

Approved 2/17/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 20th, 2015 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, Hal Willens– Secretary, Lynn Eckerle, Paula Welmers, Renee Allen, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Rick Bauers – Visiting Owner

Absent: David Heidtke - Treasurer, Allie Greenleaf Maldonado, Meagan Krzywosinski

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.

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

Preliminaries

Open Member Forum – Owner Rick Bauers attended with requests relating to the Grain Train Deli. The Board listened to his feedback and informed Mr. Bauers that the Board is not involved directly in day-to-day operations of the Grain Train. Mr. Bauers resolved to follow up on his requests with Grain Train Staff, and left the meeting.

Agenda Review – Renee requested that her motion relating to the usage of the Board signature be removed from Board Decisions and tabled until the February Board Meeting.

General Business

GM Monthly Update: January – Bob provided the reports in advance, and added in comments that Lucky’s Market will be opening a store in Traverse City in 2016. Discussion followed. Paula made a motion to accept the report. Seconded by Renee and **unanimously approved.**

GM Monitoring Report – B: Global Constraints – Bob provided the report in advance. Hal moved to accept the report. Seconded by JP and **unanimously approved.**

GM Monitoring Report – B9: GM Succession – Bob provided the report in advance. Lynn moved to accept the report. Seconded by JP and **unanimously approved.**

2015 Proposed Bylaw Changes Committee Update – Paula provided an update on the Committee’s work.

Proposed Change #1: The Committee recently received feedback from attorney Matthew Lesky regarding proposed language for Bylaw 3.6. The Committee is to read Mr. Lesky's document and meet about the edits he proposes therein, then report back to the Board at the February meeting.

Proposed Change #2: Renee suggested changing "It has" in the Rationale for Changes to "The Board has" and the Board agreed. Trisha moved to approve the Proposed Bylaw Language for Bylaw 5.2.g as follows: "The Co-op's assets and books will be audited by an accredited CPA at least every two years unless a super-majority of the board determines, in a recorded vote, that predetermined financial oversight and internal controls monitoring are sufficient to protect Co-op assets. The audit interval shall not exceed 4 years. Additionally, the board will provide oversight of investments and loans, and establish the cost of membership." Seconded by Renee and **unanimously approved.**

Proposed change #3: Hal suggested an additional sentence in the Proposed Bylaw language and the Board agreed. Hal moved to approve the Proposed Bylaw Language for Bylaw 6.1 as follows: "The Board shall elect from its number a President, Vice-President, Secretary and Treasurer, and any other officers the Board deems useful, using secret ballot for contested elections. The election shall be held according to the established Board Calendar. Officers serve for one (1) year or until their successors are elected. Seconded by Renee and **unanimously approved.**

Open Discussion of Unexpected Topics – Bob brought to the Board's attention the need for clarification on "requirements of membership adopted by the Board of Directors" as mentioned in Bylaw 3.1. The Board also had a discussion relating to the ongoing review of Conflicts of Interest.

Board Decisions

Set 2015 Retreat Date – Tabled until after the General Membership Meeting (GMM)

GMM Date – JP moved to accept Saturday, April 25th, 2015 as the date for the GMM if it is available, and to default to Saturday, April 18th, 2015 otherwise. Seconded by Paula and **unanimously approved.**

Board Signature – Renee is to send proposed language for the Board Procedural Handbook regarding the use of the Board of Directors signature. Bob requested that the Board assess which Documents require the use of the Board signature.

Board Attendance – Trisha requested that the Board review the Board Attendance document included in the January packet and submit suggestions to her.

Self-Monitoring Reports Assignment List – Reviewed. Liz to change the Assignment list to an April to April calendar to reflect Board Elections.

Board Education

Commitment between Board Members – Code of Conduct – Tabled

Using Dropbox.com – Liz presented on accessing the Board Documents on Dropbox.com

JP requested that the Board's choice to pursue a different Cooperative Board Leadership Development (CBLD) consultant be removed from the Consent Agenda. The Board discussed the issue and decided that the relationship with the current consultant is strained, and that the Board should pursue a new consultant.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from December, Board Self-Monitoring Reports D5: GM Compensation, C6: Officers.

Review Decisions & Tasks

Next Meeting Topics:

- Approve January Meeting Minutes - Liz
- Self-Monitoring Report – C5: Code of Conduct – Hal
- GM Monitoring Report – B1: Financial Conditions Q4 & Year End 2014 – Bob
- GM Monthly Update – Bob
- Set Agenda for GMM
- Review proposed Bylaw changes
- Elections – Paula, Trisha, and Lynn have terms expiring in 2015. Paula and Lynn indicated that they will not be running again. Trisha indicated that she will be seeking another term.
- 2014 Audit Follow-Up with Bruce Mayer – David

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

7:01 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?

Requirements of Membership Adopted by the Board of Directors

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 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.

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)