment Thank you m/s curt/luke		