

Approved 11/15/2011

Grain Train (GT) Natural Food Cooperative
Board of Directors October 18, 2011 Meeting
Grain Train Business Office, 6:00 PM

Attending: John Paul Westbrook, President, Amy Maus - Vice President, David Heidtke – Treasurer, Trisha Shattuck - Secretary, Carolyn Belknap, Maggie Daniels, Renee Allen, Allie Greenleaf Maldonado.

Robert (Bob) Struthers - General Manager (GM)

Absent: Hal Willens

Tina Van Denburg - Support Services, Secretary to the Board

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: (6:05) Quorum determined

Agenda Review – President opts to adjust the agenda to eliminate the board education topic this month. Assigns to the Secretary the task of preparing a GMM (General Membership Meeting) timeline, determining possible dates for the GMM to be held in April of 2012.

Board of Directors Annual Calendar – Lists monitoring reports and the board education topic for November.

Open Member Forum – Jack Laurent present.

Agenda Calendar – reviewed.

Consent Agenda: (Approval of August and September Board Meeting Minutes: Items reviewed in advance of the meeting.)

Motion: Dave moves to accept the August 16, 2011 Board Meeting Minutes as written. J.P. seconds the motion. Amy and Renee abstain. Motion Approved

Motion: Dave moves to accept the September 20, 2011 Board Meeting Minutes as written. Amy seconds the motion. J.P., Allie, Renee abstain. Motion Approved

General Manager's October Report to the Board: – Report submitted in advance and discussed at the meeting. Report accepted.

Review of Robert's B7 Monitoring Report: Typo in the beginning of B7.2 to be resolved. Documents filed and electronic copies saved.

Motion: Trisha motions to have Tina Van Denburg, Secretarial Services to the Board, to reword the policy B7.2 to have the first line read to include, "Failed to... report to the board..." Allie seconds. Unanimous approval.

Motion: moves to accept Robert's B7 Monitoring Report (GM Communication to the Board).

Motion: Dave moves to accept Robert's B8 Monitoring Report (B8 - Board Logistical Support). Maggie seconds the motion. Unanimous Approval

Old Business: Policy modification: Review of the GM Compensation Proposal. (Reading on this topic distributed in advance.)

Motion: Maggie moves to go into Closed Session to discuss GM compensation. Motion withdrawn.

Motion: Allie moves to suspend the agenda, to devote the remaining meeting to Robert's Compensation Proposal. J.P. seconds the motion. Unanimous approval.

Motion: Maggie moves the Board enter Closed Session to discuss the GM compensation. Allie seconds. Unanimous approval.

Motion: J.P. moves to Exit Closed Session. Maggie seconds. Unanimous approval.

Motion: J.P. moves to provide Robert with his 2011 predetermined bonus in-full. Carolyn seconds the motion. Unanimous approval.

Motion: J.P. moves to accept Robert's RFP, (Request For Proposal), accepting terms as presented. Maggie seconds the motion. Unanimous approval.

Tabled: Amy's Board Self-Monitoring Report tabled until the November meeting. Please review and respond to Amy.

Tabled: Deliberative Processes: Maggie states she will present her report on the Board Deliberative Processes next month. Please add this topic to the agenda.

Tabled: Policy Limitations Changes tabled until November.

General Manager's Important Notes: Non-Voting Staff Liaison with the Board to remain an active topic of discussion, Board to anticipate having a **candidate search**. A recruitment committee should be formed and the GMM (General Membership Meeting) timing resolved.

Note: CBLD membership (Cooperative Leadership Development) has been renewed.

Note: The Mission Statement is currently used by the General Manager to guide decisions.

2011 Retreat: Carolyn suggests a board retreat be scheduled to resolve our Board Ends, Parking Lot topic resolutions and visioning.

Next meeting: 6:00 PM, Tuesday, November 15, 2011

Location: Grain Train business offices, second floor of the Traverse Pie Company building.

Motion to Adjourn: Amy moves to adjourn. Renee seconds the motion. Unanimous approval. 7:40 PM

Board & GM Group Photo still outstanding.

Document Attachments: None.