

Approved 9/17/2015

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 18th, 2015 Meeting
Grain Train Business Office, 5:00 PM**

Attending: John Paul Westbrook (J.P.) – President (interim)/Vice President, David Heidtke – Treasurer, Hal Willens – Secretary, Paula Welmers, Allie Greenleaf Maldonado, Meagan Krzywosinski, Jim Tisdell, Nelson Olstrom, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent:

Time Keeper: Paula

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 – J.P. reviewed the agenda. The Audit Committee Recommendations were tabled until the September Meeting. An evaluation of a change to the day and time of future Board Meetings was added to General Business.

Open Member Forum – No members were present.

General Business

GM Monthly Update: August – Bob provided the report in advance and the Board discussed. Jim moved to accept the report. Seconded by Meagan and unanimously approved.

Board Budget – Tabled until after the Board Retreat.

Officer Elections – Nominations were collected in advance and an uncontested election was conducted by voice vote with the following unanimous results:

President: J.P. Westbrook

Vice President: Meagan Krzywosinski

Treasurer: David Heidtke

With no nominees for the position, **Hal Willens will continue as Secretary.**

Retreat Discussion II – J.P. moved to combine this topic with the Successful Growth discussion during Board Education. Seconded by Jim and unanimously approved.

Education vs. Training – The Board discussed whether some topics currently included with Board Education would better serve the Board as part of a more comprehensive training for new Directors.

New Director – The Board discussed possible appointees to the Board to fill the vacancy left by the resignation of Trisha Shattuck. Paula and Meagan will reach out to the potential nominees.

Cooperative Café – J. P. brought to the Board’s attention the upcoming Cooperative Café in Ann Arbor, October 24th, 2015 and encouraged Board Members to attend.

Meeting Time/Date – Allie moved that the Board change its monthly meeting to the third Thursday of each month at 5:30 pm. Seconded by J.P. and **unanimously approved.** The next meeting will take place Thursday, September 17th at 5:30 pm.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q2 2015 – Bob provided the report in advance and the Board discussed. David moved to accept the report. Seconded by Allie and **unanimously approved.**

Board Education

Successful Growth Discussion – Board members watched the video “Expansion Projects: Preparing Your Co-op for Successful Growth” from the CDS Consulting Co-op Library and discussed how the Board can prepare for future growth of the Co-op.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from July and Board Self-Monitoring Report C4: Meetings.

Review Decisions & Tasks

Board Budget discussion tabled until after retreat.

Officer positions filled: J.P. Westbrook – President, Meagan Krzywosinski – Vice President, Hal Willens – Secretary, David Heidtke – Treasurer.

Board Members to complete Doodle survey to determine dates for the Board Retreat.

Meagan and Paula are to reach out to prospective appointees to the Board.

Board Meetings changed to 5:30-7:30 on the third Thursday of each month.

Next Meeting Topics:

- Audit Committee to present recommendations – Dave
- Board Education: Finalize questions to discuss at retreat – Dave/All
- Approve August Meeting Minutes – Liz
- Self-Monitoring Report C8: Governance - Nelson
- GM Monthly Update – Bob
- GM Monitoring Report B6: Staff – Bob

Hal moved to adjourn the meeting. David seconded the motion. **Unanimously approved.**

7:04 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*
- *How to handle CDS changes to policy language?*
- *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

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)