

Approved 8/18/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors July 21st, 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, Paula Welmers, Allie Greenleaf Maldonado, Jim Tisdell, Nelson Olstrom, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Meagan Krzywosinski

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

Trisha notified the Board that Officer Elections will occur at the Board of Directors Meeting on August 18th, 2015.

Agenda Review – David moved to table the Audit Committee Report until the August meeting. Seconded by Paula and **unanimously approved.**

Trisha moved that the Board table the Board Education topic of Precautions and Protections and insert a continuation of the population trends discussion started by Jim Tisdell's presentation at the June meeting; the Board agreed. Trisha also recommended that the Board remove the time allocated to Open Discussion of Unexpected Topics and allocate an additional 20 minutes to a discussion of Retreat Topics in General Business; the Board agreed.

Open Member Forum – No members were present.

General Business

GM Monthly Update: July – Bob provided the report in advance and the Board discussed. Allie moved to accept the report. Seconded by Nelson and **unanimously approved.**

Retreat Topics Discussion – The Board began a discussion imagining the future of the Grain Train to lay the groundwork for a retreat on the topic of Visioning.

Board Decisions

Self-Monitoring Report C1: Governing Style – Allie provided the report in advance. The Board discussed her finding that the Board is not in compliance with section 4, "Clearly distinguish Board and General Manager Roles" due to Board attendance of staff meetings. Nelson moved that the

Board not attend regular staff meetings; if a Board Member deems attendance necessary, he or she will seek approval from the Board at a Board of Directors Meeting prior to attending the staff meeting. Seconded by Allie and **unanimously approved.**

The Board accepts the report with acknowledgement of non-compliance and an action plan in place.

Board Officer Elections – J.P. presented the committee’s recommendations and the Board discussed. J.P. moved to accept the following procedure for Board Officer Elections: “2 to 4 months prior: The Vice President or designate will make a call for candidates for the officer roles. All nominations will be written and confidential. Directors can nominate other directors. It is suggested that the nominating director contacts and communicates about said director’s intentions of running for an officer role. Directors cannot nominate his/herself. Directors can discuss attributes that would be desired for each role in advance on an upcoming agenda if available.

The Election itself:

- Allow enough time on the agenda for the steps
- The election order is President, Vice President, Treasurer, and Secretary. Current officers will remain if no replacement is named.
- Take any further nominations. All contested elections will use a private ballot. The Board Assistant will count the ballots for all elections. All uncontested seats will be appointed by voice vote.
- Thank everyone for running
- Repeat results for the meeting minutes.”

Seconded by Allie and **unanimously approved.** The accepted procedure will be added to the Procedural Manual folder in Dropbox.

Consent Agenda

Approved Unanimously: Board Self-Monitoring Report C3: Agenda Planning.

Approved with Allie abstaining: Draft Board Meeting Minutes from June.

Review Decisions & Tasks

Hal requested that the Annual Calendar be attached to each meeting’s agenda.

Next Meeting Topics:

- Audit Committee to present recommendations – Dave
- Officer Elections to be held
- Board Education: Successful Growth. Board to watch video in CDS library and be prepared to discuss at August meeting.
- Approve July Meeting Minutes – Liz
- Self-Monitoring Report C4: Meetings - Dave
- GM Monthly Update – Bob
- GM Monitoring Report B1: Financial Conditions Q2 - Bob
- Retreat Discussion II: Visioning

J.P. made a motion to adjourn the meeting. Dave seconded the motion. **Unanimously approved.**

6:55 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.

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

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