

Approved w/ revision: 3/15/2011

**Grain Train (GT) Natural Food Cooperative
Board of Directors February 15, 2011 Meeting
Grain Train Satellite 2nd floor offices, 6:00 PM**

Attending: John Paul Westbrook (J.P.) - President, Amy Maus - Vice President, Dave Heidtke- Treasurer, Trisha Shattuck - Secretary, Allie Greenleaf Maldonado, Hal Willens,, Renee Allen, Carolyn Belknap
Robert Struthers - General Manager (GM)

Absent: Maggie Daniels

Member/Owner attending: Chuck Hubener, Harbor Lifestyle Center

Consultants attending: Stephen Bartha & Theresa Giffore - forensic auditors

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

Open member forum: Stephen & Theresa present updated information related to: Case number: 10-3365-FH *The People of the State of Michigan v. Carrie Colene Livingston*. Stephen & Theresa highlight negotiations between the prosecution and the defense attorneys, with spreadsheet documents the accountants have set forth associated with agreed upon, and disputed embezzled amounts.

Motion: J.P. motions to accept the figures prepared by Stephen and Theresa, and to empower Matthew Leskey, (Grain Train attorney), and Stephen Bartha to prepare a letter of Board response. Carolyn seconds the motion. **Discussion:**

Vote: 6 - Supportive. 2 - Opposed. **Motion Passes**

Approval of January minutes:

Motion: J.P. motions to accept the January 18th 2011 Board meeting minutes. Hal seconds the motion. **Vote:** 6 in support of: 2 abstain: AM, CB. **Motion passes**

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

GM Review Committee: RA - Chair, DH, & TS **Review GMRC minutes.** Discussed methodology of equating Robert's work as GM to a bonus structure. Committee arranged a Board assessment scale for use in comparing Roberts' performance objectives criteria with his results.

Next General Manager Review Committee Meeting: Tues, March 22, 3:30 at the GT offices.

General Manager's report: 3 action points to cover. 25 New Members in January! Robert to prepare language for Member/Owner buy-in plan option(s) for Board review prior to, or at the next meeting. GM Report accepted as written.

Motion: Allie motions for the Board to delegate to the General Manager, the authority to establish various store discounts within the store, without Board action. Amy seconds the motion. **Discussion:** **Vote:** Unanimous

OLD BUSINESS:

Victim Impact Statements: VIS to be delivered to the office of the Prosecuting Attorney.

Patronage Rebate: Please read P.R. information prior to the Policy Governance Retreat. Dave discusses how Finance Committee will prepare statistics / graphs for Board review. Finance Committee to run some Patronage Rebate scenarios for Board review.

Audit, David Wilson: Hal [or Dave] to 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). Define the criteria for an audit.

General Membership Meeting: Outstanding responsibilities discussed.

Chuck Huebner, Grain Train Member / Owner and physician presents a business proposal between his Harbor Lifestyle Center - (promoting healthy lifestyle changes) and the Grain Train Cooperative for community educational purposes and potentially increasing product sales.

NEW BUSINESS:

Policy Governance Retreat: Joel Kopischke, Board consultant looks forward to meeting with us: Saturday & Sunday March 12 - 13 at the Grain Train offices.
Saturday 5:30 - 8:30 and Sunday 8:30 AM - 5:00 PM.

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

Board Administrative Support: 4-6 hrs. per month, paid staff assistant. Robert to arrange.

Personnel Policy Handbook has been completed. Robert to proceed.

Committee Updates:

Motion to Adjourn : Hal motions to adjourn. Dave seconds the motion. **Discussion:** Unanimous approval. **7:40 PM**

BYLAW REVIEW NOTES:

Review the section of the Bylaws that refers to Store Discount language requiring Board involvement. Clarify the GM's role.

Should the President and the Treasurer prepare written reports or outlines for inclusion within the General Membership Meeting Minutes?