

Approved 7/15/14

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 17th, 2014 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, John Paul Westbrook (J.P.) – Vice President, David Heidtke - Treasurer, Allie Greenleaf Maldonado, Lynn Eckerle, Paula Welmers, Robert Struthers (Bob) - General Manager (GM), Tina Bury - Support Services, Liz Meeks

Absent: Hal Willens– Secretary, Renee Allen, Meagan Krzywosinski

Time Keeper: JP

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 – Trisha reviewed the agenda.

Open Member Forum – no one present

General Business

Post Election Review – Paula, committee chair, reviewed the Election Process from the GMM. Discussion ensued. Trisha Shattuck moved that the Board charter an Electronic Balloting Committee; for the express purpose of discussing integrating Electronic Balloting options in the Board Election Process. Beginning June 2014 and ending September 2014. To be chaired by Hal Willens with Trisha, Allie, JP, Lynn and David as members of the committee. Updates to be brought before the Board on a bi-monthly basis. Seconded by Lynn, **motion carried with 5 votes for and 1 against (David).**

Executive Succession Planning – Allie made a motion to table this discussion until the July meeting with 20 minutes allocated on the agenda. Seconded by David, unanimously **approved.**

Boyne City Store Financial Analysis for June Meeting – Bob provided a report on Boyne City's financial state to the Board in advance. Discussion ensued.

Finance Committee Report – David provided the report to the Board in advance. David made a motion that the current mortgage reset “as is” and no changes be made in the debt structure. Seconded by Paula, unanimously **approved.** Finance Charter Committee is complete.

Board Retreat Dates – Paula made a motion to Table this topic until the July meeting before which time Bob is to communicate with Joel concerning retreat dates and report to Trisha. Seconded by Lynn, unanimously approved.

Board Decisions –

A: Ends - GM Monitoring Report & Monthly GM Report

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

Allie made a motion to approve the GM Monitoring Report A: Ends. Seconded by JP, **unanimously approved.**

JP made a motion to approve the Monthly GM Report. Seconded by Allie, **unanimously approved.**

Board Education – Rochdale Principles – Board Roles/Responsibilities

Training was provided by Tina.

Consent Agenda – accepted - Draft Board Meeting Minutes from May and Self-Monitoring Report – C2: Board’s Job (JP)

Allie made a motion to table the approval of the GMM Meeting Minutes until July. Seconded by Paula, **unanimously approved.**

Review Decisions & Tasks

Next Meeting Topics:

- Board Education – Member Engagement and the Board’s Role - Tina
- Fall dates for the Board Retreat - Trisha
- Review Annual Calendar
- Executive Succession Committee Recommendations (20 minutes)
- Trisha to report on the Board’s role concerning 5.2 subsections O and N of the Bylaws
- Draft GMM Minutes - Tina
- Approve June Meeting Minutes - Tina
- Self-Monitoring Report – C1: Governing Style (Discussion on Board Members attending Operational meetings) - Paula
- Self-Monitoring Report – C3: Agenda Planning – Allie
- Decide whether the Board attending Marketing Committee meetings violates the Board’s mandate to stay out of day-to-day operations.

August Assignments: Report from the Electronic Balloting Committee

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

6:50 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*
- *Accounting*
- *How to handle requests for support? (Causes)*
- *GMM*
- *Officer Elections*

Open Committees:

Electronic Balloting Committee

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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)