

Approved 5/17/2011

**Grain Train (GT) Natural Food Cooperative
Board of Directors April 19, 2011 Meeting
Grain Train Business Office, 6:00 PM**

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

Absent: Maggie Daniels

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: (6:07) Quorum determined

President initiates a New Agenda format based upon suggestions from CBLD consultants. (Cooperative Board Leadership Development) Discussion of current events, planned events begins.

Carrie Colene Livingston's Sentencing Hearing associated with her embezzlement of Grain Train funds to occur on **May 10, 2011 at 9:00 AM**, Emmet County Courts.

Preliminary agenda overview: Discussion of new format.

Check In: Short statements from the Board members.

Task Review: Secretary outlines current and ongoing tasks associated with Board work.

Motion: Allie motions to accept the minutes from the March 20, 2011 Board meeting. J.P. seconds the motion. Discussion. Unanimous approval.

Bylaw Review Committee: Amy agrees to chair a Bylaw Review Committee tasked with reviewing; Member Buy-In details, Drop Out Rates, Renewal criteria, bookkeeping methodology, gift card incentive, etc. Hal, Carolyn and J.P. agree to take part. Meeting date to be determined via e-mail

General Managers Report: E-mailed in advance to the Board. GM Report discussed.

Motion: J.P. motions and Hal seconds his motion to accept Bob's General Manager's April 2011 Report with one correction: 10% trend verses 4%. Discussion. Unanimous approval.

Financial Monitoring: Next month prior to the Board switch to Policy Governance, the GM and the Board will plan to stick with the objectives set forth for this year.

Yearly Planning Calendar (proto-type) reviewed: J.P. worked with Bob to prepare this document.

Register for CBLD 101: Mt. Pleasant, MI May 21 Amy will e-mail registration link. Rendezvous at the GT at 6:00 AM.

General Manager Evaluation Committee: Renee hands out the final recommendation documents to the entire Board. Clarifies the changes from previous up-dates.

Motion to Enter Closed Session: J.P. motions to enter Closed Session to discuss employee compensation, future contract, monitoring, goals & objectives used to evaluate bonus structure, extension of contract recommendation. Dave seconds the motion. Enter: 6:58 PM.

Motion: J.P. motions to Exit Closed Session. Trisha seconds: Unanimous approval. Exit closed session. 7:11 PM.

Motion: The GM evaluation committee and I, Renee Allen, chair of the committee, make a motion to accept Robert Struthers' monitoring report as prepared, to pass judgment of excellence for achievement of, or tracking towards achieved GM goals and objectives, for the first six months of employment, and request compensation amounts be paid, as agreed to in his 2010-11 employment contract. Allie seconds the motion. Discussion: Unanimous approval.

Motion: J.P. motions to make it public that General Manager, Robert (Bob) Struthers received a Performance Bonus for his work completed within the past six months. Trisha seconds the motion. Unanimous approval.

Approval of GMM minutes tabled: Hal questions the Treasurer's Report section.

Self-Monitoring: to be worked on for the next meeting.

Board Budget: Dave asks as Treasurer, what within the Board Budget is considered discretionary? Discussion: \$15,000 was allocated last year. Previous Board expenses were high. Consultants and facilitator fees have been included in Board Expenses. All of the GM expenses were in the Board expenses and may not be appropriately categorized. Expenses associated with the Embezzlement of cooperative funds by Carrie Colene Livingston have also been included in Board Expenses.

Parking Lot Item: For future consideration of the Board with regard to the GM monitoring reports of the controls placed within the Asset Protection, Monitoring Report. 1st pg. 2nd paragraph Controls Action Quarterly Monitoring Report Placement into a section that would result in a Yearly Monitoring Report.

Closing: Review decisions from this meeting. Additions to next months agenda.

Bob's Reports for May: GM to provide a Controls and Procedures Monitoring Report, a summary of what Organic Certification entails, Financial Conditions 1st Quarter Report. GM hands out a synopsis Ends Document. Please review the Ends Document examples. Discussion:

Parking Lot Committee - Purpose of the committee is to empty the parking lot of unresolved topics. Committee members: J.P., Renee, Amy, Dave is willing to offer financial goals support.

Agenda Preview: of CBLD

Debrief and Evaluate the Meeting: No Open Member Forum occurred.

Photograph of the Board Members: Tabled

Parking Lot item: Self Monitoring Board Process - Length of meeting and what is essential and what aspects may be considered extraneous

Motion to Adjourn: J.P. motions to close the meeting. Trisha seconds the motion. Unanimous approval. 7:46 PM