

Approved 2/15/2011

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 18, 2011 Meeting
Grain Train Satellite 2nd floor offices, 6:00 PM**

Attending: John Paul Westbrook (J.P.) - President, Amy Maus - Vice President, Hal Willens - Treasurer, Trisha Shattuck - Secretary, Allie Greenleaf Maldonado, David Heidtke, Maggie Daniels, Renee Allen, Carolyn Belknap

Absent: Robert Struthers - General Manager (GM)

Employee and Member/Owners attending: Troy Smith - Front end store manager

Time Keeper: Amy

Secretary: Trisha

Our Mission: The Grain Train is committed to empowered individuals, vital communities and a healthy planet. As a Natural Foods Cooperative, we are the trusted source in northern Michigan for high quality, local, organic and natural products at a fair value to our membership and community.

Meeting called to order: (6:01) Quorum determined

Quorum determined: Full Board present.

Open member forum: Troy opts to listen.

Approval of December minutes: Dave suggests two revisions to the December minutes. One related to the Health Item, and the second; to include reference to the general topic of discussion when the Board goes into Closed Session.

Motion: J.P. motions to make the two revisions to the December minutes. Dave seconds the motion. Discussion: 7 For the motion, (J.P. AM, TS, DH, RA, AGM, MD), two Abstain: CB, HW. Motion passes

Next meeting: February 15th, 2011 to be held at the Grain Train Satellite office in the Traverse Pie Company Building, 2nd floor, end of the hall.

General Manager's report: Discussion: Accepted as written.

Old Business:

David Wilson Audit: Hal [or Dave] will work with David Wilson - CPA, and Stephen Bartha - accountant to begin quarterly spot checks of the accounting based upon our fiscal year end (December 31).

Motion: Renee motions before the Board to empower the General Manager - to support staff preparation of (non-confidential) Victim Impact Statements (V.I.S.), as well as encouraging staff presence at the former general manager, Carrie Colene Livingston's Sentencing Hearing (yet to be scheduled). Allie seconds the motion. **Discussion:** Unanimous approval.

Motion: Amy motions before the Board to empower the GM to - communicate electronically via e-mail addresses of Member/Owners, so as to encourage preparation of V.I.S. as well as informing Member/Owners of the former general manager, Carrie Colene Livingston's Sentencing Hearing (yet to be scheduled), while encouraging their presence at the hearing. Maggie seconds the motion. **Discussion:** Unanimous approval.

Motion: Trisha motions before the Board to support the posting of the former General Manager, Carrie Colene Livingston's no-contest plea agreement dated January 18, 2011 on the Grain Train website. Allie seconds the motion. **Discussion:** Unanimous approval.

Welcome New Board Members! Carolyn Belknap and David Heidtke. Welcome back Allie Greenleaf Maldonado.

Old Business: General Membership Meeting (GMM) in Review: Both J.P. and Hal were well spoken. Largest turn-out ever! Great food. Listed short-comings to be resolved prior to next years event.

Motion: J.P. motions before the Board to support - Thanking all Staff and Volunteers for their help at the very successful GMM. Amy seconds the motion. Unanimous approval.

New Business:

Election of Officers:

Motion: J.P. motions before the Board to - keep the President and Vice President and Secretary officers the same as were previously appointed. Allie seconds the motion.

Discussion: Unanimous approval.

Motion: Hal motions before the Board to propose David Heidtke assume the role of Treasurer on the Board, dependent on his accepting the position. Allie seconds the motion.

Discussion: Unanimous approval.

President- John Paul Westbrook, **Vice President** - Amy Maus,
Treasurer - David Heidtke, **Secretary** - Trisha Shattuck.

CBLD -101 (Cooperative Board Leadership & Development) scheduled for May 21st in Mt. Pleasant, Michigan.

Policy Governance Retreat: Joel Kopischke, Board consultant provides available retreat dates: Board preferences: March 12 - 13, or April 16 - 17.

Board Homework: Visit the CBLD website and review the Patronage Rebate Primer.

Board Member Conflict of Interest Statements: Located within the new Board Member Handbook.

J.P. points out Joel indicates the Board may reapply for scholarships from CBLD.

Committee Updates:

General Manager Review Committee (GMRC): Next meeting - Feb.1st 3:30 PM in the GT satellite offices. Board needs to clarify what the GM Base Salary is in order to compute a bonus structure.

Motion to Adjourn: J.P. motions to adjourn. Amy seconds the motion. **Discussion:**
Unanimous approval. **7:48 PM**