

Approved 4/15/14

**Grain Train (GT) Natural Food Cooperative  
Board of Directors March 18th, 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, Chelsea Jarvis, Brian Bates, Molly Hoggard, George Robson, Meagan Krzywosinski

**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:** (5:02) Quorum determined

**Preliminaries**

**Agenda Review** – JP reviewed the agenda. Board education was moved to the end, the GM Report was added to Board Decisions and Monitoring Reports D4/D5 were removed from Consent Agenda as they were scheduled in General Business.

**Open Member Forum** – Brian Bates and Chelsea Jarvis, employees of the Grain Train, were present. Molly Hoggard, George Robson and Meagan Krzywosinski, candidates running for the Board, were present. Hal, speaking as a member, mentioned the Local Food Alliance and opportunities with a potential Food Hub.

**General Business**

**GMM (General Membership Meeting) Committee Report** – Renee, committee chair, provided an electronic version of the committee meeting minutes in advance for the Board to review. She reported on the progress of plans for the GMM. Renee made two motions concerning the GMM.

1. In the event of a tie of BOD candidates running for a board seat, Renee motioned that the resolution of this tie be decided upon at the following Board of Directors meeting with a vote by board members to decide the open seat, as the current bylaws do not presently account for this voting scenario. Seconded by Trisha Shattuck, approved by all with Allie abstaining.

2. Renee motioned that the GT member Community engagement activity, discussed at length by the GMM committee, be delegated to Bob Struthers for further planning and delegation to June 2015, with the formation of an adhoc Board committee. Seconded by Carolyn, approved by all.

She also made a recommendation to the Board that the GMM meeting items requiring further follow-up: menu by staff, voting materials, and other items as in past election be delegated to Bob Struthers, as well as the Headlines engagement activity, and a communication plan for further member follow-up should any items arise out of the GMM meeting.

**Annual Report** – JP provided draft copies of the Report of Conditions and Board Report for the GMM in advance for Board review. Allie verified that the Board addresses were a required part of the Report of Conditions per the Cooperative Act. She also reported that the proposed Bylaw change for 2015 concerning the member equity was unnecessary as during her research for the legal requirements of the Report of Conditions she found that the Cooperative Act did not allow members to make the cooperative insolvent through refunded equity. She also recommended that all further proposed Bylaw changes be put before an attorney.

**Executive Succession Committee Report** – The committee reported on their recommendations for Executive succession to be included in the Procedural Manual.

1. 3-year term limit for each executive position.
2. There is an expectation that Directors who are elected for a 2nd term on the board run for an executive officer position.
3. There is an expectation that the President shares leadership responsibilities with the Vice President, including agenda development and chairing of the meeting. If this turns out to be a useful change, this could be reflected in the bylaws in the future.  
Rationale: Mentoring
4. Timeline for executive succession
  - a) Board Directors submit “Succession Planning Development Questionnaire” to the President at February meeting (3 months prior to Board Officer election.)
  - b) The President identifies parties interested in an officer position by March (2 months prior to Board Officer election).
  - c) The slate is determined by the executive or nominating committee and presented to the Board at the April meeting (1 month prior to Board Officer election).

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

**Candidates for GMM 2014** – Molly Hoggard, George Robson and Meagan Krzywosinski, the three Board candidates, took a few moments to introduce themselves and talk about their reasons for wanting to become Board members.

**Director Questionnaire for 2014 Officers** – Board members were given a questionnaire to fill out in advance and were asked to submit them to JP at this meeting, with the purpose being to gauge interest in Executive roles.

## **Board Decisions –**

### **B3 – Asset Protection: GM Monitoring Report & Monthly GM Report**

These reports were provided in advance for the Board's review. Discussion ensued. David, Bob, Trisha and Renee Allen are to meet with Joel and Bruce Meyer to determine the merits of asking Bob to track shrink and report upon it. Committee to report at April's meeting. Lynn also requested information from Bob concerning the Grain Train's level of POS security.

Allie motioned to approve Bob's Monthly GM Report and Monitoring Report B3: Asset Protection, seconded by Paula, unanimously approved.

### **Consent Agenda – accepted.**

February Meeting Minutes and Self Monitoring report C7.

**Board Education** – Retail Basics 101 was tabled until May.

### **Review Decisions & Tasks**

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

- D4 and D5 – Self Monitoring Reports – vote on the proposed changes
- Board Education – Motion vs Recommendation - Tina
- Tina to bring a template for Chartering a Committee
- Bob to report on additional information requested from B3 report
- Report from David on committee looking into Shrink reporting
- Review Annual Calendar
- Board Retreat
- Discussion on training/mentoring new Board members
- Approve March Meeting Minutes
- GM-Monitoring Report – B4 & B5: Membership and Consumers - Bob
- Self-Monitoring Report – C & D: Global Governance and Global BOD Mgmt – Lynn

Items for May meeting: Retail Basics – Board Education

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

**7:26pm, meeting adjourned.**

#### Parking Lot Topics

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

*Executive Committee – Job Descriptions*

*Procedures Handbook Topics*

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