

Approved 7/21/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 16th, 2015 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, David Heidtke - Treasurer, Paula Welmers, Meagan Krzywosinski, Jim Tisdell, Nelson Olstrom, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Bill Boldyreff – Visiting Owner

Absent: Hal Willens – Secretary, Allie Greenleaf Maldonado

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.

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

Preliminaries

Agenda Review – Paula requested that the Board Education topic for the July Board Meeting be changed from Board Fiduciary Duty and Accountability to Boyne City. JP proposed that the Board Table the Officer Election Committee Recommendations until the July Meeting. David requested a review of the Compilation Report prepared by Wegner CPAs be added to the agenda, and Trisha added it to General Business.

Open Member Forum – Owner Bill Boldyreff presented concerns to the Board which related to Store Operations and were therefore outside the purview of the Board. GM Bob Struthers responded to his concerns.

General Business

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

GM Monitoring Report – A: Ends – Bob provided the report in advance and the Board discussed.

Meagan moved that the Board approve both the GM Monthly Update for June and GM Monitoring Report A: Ends. Seconded by Paula and **unanimously approved.**

Compilation Review – The Draft Compilation Report from Wegner CPAs was provided at the meeting, and the Board discussed. David noted that Bob and Liz have reviewed the report for errors, and other than additional GAAP Calculations provided by Wegner CPAs, the report does not

differ from the Grain Train's financial data. David moved to suspend the required one-month waiting period for Board review in this case due to the minor nature of the decision. Seconded by Meagan and **unanimously approved.**

David moved that the Board accept the Draft Compilation Report for 2014 with no changes. Seconded by Paula and **unanimously approved.**

Board Decisions

Self-Monitoring Report C1: Governing Style – Tabled until the July Meeting.

Audit Committee Report and Recommendations – Tabled until the July Meeting. David provided an update.

Board Education – Jim presented a report on the demographic makeup of Emmet and Charlevoix Counties and predictions for future demographic shifts.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from May, General Membership Meeting Minutes from April 25th, 2015, Board Self-Monitoring Report C2: The Board's Job.

Review Decisions & Tasks

Next Meeting Topics:

- Audit Committee to present recommendations - Dave
- Board Education: Boyne City Statistics – Dylan
- Officer Election Committee to present Procedures Recommendations - JP
- Approve June Meeting Minutes – Liz
- Self-Monitoring Report – C1: Governing Style – Allie (tabled from May)
- Self-Monitoring Report C3: Agenda Planning - JP
- GM Monthly Update – Bob
- Retreat Discussion at both July and August Meetings

Meagan noted that she will be absent from the July Meeting.

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

7:01 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

Requirements of Membership Adopted by the Board of Directors

Retreat focus

- *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 9th, 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.

Officer Election Committee

Establish the procedures for electing Officers. Beginning May 19th, 2015 and ending upon Board approval of Officer Election Procedures, to be chaired by JP with Nelson and Trisha as members. Update to be brought to the Board at the July 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

Board Members’ behavior during Staff Meetings (AM)

Board Member Exit Interviews

Officer Elections: Develop a methodology to simplify process (JP)

Audits: Types of Audits (DH), Arranging for an Audit (DH)