

Approved 6/17/14

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 20th, 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, Hal Willens, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Tina Bury - Support Services,

Absent: Lynn Eckerle

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: (5:00) Quorum determined

Preliminaries

Agenda Review – JP reviewed the agenda. The newly elected Board Member Meagan was welcomed to the Board. David Heidtke requested time for a brief motion be added to General Business. JP moved self-monitoring report C1: Governing Style from Consent Agenda to General Business.

Open Member Forum – no one present

General Business

GMM (General Membership Meeting) Committee Review – Renee, committee chair, reviewed the GMM. Suggestions for more clarity on how to fold the ballot and developing standards for endorsing other candidates were brought forth. Trisha is reworking the Board Candidate application. It was determined that the GMM was well organized and well done. **The Board is going to put Election Committee formation on the Annual Calendar in November.**

Motion from David Heidtke – David made a motion that the General Manager ensure that Board meeting minutes be made available to the Board 2 weeks following the last Board Meeting. Hal Willens offered a friendly amendment to change the 2 weeks to 1 week following the Board meeting. Seconded by Trisha and unanimously approved.

Self-Monitoring Report C1: Governing Style – Paula provided this report to the Board in advance. Discussion ensued concerning how the Board operates and whether or not the Board is in compliance with C1.2 and C1.3. Report tabled until June meeting. Paula expressed her concern

that the Board attends the staff meetings and what that does for the relationship between the Board and the employees. **Paula is to write a report on the election proceedings at the GMM (General Membership Meeting) for June's meeting.**

Board Retreat Dates – Board to fill out the Doodle that has been sent electronically.

Officer Nominations & Elections – Bob suggested that the Board look at changing the Bylaws concerning holding the officer elections in the meeting directly following the Board elections. Nominations and elections were held with the following seats being filled:

Secretary – Hal Willens

Treasurer – David Heidtke

Vice President – JP Westbrook

President – Trisha Shattuck

Boyne City Store Financial Analysis for June Meeting - Recommendations were given to Bob concerning the Boyne City reporting that the Board would like to see. Such as; projected costs of start-up vs actual start up costs and separate financial reports for each store.

Finance Committee Report concerning refinancing the mortgage – **Tabled until June**

Board Decisions –

B1 Financial Conditions Q1: GM Monitoring Report & Monthly GM Report

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

David motioned to approve the Monthly GM Report and Monitoring Report B1 Financial Conditions Q1, seconded by Renee, unanimously approved.

Consent Agenda – accepted - Draft Board Meeting Minutes from April
Approval of GMM Meeting Minutes tabled until June.

Board Education – Retail Basics

The first portion of this training was provided by Bob.

Review Decisions & Tasks

Next Meeting Topics:

- Finance Committee report – Mortgage Refinance - David
- Board Education – Rochdale Principals and Board Roles/Responsibilities - Tina
- Fall dates for the Board Retreat - JP
- Review Annual Calendar
- Executive Succession Committee Recommendations - Hal
- Draft GMM Minutes - Tina
- Election Summary – Paula
- Approve May Meeting Minutes - Tina
- GM-Monitoring Report – A: Ends - Bob

- Self-Monitoring Report – C1: Governing Style – Paula
- Self-Monitoring Report – C2: Board’s Job – JP

July assignments: Self Monitoring Report: C3 – Allie

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

7:47pm, 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.

Outstanding Board Work Reminders

Bylaw clarifications: Does “Membership” means 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.

Draft a New Board Candidate Application for review.

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)