

Approved 10/21/2014

**Grain Train (GT) Natural Food Cooperative
Board of Directors September 16th, 2014 Meeting
Grain Train Business Office, 5:00 PM**

Attending: Trisha Shattuck – President, David Heidtke - Treasurer, Lynn Eckerle, Paula Welmers, Meagan Krzywosinski, Liz Meeks – Support Services

Absent: John Paul Westbrook (J.P.) – Vice President, Hal Willens– Secretary, Allie Greenleaf Maldonado, Renee Allen, Robert Struthers (Bob) - General Manager (GM)

Time Keeper: TS

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 – Trisha reviewed the agenda. C3: Agenda Planning revision follow-up **Tabled**. Renee’s prepared Board Motion **Tabled**. Electronic Balloting Committee Report **Tabled**.

Open Member Forum – No members were present.

General Business

Retreat Goal – Co-op alignment through communications – Discussion. Lynn made a motion to postpone the Board Retreat given low attendance and lack of alignment of goals. Seconded by Meagan and **unanimously approved**.

Trisha moved that the Board charter a Proposed Bylaw Changes Committee for 2015; for the express purpose of preparing draft Bylaw language with explanations of the proposed Bylaw changes, to be brought before the Member/Owners for their vote at the 2015 General Membership Meeting (GMM). Following the GMM, the Proposed Bylaw Changes Committee for 2015 will insure that the Bylaws of the cooperative have been accurately updated to the Board portion of the cooperative website, and distributed to the Board as both Word documents and PDFs. Beginning September 2014 and ending when the Bylaws have been updated following the GMM, April 2015. To be chaired by Paula Welmers with Trisha, David, and Allie as members of the committee. Updates to be brought before the Board on a bimonthly basis. Seconded by David and **approved unanimously**.

Board Decisions

Executive Committee Annual Calendar Review – Trisha provided an update.

Meeting Duration – Discussion. Meagan moved to advance the Board meeting end time to 7:30pm. Seconded by Paula. Unanimously approved.

Self-Monitoring Report – C8: Governance Investment – David moved to accept Self-Monitoring Report C8: Governance Investment with the following edit: in Supporting Data for Section 2d, change “Board Secretary” to “Support Services to the Board”. Seconded by Paula and unanimously approved.

Board Education

Draft Prospective Board Member Handbook – Discussion. Paula moved to approve as a draft the Prospective Board Member Handbook with the following edits to page 4 defined below:

Partial excerpt of the **Prospective Board Member Handbook** currently Reads:

Board Member Requirements:

Candidates must be members of Grain Train in good standing.

Have no substantial conflict of interest such as;

Board members may not have close family member(s) working at or for the Grain Train. The phrase ‘close family member’ refers to offspring, spouses or relatives living within the same domicile as the member-owner who is considering running for the Board.

Approved change(s) underlined below. Stricken language not shown:

Board Member Requirements:

Candidates must be members of Grain Train in good standing.

Have no substantial conflict of interest such as;

Board members may not have close family member(s) working at or for the Grain Train to eliminate personal conflicts of interest .

One additional Approved change to paragraph 6 of the section, **Board Member Requirements** is underlined below. Stricken language not shown:

Partial excerpt of the **Prospective Board Member Handbook** currently Reads:

Candidates must meet with member(s) of the **Nominating Committee** for an interview and review of their New Board Candidate Application.

Approved change(s) underlined below. Stricken language not shown:

Candidates must meet with member(s) of the Board for an interview and review of their New Board Candidate Application.

Paula's motion was seconded by Meagan and **unanimously approved.** As a result, the document **Prospective Board Member Handbook** is now considered *Approved for use immediately.*

Consent Agenda

Accepted: Draft Board Meeting Minutes from August, GM Monthly Update – August, GM Monitoring Report – B6: Staff Treatment and Compensation

Review Decisions & Tasks

- David to charter a committee to explore “Horizons” (leadership)
- Proposed Bylaw Changes Committee for 2015 to meet – Paula requests that all Board members look for potential Bylaw changes to be considered.

- **Next Meeting Topics:**
 - Board Education – Board Meeting Etiquette - Meagan
 - Approve September Meeting Minutes - Liz
 - Self-Monitoring Report – D: Global Board-Management Connection and D1: Unity of Control - JP
 - GM Monitoring Report – B7: Board Communication and B8: Board Support – Bob
 - GM Monthly Update – Bob
 - Report from the Electronic Balloting Committee - Hal
 - C3: Agenda Planning revision follow-up - Renee

Meagan volunteered for Self-Monitoring Reports D2 & D3 due in November.

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

6:38 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.*

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.

Proposed Bylaw Changes Committee for 2015

Prepare draft bylaw language with explanations of the proposed bylaw changes, to be brought before the Member/Owners for their vote at the 2015 General Membership Meeting (GMM). Following the GMM, insure that the Bylaws of the cooperative have been accurately updated to the Board portion of the cooperative website, and distributed to the Board as both MS Word documents and PDFs. Beginning September 2014 and ending when the Bylaws have been updated following the GMM, April 2015. Chaired by Paula Welmers with Trisha, David, and Allie 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)