

GREEN TOP GROCERY COOPERATIVE

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

October 24, 2016

A meeting of the Board of Directors (the “*Directors*”) of Green Top Grocery Cooperative, an Illinois corporation (the “*Co-Op*”), was held on October 24, 2016 at 7:00pm at Ames Library, Illinois Wesleyan University.

Directors: Melanie Shellito, Jerica Etheridge, Alan Langrall, John Plattner, Kimberly Alcorn, Roger Day, Michael Gorman (will be known as Michael G in the minutes), Aaron Watson, Monica Adams.

Directors Absent From This Meeting: John Plattner

Also Present: Michael Pennington, Jodi Stalsworth

Call to Order

Kim Alcorn called the meeting to order at 7:05 pm and Jodi Stalsworth recorded the minutes. A quorum of directors was present. The meeting, having been duly convened, was ready to proceed with business.

Approval of Minutes

Melanie motioned to approve the meeting minutes from September 26, 2016 and Aaron provided a second.

IPCF

Alan asked about acknowledgment to donors. He wanted to know if the person receives anything from Green Top. (Re: thank you note) Michael will follow-up with Katie and do a thank you notes to everyone, if necessary.

Up and Coming 2017 Presentations

Kim gave a brief overview of prior Up and Coming conferences. At this point Green Top would be in the role of doing presentations. Katie will be doing a presentation on owner loan campaigns. Also, Mel and Jerica are scheduled to present. If anyone else is interested in going and helping present, they are to let Kim know. A lot of things in the conference may not be applicable to us at this time, but there might be some case studies that could be helpful.

2017 Board Budget

Jerica, Kim and Michael met last week to talk about the board budget for next year. A projection of the budget was distributed. This budget will become effective at store opening. Compensation to the board was discussed and when that might be implemented. Jerica went over the line items, and the board had an opportunity to ask questions. A vote will take place in November for the official budget.

Standing Committee Charter Examples

Michael reached out to established co-ops to get some examples for GTG to see. Kim asked for feedback and opened the floor to discussion. Kim made a motion that we move forward with establishing a policy committee, and the committee will establish its own charter, as well as charters for the two proposed committees – Michael G provided a seconded. The board took a vote, and the motion carried. Mike G & Kim will work on the policy committee together.

Product Standards

Michael built a proposal of standards after the product sessions last month. The board was able to review. The list is quite short, although Michael indicated that it is very feasible for us to have a fully stocked grocery store while avoiding items on the list. GMOs were discussed as well as labeling to educate our customers. Michael also recapped the

product selection input session. He asked for feedback on the proposal that he presented and wants to go forward for further owner input. It is noted that this is a living document and items can be changed at any time.

Alternative payment options for ownerships

Michael indicated that we are running low on applications and he wants to review the payment options that we currently have. He is proposing the following:

- Remove the quarterly payment plans. These are hard to implement in the Point of Sale we are likely to use
- Remove the five-year plan and replace it with something similar to the Mississippi LIME program. For those that qualify, it would be a \$20 one-time payment, with the remainder of the equity coming out of any future patronage dividends. Optionally, anyone receiving this benefit would also receive a 5% everyday discount. Proof of financial need would be required (SNAP, WIC, SSA disability etc.).

Michael will work with Melanie on the logistics of the new application, for both print and online.

Policy C6: Officers

Kim asked for input from the board for on any suggestions or errors. The board had an opportunity to discuss. Kim will make adjustments as noted. Pending the changes to be made, Roger made a motion to approve the C-6 policy, and Aaron provided a second. The board took a vote and the motion carried.

Financial Review

Kim spoke to Ben for advice on how to move forward with financial assistance for Green Top. As Wegner's firm is familiar with co-op work, it would be in our best interest to use them initially. Michael would like to use the same firm to do tax return and audits. It was decided to go forward with Wegner's firm at this time. Audits or reviews are required yearly. A motion was made by Jerica to approve hiring Wegner for our annual review. Roger provided a second. The board took a vote and the motion carried.

Board of Directors

Kim received an email from John that indicated as of January 2017, he would like to resign from the board. The treasurer's primary goal would be to monitor the budget, and there was some discussion as to who may fill this position.

Solar Power for The Foundry

The storage unit behind the store will be putting up solar panels on their roof. They need a commitment from Green Top that we will purchase solar power from Ameren Power Co. for the remainder of their lease. They cannot do the project without an agreement from us. Michael G made a motion for Michael to move forward to work with the Shirks on buying solar power. Roger provided a second. The board took a vote and the motion carried.

GM Update

Project costs have been reduced significantly. NCB is asking for us to collect all our remaining member equity before the closing of the loan, otherwise, GTG will face going back to underwriting. Additionally, the cost reductions we have made will also force us to go back into underwriting. A short term bridge loan was discussed as an option for the owner equity.

Monitoring Report Review: EL B6: Staff Treatment & Compensation

Kim asked if anyone had questions. Those that had them, asked Michael and he answered them. Kim motioned to approve ELB6 with an acknowledgment of non-compliance. Michael G provided a second. The board took a vote and the motion carried. Michael also discussed the data that he used to come up with our entry level living wage.

Self-Monitoring - Review Policy C5 - Code of Conduct (on Calendar for September)

It was recommended that no changes take place at this time; Kim motioned to add the last review date of 10/24/2016 to the document. Roger provided a second. The board took a vote and the motion carried.

Adjournment

There being no further public business to come before the board, the meeting was adjourned at 9:17 pm.

Respectfully submitted,

Jodi Stalsworth, Administrative Assistant