

Approved 12/09/2014

**Grain Train (GT) Natural Food Cooperative  
Board of Directors October 21<sup>st</sup>, 2014 Meeting  
Grain Train Business Office, 5:00 PM**

**Attending:** Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, David Heidtke - Treasurer, Allie Greenleaf Maldonado, Lynn Eckerle, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**Absent:** Hal Willens– Secretary

**Time Keeper:** JP

**Secretary:** Liz

**Ends Statement:** Grain Train Natural Food Cooperative exists so that our community is inspired to make well-informed healthy choices that support both people and planet.

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**Meeting called to order:** (5:00) Quorum determined

**Preliminaries**

**Agenda Review** – Trisha reviewed the agenda; no changes were made.

**Open Member Forum** – No members were present.

**General Business**

**Retreat Cancellation Explanation & Determine 2015 Date** – The Board decided to hold a white board session to determine retreat goals on Saturday, November 8<sup>th</sup> 2014, from 4-6 PM at Meagan’s home.

**Electronic Balloting Committee (EBC) Report** – Lynn presented the EBC report on behalf of the committee as per Hal’s request in his absence. Lynn moved that the Grain Train delegate to the General Manager the design and implementation of electronic balloting for Board elections and bylaw changes proposal(s), to be initiated as early as the 2015 General Membership Meeting (GMM) but not later than the 2016 GMM at a cost not to exceed \$1200/yr for the first two years. Parameters for electronic balloting are to include at least the following:

1. Online communication and voting
2. Voting accessible at GMM
3. Voting assistance for member-owners requesting it
4. Paper ballots available for members requesting it
5. Security assured: One member-One vote
6. A threshold of at least 50% of the members must have accurate email addresses to initiate electronic balloting the first year.

Renee offered a friendly amendment to remove “at a cost not to exceed \$1200/yr for the first two years”. Seconded by Allie and **unanimously approved.**

**Determine Audit Interval by Motion** – Tabled until November meeting.

**Determine Board Budget** – Trisha moved to maintain the current Board budget of \$17,000. Seconded by JP and **unanimously approved.**

**C3: Agenda Planning Revision follow-up** – Renee is to prepare language to add to the Board Procedural Manual that calls for the periodic review of “best practice language” within the CDS policy templates.

**Open Discussion of Unexpected Topics** – The Board decided to hold the white-board session from 4-6pm on November 8<sup>th</sup>.

### **Board Decisions**

**Executive Committee Annual Calendar Review** – Trisha provided an update.

**Self-Monitoring Report – D: Global Board-Management Connection & D1: Unity of Control** – David made a motion to move the reports to the Consent Agenda. Seconded by Allie and **unanimously approved.**

**GM Monthly Update** – Bob provided the report in advance and the Board discussed.

### **Board Education**

Meagan conducted a team-building exercise and gave a presentation about Meeting Etiquette.

### **Consent Agenda**

**Accepted:** GM Monitoring Reports – B7: Board Communication and B8: Board Support, D: Global Board-Management Connection and D1: Unity of Control

**Accepted with JP, Allie, and Renee abstaining:** Draft Board Meeting Minutes from September

### **Review Decisions & Tasks**

- Tabled: Audit Interval decision
- Decided: White Board Meeting Saturday, November 8<sup>th</sup> 4-6pm at Meagan’s home.
- Renee to prepare language for Board Procedural Manual.

#### **Next Meeting Topics:**

- Approve October Meeting Minutes - Liz
- Self-Monitoring Report – D2: GM Accountability and D3: Delegation to the GM - Lynn
- GM Monitoring Report – B1: Q3 Financial Conditions – Bob
- GM Monthly Update – Bob
- Form Election Committee for 2015; Hal as Secretary to Chair Election Committee.

David moved that a member of the Executive Committee determine which Directors have terms expiring in 2015 and bring that information to the November meeting. Seconded by JP. **Motion left unresolved.**

David made a motion to adjourn the meeting. JP seconded the motion. **Unanimously approved.**

**7:20 pm, meeting adjourned.**

### Parking Lot Topics

*Board Education: Financials, Retail Basics, Emerging Topics concerning the Grain Train*

*Executive Committee – Job Descriptions*

*Procedures Handbook Topics*

- *Audits – Determine the period between audits.*
- *Accounting*
- *How to handle requests for support? (Causes) – See Bylaws*
- *GMM- Planning and Managing the GMM*
- *Officer Elections – Outline all aspects from Recruiting to Announcing the result.*
- *How to handle CDS changes to policy language?*

*Discussion of 5.2, Subsections n. and o. of the Bylaws*

### **Open Committees:**

#### **Electronic Balloting Committee**

Discuss integrating Electronic Balloting options in the Board Election Process. Beginning June 2014 and ending September 2014. Chaired by Hal Willens with Trisha, Allie, JP, Lynn and David as members.

#### **Proposed Bylaw Changes Committee for 2015**

Prepare draft bylaw language with explanations of the proposed bylaw changes, to be brought before the Member/Owners for their vote at the 2015 General Membership Meeting (GMM). Following the GMM, insure that the Bylaws of the cooperative have been accurately updated to the Board portion of the cooperative website, and distributed to the Board as both MS Word documents and PDFs. Beginning September 2014 and ending when the Bylaws have been updated following the GMM, April 2015. Chaired by Paula Welmers with Trisha, David, and Allie as members.

### **Outstanding Board Work Reminders**

#### **Bylaw clarifications:**

Does “Membership” mean one person or a ‘household’? Please define.

Executive Committee Elections - Article 5, Section 6.1, Review and define 'election ties', etc.

Audit Cycle – Currently every 2 years. Consider every 3-5 years. Define.

#### **Board Procedural Handbook section(s):**

Elections: Elections Committee Chair - Ballot Counting & Results Conveyed (PW)

Board Members’ behavior during Staff Meetings (AM)

Board Member Exit Interviews (RA)

Officer Elections: Develop a methodology to simplify process

Audits: Types of Audits (DH), Arranging for an Audit, (DH)