

Approved 2/18/14

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 21, 2014 Meeting
Grain Train Business Office, 5:00 PM**

Attending: John Paul Westbrook (J.P.) - President, Trisha Shattuck – Vice President, David Heidtke - Treasurer, Allie Greenleaf Maldonado – Secretary, Carolyn Belknap, Hal Willens, Paula Welmers, Renee Allen, Lynn Eckerle, Robert Struthers (Bob) - General Manager (GM), Tina Bury - Support Services

Absent: none

Time Keeper: Trisha

Secretary: Tina

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 – JP reviewed the agenda and added “Bylaw recommendations”, “Officer Elections” and “Getting Board Resources” to General Business.

Open Member Forum – No one present.

General Business

Getting Board Resources – Renee presented a series of books, John Carver Policy Governance Series, to the board that she would like to see as a resource for Board use. The intention being that the Board would build education resources. JP motioned to have Tina research cost effective ways to get the series and report back to the Board. Trisha seconded the motion, unanimously approved.

Call for Candidates – It was determined that at this point there are no external candidates. Conversation ensued on how to recruit candidates. Tina will put the potential candidate packet on the website and advertise a “call for candidates” on the flat screen at the store.

GMM Committee Report – Renee, committee chair, provided an electronic version of the committee meeting minutes in the board packet. JP motioned to approve the proposed date for the GMM (General Membership Meeting) of April 26th and location of NCMC (North Central Michigan College). Seconded by Renee, unanimously approved.

Patronage Rebate – There was discussion on the rebate and the options open to the Board in regards to the amount to distribute. David recommended distributing 20% of the 2013 profits we are allowed to allocate 2013 in the form of a rebate to the members. Seconded by Hal and unanimously approved.

Bylaw Recommendations – Trisha reported on the proposed Bylaw recommendations. They included the following topics: electronic ballots, audit requirements, location of GMM, Members removing assets and Patronage rebate. Trisha motioned to charter a Bylaw Committee to include, JP, Trisha – Chair, David and Allie. The committee will terminate following the GMM. Allie seconded the motion and it was unanimously approved.

Headline Homework – It was decided that the Headline Homework would be handed over to the GMM Committee as they plan to incorporate it into the GMM.

Officer Elections – JP motioned to create an Executive Succession Committee to formulate a process for the election of officers and their succession. The Chair to be determined; Hal to set the first meeting. The committee is to include Carolyn, Hal, Lynne and JP. Seconded by Hal and unanimously approved.

Board Decisions –

B and B9 – Global Constraints and GM Succession: GM Monitoring Report & Monthly GM Report

These reports were provided in advance for the Board's review. Discussion ensued. David asked that the dropbox password be taken out of the report and that the successor, Chelsea Jarvis, meet with Board. David motioned to approve both the B and B9 monitoring reports and the GM monthly report, seconded by Trisha, unanimously approved.

D4 and D5 – GM Monitoring and GM Compensation – Allie provided these reports in advance for Board review. Discussion ensued on number 6. It was determined that the language should be changed to reflect the true occurrences. Lynn to locate the notes from the GM compensation committee and the topic was tabled until the February meeting.

Board Education – Bob presented on Inventory Counts and their use by the Grain Train.

Consent Agenda – approved.

December Meeting Minutes and C6: Officers Self Monitoring Report

Review Decisions & Tasks

Next Meeting Topics:

- D4 and D5 – Self Monitoring Reports – specifically the language of #6
- Board Education – Board Succession
- Board Candidates for 2014 elections –
Directors whose terms will be up: Carolyn, David and Allie
- Report from GMM Committee

- Set the agenda for GMM
- Approve January Meeting Minutes
- GM-Monitoring Report – B1: Financial Conditions Q4 and Year End Previous Year - Bob
- Self-Monitoring Report – C5: Code of Conduct - David

Motion to Adjourn

Parking Lot Topics

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

Executive Committee – Job Descriptions

Amending by-Laws to include language informing members that they are prohibited from removing their equity from the Grain Train if doing so would make the business insolvent.

Procedures Handbook Topics

- *Audits*
- *Accounting*
- *How to handle requests for support? (Causes)*
- *GMM*
- *Officer Elections*