

Approved 1/20/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors December 9th, 2014 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, David Heidtke - Treasurer, Hal Willens– Secretary, Allie Greenleaf Maldonado, Lynn Eckerle, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Paul Krecke, Angela Papi

Absent: John Paul Westbrook (J.P.) – Vice President

Time Keeper: David

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.

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

Preliminaries

Agenda Review – Trisha reviewed the agenda. B2: Business Planning and Financial Budgeting was moved from the Consent Agenda to General Business. D5: GM Compensation was removed from the agenda.

Open Member Forum – Paul Krecke and Angela Papi were present to observe; no comments

General Business

GM Monthly Update: November and December – Bob provided the reports in advance. Allie made a motion to accept the reports. Seconded by Lynn and **unanimously approved.**

GM Monitoring Report – B1: Q3 Financial Conditions – Discussion. Trisha moved to accept the report. Seconded by Hal and **unanimously approved.**

Electronic Balloting Committee (EBC) Report – Hal requested that the GM take action as previously outlined regarding electronic balloting, and report progress to the Board on the subject as part of the GM Monthly updates.

2014 Proposed Bylaw Changes Committee Update – Paula summarized proposed bylaw changes and provided a document with details. Board members are asked to review proposed changes before the January Board Meeting.

Open Discussion of Unexpected Topics – Allie suggested that the Board purchase a Christmas gift for staff in the form of a sleigh from Kilwin’s for the Petoskey store and a gift basket for the Boyne City store of appropriate size, with funds to come from the Board Budget. Paula made a motion to accept the suggestion. Seconded by Allie and **unanimously approved.**

Discussion took place surrounding the future development across the street from the Grain Train and the Board’s time dedicated to future visioning.

GM Monitoring Report – B2: Business Planning and Financial Budgeting – Discussion. Allie made a motion to request that the GM provide the Board of Directors with a report at the March Board Meeting which documents from his perspective what was learned from the Boyne City expansion and a plan moving forward for future growth. Seconded by Meagan and **unanimously approved.** David moved to accept the report. Seconded by Meagan and **unanimously approved.**

Board Decisions

Trisha moved that the Board charter the named committee “Election Committee 2014-2015” for the express purpose of meeting Board Bylaw requirements for the General Membership Meeting (GMM) 2015, beginning December 9th, 2014 and ending following submission of the Post-Election Report by the committee chair. To be chaired by Hal with Trisha and Liz as committee members. Update to be brought before the Board at the March 2015 Board Meeting. Seconded by Allie and **unanimously approved.**

David moved that the Board charter the named standing committee “Education Committee” for the express purpose of providing the Board with education designed to enable the Board to better fulfill our responsibilities under the Bylaws, beginning December 9th, 2014 and ongoing. To be chaired initially by Paula with committee membership with rotating committee membership. Seconded by Renee and **unanimously approved.**

Meagan moved that the Board charter the named committee “GMM Committee 2014-2015” for the express purpose of planning, preparing and implementing the GMM for April 18th or 25th, 2015, beginning December 9th, 2014 and ending after the GMM in 2015. To be chaired by Meagan with Trisha and Renee as committee members. Seconded by Paula and **unanimously approved.**

It was noted that the Board will plan to charter a Nominating Committee at the January Meeting, and that Board members should remember to actively recruit candidates from the Ownership.

Discussion took place regarding retreat issues took place after which it was decided that the Board will set a date for a retreat in 2015 after the GMM. “Commitment between Board Members: Code of Conduct” was removed from the agenda to accommodate the discussion.

Board Education

Meagan presented the results of the Board Survey “What is the Motivation of the Board?”

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from October, Board Self-Monitoring Reports D2: GM Accountability and D3: Delegation

Review Decisions & Tasks

Next Meeting Topics:

- Approve December Meeting Minutes - Liz
- Self-Monitoring Report – D5: GM Compensation – David
- Self-Monitoring Report – C6: Officers - Renee
- GM Monitoring Report – B: Global Constraint and B9: GM Succession – Bob
- GM Monthly Update – Bob
- Form Nominating Committee
- Review proposed Bylaw changes

Meagan made a motion to adjourn the meeting. Hal seconded the motion. **Unanimously approved.**

6:58 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?*
- *Allocating Monitoring Reports*
- *Attendance & Punitive Measures*
 - *Define Extenuating Circumstances*
 - *Define Attendance*
- *Participation on Committees*

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

Arrange Conference Call with Bruce Mayer

What are the alternatives to audits?

What sorts of ongoing financial reviews are considered forms of acceptable monitoring?

Open Committees:

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 Sep-

tember 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.

Election Committee 2014-2015

Meet Board Bylaw requirements for the General Membership Meeting (GMM) 2015, beginning December 9th, 2014 and ending following submission of the Post-Election Report by the committee chair. Chaired by Hal Willens with Trisha and Liz as members.

Education Committee

Provide the Board with education designed to enable the Board to better fulfill our responsibilities under the Bylaws, beginning December 9th, 2014 and ongoing. To be chaired initially by Paula with committee membership with rotating committee membership.

GMM Committee 2014-2015

Plan, prepare and implement the GMM for April 18th or 25th, 2015, beginning December 9th, 2014 and ending after the GMM in 2015. To be chaired by Meagan with Trisha and Renee as committee members. Seconded by Paula and **unanimously approved.**

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)