

GREEN TOP GROCERY COOPERATIVE

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

April 19, 2016

A meeting of the Board of Directors (the “*Directors*”) of Green Top Grocery Cooperative, an Illinois corporation (the “*Co-Op*”), was held on April 19, 2016 at 7:00pm at Ames Library, Illinois Wesleyan University.

Directors: Melanie Shellito, Jerica Etheridge, Alan Langrall, John Plattner, Kimberly Alcorn, Adriane Powell, Emily Vigneri, Katie Pratt

Directors Absent From This Meeting: Emily Vigneri, Katie Pratt, Adriane Powell

Also Present: Jodi Stalsworth, Michael Pennington

Call to Order

Melanie Shellito called the meeting to order at 7:04 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

Approval of the minutes from the April 5, 2016 meeting was motioned to approve by John Plattner, pending the balance in the First Farmer escrow account, clarification of the gap and the spelling of John Plattner vs Pratt in one of the motions. Jerica Etheridge provided a second.

Communications committee

Michael reported that the committee is being resurrected and that Katie will be heading it. He welcomed the board’s help if they wish. Michael will create a charter or modify the existing one. Jerica indicated there was a draft written at one time. The committee will be assisting social media, newsletters etc, but it is more about engagement of owners to have a chance to participate in GTG.

NCG Agreement

This contract for NCG is to be an associate coop. Michael talked to the board about the benefits of being an associate. He discussed the UNFI discount and that the proforma does not reflect that. As a full member GTG would contribute to a fund with NCG, in case of default. If GTG opens successfully we can possibly become a member rather quickly, although it is not a guarantee to a full membership. We can get access to a database that can help us judge if we are being successful with sales, in addition to SPINS data, which helps us keep up to date on food trends. Additionally we can get a branding style from NCG for marketing materials. Someone asked if there were downsides to this. Michael indicated that there would be some reporting and some travel for him, but he highly recommends we do this. NCG provides a lot of resources once you get on board. Jerica made a motion to accept the contract to be an NCG associate coop. Kim provided a second. The board took a vote and the motion carried.

It was brought up that we also now owe the DC \$15,000.

Executives Limitations in policies

Kim reported that the updates were located on basecamp. Specific wording was discussed for each policy and Kim noted the changes. Changes were made to B-3 and B-8.

The board discussed the policies with Michael to get his comfort level. The board in the future will vote if the GM is in compliance with the Executive Limitations policies. If things are out of compliance, the GM will need to provide info on how to get things back in compliance.

Kim made a motion to approve the Executive Limitations in GTG Policy Register- B, B1, B2, B3, B4, B5, B6, B7, B8, B9. Alan provided a second. The board took a vote and the motion carried.

Review feedback on annual meeting/communications

Melanie sent the draft ballot out to the board for their review. She still needs to plug in the URL's to the ballot and will make it a "feature item" on the homepage of the website. The ballot will show a link to the board bios of those running and a link to the Bylaws. The bylaws were discussed and the version that is online may not be correct. Melanie will update the website to reflect the correct amendment. Melanie will make all the changes to the ballot and put it out live for the board to review it again. Michael or Katie will do a newsletter to the owners about it being election time. The Facebook message will be: "watch for your mail or email for your ballot."

Treasures Report

John reported that February entries are made and that we are needing to get all the adjustments ready for tax filings. Some of the final items will be discussed at the meeting next week to talk about the books of the co-op. There are several things on the agenda for the meeting with John, Michael, Jodi and Jerica.

New Business

Michael reported that Dave Blackburn is coming to town to see him and the project team.

Melanie recapped the house party at the Tilton's and has some folks for Katie to follow up with on loans.

Melanie and Michael had a meeting with OSF today. It went well and they asked a lot of questions.

Tomorrow is a meeting with Bromenn's Foundation, which typically takes **in** money, but there are some possibilities.

John asked for end of March and February IPCF statements.

Alan asked what Katie is doing now. Michael filled in the board about her responsibilities now that campaign is over. He also indicated that he will be the board's point of contact regarding staff. The staff will be writing up job descriptions and then we need to determine where we are at financially before any decisions can be made.

Adjournment

There being no further public business to come before the meeting, the meeting was adjourned at 8:45 pm.

Respectfully submitted,

Alan Langrall, Secretary
Jodi Stalsworth, Administrative Assistant