

Approved 5/19/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors April 21st, 2015 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, David Heidtke - Treasurer, Hal Willens – Secretary, Lynn Eckerle, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Lynn Wolf – Visiting Owner

Absent: John Paul Westbrook (J.P.) – Vice President, Allie Greenleaf Maldonado,

Time Keeper: Trisha

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

Agenda Review – Trisha proposed that Board Education be moved to follow Preliminaries and the Board agreed. Hal proposed that the Election Committee Recap be removed from the Consent Agenda and moved to follow Board Education; the Board agreed. Trisha proposed that the Board Decisions (Closed Session) be moved to before General Business; the Board agreed.

Open Member Forum – Owner Lynn Wolf, a recruited potential appointee to the remaining 1 year of Renee Allen’s term, was present to observe and introduce herself to the Board.

Board Education – Staff member Dylan Taylor presented information to the Board regarding trends in Membership.

Election Committee Recap – Hal and Dylan presented an update on electronic voting progress so far. Discussion.

Board Decisions

The Board began a Closed Session at 5:43 pm for a discussion of GM Bob Struthers’ Insurance Compensation. The Closed Session ended at 6:03 pm, at which time Hal presented the following motion drafted by David and amended by the Board during closed discussion: “By mutual consent, the Grain Train and Robert Struthers shall amend Robert’s existing employment agreement to account for his new eligibility for Medicare coverage.” Seconded by Meagan and **unanimously approved.**

General Business

GM Monthly Update: April – Bob provided the report in advance and presented additional sales and financial results to the Board. Discussion.

GM Monitoring Report – B4: Membership Rights – Bob provided the report in advance. Trisha suggested an edit to the Interpretation of Section 1, Subsection b to read “We inform members that their equity is refundable unless the refund jeopardizes the financial well-being of the Co-op” and Bob agreed to the edit.

GM Monitoring Report – B5: Treatment of Customers – Bob provided the report in advance and the Board discussed.

Trisha moved to accept all three of the reports in General Business. Seconded by David and **unanimously approved.**

Audit Committee Recommendation – Tabled until the May Board Meeting due to lack of consensus on the Audit Committee.

Open Discussion of Unexpected Topics – Trisha informed the Board of the 2014 Financial Statements recently sent by Wegner CPAs. Paula indicated her willingness to serve the Board for the remaining one year of Renee’s term. Lynn moved that the Board appoint Paula Welmers to fulfill the remaining one year of Renee Allen’s term. Seconded by Meagan and **approved unanimously with Paula abstaining.**

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from March, Board Self-Monitoring Report C: Global Governance Commitment and D: Global Board-Management Connection

Review Decisions & Tasks

Next Meeting Topics:

- Audit Committee to present recommendations.
- Board Education: Membership
- Approve April Meeting Minutes - Liz
- Self-Monitoring Report – C1: Governing Style - Allie
- GM Monitoring Report – B1: Q1 Financial Condition – Bob
- GM Monthly Update – Bob

The Board Education Committee is to meet again in May.

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

6:37 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

Retreat

- *Employer of Choice Discussion*

Utilization of former Board Members regarding committee work

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 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.

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)