

Approved 3/18/2014

**Grain Train (GT) Natural Food Cooperative  
Board of Directors February 18, 2014 Meeting  
Grain Train Business Office, 5:00 PM**

**Attending:** Trisha Shattuck – Vice President, David Heidtke - Treasurer, Allie Greenleaf Maldonado – Secretary, Carolyn Belknap, Hal Willens, Paula Welmers, Renee Allen, Lynn Eckerle, Tina Bury - Support Services, Chelsea Jarvis, Brian Bates

**Absent:** John Paul Westbrook (J.P.) - President, Robert Struthers (Bob) - General Manager (GM),

**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.**

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

**Preliminaries**

**Agenda Review** – Trisha reviewed the agenda and moved the Executive Succession Committee report from general business to directly following Board Education. She also added Motion concerning Board Process to the end of General Business per David’s request.

**Open Member Forum** – Brian Bates and Chelsea Jarvis, employees of the Grain Train, were present.

**General Business**

**Bylaw Committee Update** – Trisha reported on the progress of the Bylaw Committee. They proposed three bylaw changes; 1) allowing for alternative methods to notify the membership of the GMM and bylaw changes, 2) Changing the number of years between mandatory audits and 3) concerning member equity and staying solvent. Discussion ensued. Committee to meet and send proposal to Board prior to the March meeting where the Board will vote on the proposed Bylaw changes.

**GMM (General Membership Meeting) Committee Report** – Renee, committee chair, provided an electronic version of the committee meeting minutes in the board packet. Renee reported on the progress of plans for the GMM and stated that the next meeting will be held on March 4<sup>th</sup> at 5pm.

**Report on John Carver Material Cost** – Tina presented the options for purchasing the set of books either as e-books or hard copies. Allie made a motion to order one hard copy set of John

Carver's Policy Governance guides at \$12.50 each, 6 books in the set. Seconded by Renee and unanimously approved.

**Policy Modification Discussion – D4/D5 #6** - Discussion ensued concerning changing references of General Manager's "contract" to calendar year or employment cycle. Allie and Lynn to get the proposed language to Tina for inclusion on the March meeting packet.

**Candidates for GMM 2014** – Information was passed around concerning the potential candidate for the Board, Molly Hogaard.

**Board Report Draft from the President** – JP provided a draft Board report for the GMM in the February meeting packet for review by the Board. The three reports needed for the GMM's annual report are the "Report of Conditions", "Treasurer's Report" and the "Board Report". In order to prepare the documents for the GMM, the marketing team has requested that all three reports, if information is available, be approved at the March meeting.

**Motion concerning Board Process** – David made a motion to make it standard procedure that Board presence at a Board meeting is assumed unless a director has notified, in advance, the President or in their absence the Vice President. Renee seconded the motion, approved unanimously. To be added to the Procedures Manual.

#### **Board Decisions –**

##### **B1 – Financial Conditions Q4 & Year End 2013: GM Monitoring Report & Monthly GM Report**

These reports were provided in advance for the Board's review. Discussion ensued. Hal motioned to approve both the B1 monitoring report and the GM monthly report, seconded by Allie, unanimously approved.

**Board Education** – Tina presented on Executive Board Succession and possible ways to approach and plan for succession.

**Executive Succession Committee** - Hal, Lynn and Carolyn asked for input concerning the following ideas: 1) term limits, 2) expectation that in a Director's second term they will run for the executive committee and 3) a nominating committee for open seats. Discussion ensued. The committee will report in March with recommendations. The Board was given the assignment of filling out the Succession Planning Questionnaire for March's meeting.

#### **Consent Agenda –**

David motioned to approve the January Meeting Minutes, with requested language change. Paula seconded the motion, approved unanimously.

C5: Code of Conduct Self-Monitoring Report. - Accepted

## **Review Decisions & Tasks**

### **Next Meeting Topics:**

- D4 and D5 – Self Monitoring Reports – vote on the proposed changes
- Board Education – Retail Basics
- Board Candidates for 2014 elections –  
Directors whose terms will be up: Carolyn, David and Allie
- Report from GMM Committee
- Report from the Executive Succession Committee
- Approve Bylaw Changes
- Approve February Meeting Minutes
- Approve Board Reports for the GMM
- GM-Monitoring Report – B3: Asset Protection - Bob
- Self-Monitoring Report – C7: Committee Principals - JP

**Trisha made a motion to adjourn the meeting. Carolyn seconded the motion. Unanimously approved.**

**7:06pm, meeting adjourned.**

### *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*