

Board of Directors' Meeting Minutes  
Thursday, December 15, 2016  
6:30pm Offsite Office #2

Present: Curt Brye President, Peter Bergquist Secretary, Mike Link Vice President, Eric Newman Treasurer, Larry Homstad, Eric Snowdeal, Karen Mischel, Guest Christina Dollhausen, Jan Rasikas GM

Phone:

Absent:

Start	Min	Topic / Action	Notes	Action Items
6:00 pm	30	<b>Light Dinner</b> – and beverages served at 6pm	Eat, drink, and enjoy!	
6:30	13	<b>Welcome to guests / visitors:</b> Christina Dollhausen-Capital Campaign Coordinator	Visitors, guests have a few minutes to introduce themselves and the intent for their visit, make a brief presentation  Notes: Christina moved to area for their business and the VFC! Worked at the Stoughton Opera House for 10 years where she managed the organization and helped grow its membership to where it is today	<b>Action Item :</b>
6:43	03	<b>Check in</b> - 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.	Jan-Karen needs training on SharePoint for BoD materials
6:46	01	<b>Review Agenda</b> – add any consent items to agenda that need discussion at this time	All present understand the flow of meeting	
6:47	01	<b>Consent items:</b> Approval of 11/16/16 minutes <b>Language of Motion:</b> <b>Minutes approved as presented Motion/Second (M/S)</b> <b>Mike/Eric N</b> <b>The Vote: Approved</b>	Items needing discussion get moved into new business:  Notes:	
6:48	54	<b>FYI:</b> Update from GM	Deli needs some equipment purchases before expansion, will be accounted for in expansion budget	<b>AI:</b> Jan- Arrange meeting with John Guerra for Proforma presentation Jan- Schedule meeting to discuss Proforma before approving
7:42	18	<b>BoD Learning Initiative and Expansion Project Preparedness</b> Reading Mission and Ends  <b>Study &amp; Discussion Topics –</b> 1. Christina Dollhausen & Capital Campaign Committee  2. Re-Cap of Ben Sandel Workshop 11-18-16 – Peter's notes  3. New Market Tax Credits	BoD and GM has opportunity to converse on key issues.  Notes: -Ask Leslie Kruempel to join Capital Campaign -Capital Campaign set for January 25, 2017 Launch -BoD reviewed NMTC video in SharePoint overview to gain familiarity with the New Market Tax Credits	<b>AI:</b>

8:00	08	<b>Executive Limitations monitoring – GM</b>  1. E.1 Ends Policy – Jan’s Introduction - Board decides outcome in January	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: -Jan interprets Ends Policy and BoD approves interpretation and language -BoD to decide Ends Policy E.1 outcome in January meeting	<b>AI:</b>
8:08	00	<b>Governance Process monitoring – BoD</b> 1. None in December	Board decides if its own performance is in line with its expectations for itself expressed in policy.  Notes:	<b>AI:</b> -All BoD to Sign conflict of interest letters
8:08	08	<b>Old Business</b> 1. VFC Holiday Open House 12-9-16  2. Board Code of Conduct/Conflict of Interest Form  3. VFC Winter Celebration Dinner 12-20-16  4. Board-Owner Engagement Schedule – Winter 2017  5. CBL 101 – 01-14-17	Notes: -VFC Holiday Open House set for 12/20/16 -Beer with the Board, Feb. 17 <sup>th</sup> at Rooted Spoon -CBLD 101 Scrapped this winter due to need for Capital Campaign	<b>AI:</b>
8:16	06	<b>New Business</b> 1. Capital Campaign Launch 1-25-17  2. John Guerra, CDS – Financial Pro-Forma Workshop – 1-2017 TBA	Notes: Capital Campaign fundraising form to be on VFC website Mailings to be sent out, Need BoD decision on Proforma before they are sent	<b>AI:</b>
8:22	04	<b>Member communication</b>	<ul style="list-style-type: none"> <li>BoD reviews what’s needed for member communication in Pea Soup</li> <li>Review themes for Pea Soup issue when necessary</li> </ul>	Peter to write February Pea Soup Article
		<b>Closed Session</b>  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.	



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8:26		<b>Adjournment</b>	Thank you	
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