

Approved 10/21/2015

Grain Train (GT) Natural Food Cooperative
Board of Directors September 17th, 2015 Meeting
Grain Train Business Office, 5:30 PM

Attending: John Paul Westbrook (J.P.) – President, Meagan Krzywosinski – Vice President, Hal Willens – Secretary, Paula Welmers, Allie Greenleaf Maldonado, Jim Tisdell, Liz Meeks – Support Services

Absent: David Heidtke – Treasurer, Robert Struthers (Bob) - General Manager (GM)

Time Keeper: Meagan

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: (5:31) Quorum determined

Preliminaries

Agenda Review – J.P. reviewed the agenda. The Audit Committee Recommendations were tabled until the October Meeting. A discussion of Board conflicts of interest was added to General Business. Jim requested a closed session to discuss the GM, which was added to General Business. Paula will present Board Education in David’s absence.

Open Member Forum – No members were present.

General Business

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

Retreat Date – J.P. presented the results of the Doodle date survey and the Board discussed. Jim made a motion to accept November 20th and 21st as the Board Retreat dates. Seconded by J.P. and **unanimously approved.**

Conflict of Interest – Allie moved that the Board instruct the attorney for the Grain Train and the consultant for the Grain Train to issue an opinion regarding whether or not section 5.1 of the By-laws prohibits a Director from having a family member that is an employee at the Grain Train. Seconded by J.P. and **unanimously approved.**

New Director – The Board discussed possible appointees to the Board. Paula reported on two potential candidates; J.P. and Jim will each also contact potential nominees.

Cooperative Café – J.P. reminded the Board of the upcoming Cooperative Café in Ann Arbor, October 24th, 2015 and encouraged Board Members to attend.

Letter to Trisha – The Board agreed to send a letter to Trisha Shattuck thanking her for her many years of service on the Board.

GM Discussion – Allie moved that the Board enter a closed session. Seconded by Jim and **unanimously approved.**

The Board entered closed session at 6:20 pm.

J.P. moved to leave closed session. Seconded by Allie and **unanimously approved.**

The Board left closed session at 6:40 pm.

Allie moved that the Board adopt the recommendations of Confidential Memo 91715-01 regarding GM Compensation. Seconded by Meagan and **unanimously approved.**

Meeting Time/Date Change – The Board discussed. Jim moved that the Board schedule the October meeting for the third Wednesday at 5:30 and reassess a regular schedule at the October meeting. Seconded by Meagan and **unanimously approved.**

Board Decisions

GM Monitoring Report B6: Staff Treatment and Compensation – Bob provided the report in advance and the Board discussed. J.P. moved to accept the report. Seconded by Paula and **unanimously approved.**

Board Education

Questions for Retreat – Paula introduced questions for the Board to consider from the Education Committee and the Board discussed. The board agreed to submit the questions to CBLD consultant Ben Sandel for consolidation and use the questions as a basis for focus and discussion at the Board retreat.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from August and Board Self-Monitoring Report C8: Governance Investment.

Review Decisions & Tasks

Board Budget discussion tabled until after retreat.

Board Retreat is scheduled for November 20th and 21st

Meagan will communicate with consultant Ben Sandel to prepare an agenda for the retreat.

The October Board Meeting will be held at 5:30pm on Wednesday, October 21st

J.P. will update Nelson on the Board's progress regarding the Conflict of Interest Question; Board will consider opinions from the attorney and the consultant at the October Meeting.

J.P. and Jim will contact more potential appointees to the Board.

Liz will reserve three hotel rooms for Board Members attending Cooperative Cafe.

J.P. will draft a letter to Trisha for review at the October meeting.

Allie will type the Confidential Memo 91715-01 and submit it to J.P. for distribution to the GM and the payroll subcontractor.

Next Meeting Topics:

- Audit Committee to present recommendations – Dave
- Board Education: Preparing for Retreat
- Approve September Meeting Minutes – Liz
- Self-Monitoring Reports D & D1: BOD-Management Relationship & Unity of Control - Jim
- GM Monthly Update – Bob
- GM Monitoring Report B7 & B8: BOD Communication & Board Support – Bob

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

7:28 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 J.P. 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)