

Approved 6/16/2015

**Grain Train (GT) Natural Food Cooperative  
Board of Directors May 19<sup>th</sup>, 2015 Meeting  
Grain Train Business Office, 5:00 PM**

**Attending:** Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, David Heidtke - Treasurer, Hal Willens – Secretary, Allie Greenleaf Maldonado, Paula Welmers, Meagan Krzywosinski, Jim Tisdell, Nelson Olstrom, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**Absent:**

**Time Keeper:** JP

**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.**

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

**Preliminaries**

**Agenda Review** – Allie proposed that Self-Monitoring Report C1: Governing Style be tabled until the June Meeting; the Board agreed.

**Open Member Forum** – No members were present.

**General Business**

**GM Monthly Update: May** – Bob provided the report in advance and the Board discussed.

**GM Monitoring Report – B1: Q1 Financial Condition & Activities** – Bob provided the report in advance and the Board discussed.

**Audit Committee Recommendation** – Tabled until the June Board Meeting.

**Election Committee 2014-2015 Report** – Hal provided a report in advance and the Board discussed. The committee is to have a follow-up meeting to make recommendations for next year's election.

**Open Discussion of Unexpected Topics** – JP suggested the Board mailboxes be moved from the back office in the Petoskey store to the Administrative office, and the Board agreed.

Paula moved to accept the report GM Monthly Update: May. Seconded by Meagan and **unanimously approved.**

JP moved to accept GM Monitoring Report B1: Q1 Financial Condition & Activities. Seconded by Paula and **unanimously approved.**

David moved to accept the Election Committee 2014-2015 Report with the recommendations removed. Seconded by Meagan and **unanimously approved.**

### **Board Decisions**

**Bylaw Changes Committee 2015 – Update Approved Bylaws.** Paula presented the amended Bylaws to the Board. The committee is now closed.

**Board Education** – David prepared a chart detailing the Board Expenses for 2013 and 2014 for the Board’s reference, and the Board discussed.

### **Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from April, revised Board Self-Monitoring Report Assignments for 2015-2016 Term

### **Review Decisions & Tasks**

Allie moved that the Board charter an Officer Election Committee for the express purpose of establishing the procedures for electing officers, beginning May 19<sup>th</sup>, 2015 and ending upon Board approval of Officer Election Procedures, to be chaired by JP with Trisha as a member. Update to be brought to the Board at the June meeting. Seconded by Trisha and **unanimously approved.**

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

- Audit Committee to present recommendations - Dave
- Election Committee to present recommendations for 2016 Election - Hal
- Charter Membership Committee
- Board Education: Board Fiduciary Responsibilities
- Officer Election Committee to present Procedures - JP
- Approve April Meeting Minutes – Liz
- Approve General Membership Meeting Minutes - Liz
- Self-Monitoring Report – C1: Governing Style – Allie (tabled from May)
- Self-Monitoring Report C2: The Board’s Job – Meagan
- GM Monitoring Report – A: Ends – Bob
- GM Monthly Update – Bob

The Board Education Committee is to meet before the June Board Meeting.

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

**6:34 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 & Corrective 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:**

### **Education Committee**

Provide the Board with education designed to enable the Board to better fulfill our responsibilities under the Bylaws, beginning December 9<sup>th</sup>, 2014 and ongoing. To be chaired initially by Paula with rotating committee membership.

### **Audit Committee**

Develop audit evaluation procedures and review financial issues annually to recommend to the Board what form of financial review should occur each year. Beginning upon authorization and reauthorized annually. To be co-chaired by David and JP for the first year, with Trisha and Allie as members. Updates to be brought before the Board at least annually.

### **Election Committee 2014-2015**

Meet Board Bylaw requirements for the General Membership Meeting (GMM) 2015, beginning December 9<sup>th</sup>, 2014 and ending following submission of the Post-Election Report by the committee chair. Chaired by Hal Willens with Trisha and Liz as members.

### **Officer Election Committee**

Establish the procedures for electing Officers. Beginning May 19<sup>th</sup>, 2015 and ending upon Board approval of Officer Election Procedures, to be chaired by JP with Trisha as a member. Update to be brought to the Board at the June 2015 meeting.

## **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.

### **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)