

Draft 7/15/2014

**Grain Train (GT) Natural Food Cooperative  
Board of Directors July 15th, 2014 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, Lynn Eckerle, Paula Welmers, Renee Allen, Meagan Krzywosinski, Robert Struthers (Bob) - General Manager (GM), Tina Bury – Support Services, Liz Meeks, Caroline Barlow

**Absent:**

**Time Keeper:** JP

**Secretary:** Tina, 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:** (5:05) Quorum determined

**Preliminaries**

**Agenda Review** – Trisha reviewed the agenda. Self-Monitoring Reports C1: Governing Style and C3: Agenda Planning were moved from the Consent Agenda to General Business.

**Open Member Forum** – Caroline Barlow was present to observe; no comments.

**General Business**

**Executive Succession Committee Recommendation** – Discussion. Hal moved to accept the Executive Succession Committee Recommendations with the following edits: delete Recommendation 1: Term Limits, replace Recommendation 2 with “Directors who are elected for a second term on the Board are encouraged to take on a leadership position.” Seconded by Allie. **Approved unanimously.**

**Board Retreat Dates** – The Board retreat will be held October 4<sup>th</sup> (time to be determined) and October 5<sup>th</sup> from 9 a.m. to 5 p.m.

**Board’s Role: 5.2 Subsections n. and o. GT Support of Causes** – Discussion. Allie made a motion to move the discussion of 5.2 Subsections n. and o. of the Bylaws to the Parking Lot. Seconded by Renee and approved unanimously.

**Review Annual Calendar** – Tabled until September meeting.

**Proposed Retreat Topic of Concern** – Discussion. Renee made a motion before the Board to add to the Fall Board Retreat Agenda a presentation by General Manager Bob Struthers detailing the

thinking and rationale for small store concept model that was discussed in his Global Ends Monitoring last month in locations Sault Ste. Marie and Alpena. Seconded by Trisha. Renee and Trisha voted in favor. JP, David, Hal, Allie, Lynn, Paula, Meagan voted against. **Motion denied.**

**Self-Monitoring Report C1: Governing Style** – Discussion. Hal made a motion to accept C3: Agenda Planning. Seconded by JP, **unanimously approved.** Liz to place Review of C3, Section 4 of the Policy Register in the Parking Lot.

**Revised Board Meeting Etiquette Document** – Discussion. Meagan made a motion to accept the document with the title changed to “Meeting Etiquette for Open Member Forum”. Seconded by JP and **unanimously approved.**

### **Board Decisions**

**Monthly GM Report** – Provided by Bob. No discussion.

**Board Education** – Member Engagement notes provided at meeting. **Tabled** until August meeting.

### **Consent Agenda**

**Accepted:** Draft Board Meeting Minutes from June and General Membership Meeting Minutes

### **Review Decisions & Tasks**

- Meagan to charter a committee to discuss Board of Directors Meeting Etiquette.
- Executive Committee to review Annual Calendar and bring recommendations to the September Board Meeting.
- David to charter a committee to explore “Horizons” (leadership)
  
- **Next Meeting Topics:**
  - Board Education – Member Engagement and the Board’s Role - Liz
  - Approve July Meeting Minutes - Liz
  - Self-Monitoring Report – C4: Meetings - Meagan
  - GM Monitoring Report – B1: Financial Conditions Quarter 2 – Bob
  - GM Monthly Update – Bob
  - Report from the Electronic Balloting Committee

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

**6:59 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*

*Review of C3, Section 4 of the Policy Register: Renee to submit suggested language changes to the Board*

*Discussion of 5.2, Subsections n. and o. of the Bylaws*

### **Open Committees:**

#### **Electronic Balloting Committee**

Discuss integrating Electronic Balloting options in the Board Election Process. Beginning June 2014 and ending September 2014. Chaired by Hal Willens with Trisha, Allie, JP, Lynn and David as 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.

#### **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)