

GREEN TOP GROCERY COOPERATIVE

MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

June 27, 2016

A meeting of the Board of Directors (the “*Directors*”) of Green Top Grocery Cooperative, an Illinois corporation (the “*Co-Op*”), was held on June 27, 2016 at 7:00pm at the Green Top Grocery office; 2005 Cabintown Rd, Bloomington.

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

Directors Absent From This Meeting: n/a

Also Present: Michael Pennington & Jodi Stalworth

Call to Order

Kim Alcorn called the meeting to order at 7:03 pm and Jodi Stalworth recorded the minutes. A quorum of directors was present. The meeting, having been duly convened, was ready to proceed with business.

Approval of Minutes

Jerica motioned to approve the meeting minutes from June 7, 2016. Emily provided a seconded.

Board Retreat 8/28/2016

Kim indicated that she spoke to Ben. A high level of items were discussed on what the agenda will be for the retreat. Things we will be covering should be very helpful with the board transition. We will also go over policies. The calendar will be set up for the policy reviews. If there is time, he will talk about what to expect in the first year of the store opening. Kim encouraged the board to dig into CDS’s website, as there is a lot of information there. The board discussed time the start time on Sunday. It was decided the time would be from 8:30am -4:30pm. They also discussed an informal meeting the night before, which would give people an opportunity to ask questions, even non retreat related questions. Alan offered to host the night before event from 6-9pm on Saturday night.

Secretary position

Alan indicated that he would take the position of Secretary for another term. There was discussion that there could be other new duties being assigned to that director. The basic duties include: Insurance, minutes, and potentially helping with agenda items if needed. Kim made a motion to nominate Alan for the position of Secretary. Aaron provided a second. The board took a vote and the motion carried.

Code of conduct

Kim discussed the code of conduct. New board members should sign that within one month of election. The working agreement and code of conduct have a lot of overlapping. The bylaws say we need a simple majority for voting, regarding removing a board member due to a code of conflict infraction. Kim motioned to approve the code of conduct and for everyone to sign today. Melanie provided a second. The board took a vote and the motion carried. Kim asked Melanie if we had any conflicts of interest. Melanie brought up Arzen doing marketing until we can have an official budget for it. Melanie and Michael discussed the relationship. Melanie indicated she would not need a contract and can do things on an as needed basis. Michael is free to bid projects out to other clients if he feels it’s necessary. Other items besides financial conflict of interest were discussed. If board members belong to any other boards or farmers are on the board, etc. the code is signed yearly so can be revised if needed. Possible future conflicts would be board members teaching a class and getting paid for it.

CBL 101 Workshop 7/9/16

Roger, Alan and Michael G and Kim are attending the conference. Transportation was discussed on who could drive or if everyone is on their own. Jerica reported that there is another conference the weekend after (for IL startups) and to see if anyone planned to attend. Jacqueline sent out the invite. Katie N is on the presenter list.

Ends policy

Kim asked the board if they wanted to review the Ends Policy and get it officially in the register. Jerica motion to approve them as dated. Aaron provided a second. The board took a vote and the motion carried. Outreach indicated that there was some confusion about them being called "ends" and wondered if the board wanted to discuss it. A possibility of our website to further educate ownership is an option.

Common ground board meeting

Kim heard back from Common Ground on whether we could attend one of their meetings. They meet the 2nd Monday of every month, starting at 6:15pm. They do a pot luck 30 minutes before. We are invited to come to that as well to network and ask questions. August 8th is a date to be shooting for, but if anyone wants to go in July, just give Common Ground a heads up.

Outreach

Michael indicated that the report was uploaded. It is a good summary of what is going on and what is coming up. The farm tour had high attendance. New owner welcomes are low attendance, so have gotten cancelled several times. Epiphany Farms tour is coming up, and a few other farms have reached out to us for tours as well.

A lot of door hangers have gone out.

Gaye Beck's apartment tours also came up as a possible outreach event.

Katie is recommending we do a build-out blog to keep people up to date on what's going on with construction and milestones.

Michael will start doing weekly updates to the board so that they can keep up with what is going on since we are moving to once a month meetings.

Groundbreaking

15-20 minutes of the event will be structured and the rest is socializing/picnic setting. Everyone should arrive at 3:30 for setup, as the event is at 4:30. The Chamber of Commerce, Michael, workbench, and then the sharing of other businesses in the plaza is scheduled. Insurance for the event is being taken care of by workbench.

Project timeline/budget update

Michael reported that he updates this regularly. Budget estimates are coming in and on July 15th we should be able to finalize the budget. We are still waiting on interior design. Nicole will be coming to the site. The refrigeration contracts are slim and only one is being responsive. Michael reported that they are the ones we want anyway. They will be onsite tomorrow afternoon. Michael G said he would talk to his boss about a construction cam, if we can get Ethernet to the site. All permits have been submitted and the initial health department meeting took place. They want to meet frequently. Michael indicated that Wegner CPA have been consulted with to put together a chart of accounts etc. He reported about the change of fiscal year (being a short year) and if we are not profitable we could be charged a fee by the IRS. He reported that Wegner doesn't do day to day work, but on high level items.

DC contract/interior design

Michael explained what Nicole is doing and that it is under the DC contract. He will look at all the old CDS invoices to see what credit we are due.

A majority of the refrigeration lines are not going to be in the floor, most of them will be above in PVC piping.

Michael gave an update on the EDC funds. Mid-august is when everything should be finalized. The amount is based on the number of full time employees we are projected to have, so the amount could be close to \$300,000. The interest rate will be less than Shared Capital.

Grants

The Feeney Grant is something Michael is looking at, although heavy reporting is required. This would be a state wide project and we would need to partner with multiple organizations. This is NOT to be looked at as gap funding. This would be incentive funding.

USDA Grant- does **not** require all of our infrastructure to be in place at the time we apply and food co-ops are eligible.

NCG contract

Michael would like approval from the board to take care of the amended NCD DC contract.

Escrow- July 1st is the release date. 247 promissory notes need signed

Funds transfer- we will have a temporary sweep account with CEFCU. Other accounts will be opened eventually with local banks. Michael asked Jerica to work with him on the First Farmers account.

Banks we are slated to work with:

First farmers

CEFCU

Mid Illini Credit Union

Heartland Community Bank

And possibly Morton Community Bank

Adjournment

There being no further public business to come before the meeting, the meeting was adjourned at 9:05 pm and went into executive session.

Respectfully submitted,

Jodi Stalsworth, Administrative Assistant