

Draft 4/30/2014

**Grain Train (GT) Natural Food Cooperative
Board of Directors April 15th, 2014 Meeting
Grain Train Business Office, 5:00 PM**

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

Absent: Hal Willens, Allie Greenleaf-Maldonado - Secretary

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. GM Report was added to Board Decisions, and revisiting Patronage Rebate and Refinancing in June were all added to General Business.

Open Member Forum – Meagan Krzywosinski, candidate running for the Board, was present.

General Business

GMM (General Membership Meeting) Committee Report – Renee, committee chair, reviewed the final plans for the upcoming GMM. She also mentioned that the Bylaws were not clear to her when referring to “membership” and what that means in relation to one person or a household.

Committee Charter Template – The template that Trisha created for purposes of chartering a committee was sent out in advance in the Board packet. It was decided that the template will be available in dropbox and that when there is an open Committee, the charter will appear at the bottom of the meeting minutes.

Shrinkage Committee/Revisiting the Patronage Rebate – David spoke with Bruce Mayer concerning reporting on shrinkage and he stated that it was a difficult thing to monitor. Discussion ensued concerning the draft audit report from the recently performed audit of the store. David, JP and Trish volunteered to interact with the auditors via conference call. Part of the discussion was in relation to the Patronage Rebate and whether or not to revisit how the rebate is calculated. It was determined that the Board would continue with the patronage rebate percentage that was voted on in the March meeting.

Mortgage Refinance in June – David mentioned that the Mortgage for the Grain Train is due for refinance in June.

David made a motion to charter a Finance Committee for the express purpose of accomplishing the following result: review options for mortgage refinance and make recommendations to the Board, beginning now to prepare for the June 14th refinance.

David to Chair the committee with Trish, JP, Lynn and Hal as members of the committee. Recommendations from the committee will be brought before the Board during the May 2014 Board meeting. Trisha seconded the motion, unanimously approved.

Policy Modification Discussion – D4/D5 #6 - Lynn proposed language to modify the policy D4.6. David made a motion to adopt the new language, seconded by Lynne and unanimously approved.

Director Candidates for 2014 Board Officers – JP reported that based on the questionnaire that was filled out by Board members, Trisha is interested in running for the Presidency and David is interested in rerunning for Treasurer. There was discussion concerning officer mentoring and possible ways to achieve it.

Board Retreat Dates – JP is to talk with Joel about possible fall dates for a Board Retreat. He also mentioned that May 17th is CBLD101 in Mount Pleasant.

Board Meeting Minutes from March 18th, 2014 – David Heidtke made a motion to approve the meeting minutes with the removal of the comma in the sentence after the heading “Executive Succession Committee Report”. Paula seconded the motion and it was unanimously approved.

Board Decisions –

B4 & B5 Membership and Consumers: GM Monitoring Reports & Monthly GM Report

These reports were provided in advance for the Board’s review. Discussion ensued.

JP motioned to approve the Monthly GM Report and Monitoring Report B4 & B5: Membership and Consumers, seconded by Paula, unanimously approved.

Consent Agenda – accepted.

Self Monitoring report C & D.

Board Education – Recommendations vs Motions

Tina presented information on the differences between recommendations and motions in the Board packet. Discussion ensued.

Review Decisions & Tasks

Next Meeting Topics:

- Finance Committee report
- Board Education – Retail Basics - Bob
- Fall dates for the Board Retreat

- Report from David on committee looking into Shrink reporting
- Review Annual Calendar
- Approve April Meeting Minutes
- GM-Monitoring Report – B1: Financial Conditions Q1 - Bob
- Self-Monitoring Report – C1: Governing Style – Paula
- Code of Conduct
- Orientation of New Directors

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

7:00pm, 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*

Open Committees:

Finance Committee

David moved that the Board charter a Finance Committee for the express purpose of accomplishing the following result: review options for mortgage refinance and make recommendations to the Board, beginning now to prepare for the June 14th refinance. David to Chair the committee with Trish, JP, Lynn and Hal as members of the committee. Recommendations from the committee will be brought before the Board during the May 2014 Board meeting.