

# GREEN TOP GROCERY COOPERATIVE

## MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

**September 26, 2016**

A meeting of the Board of Directors (the “*Directors*”) of Green Top Grocery Cooperative, an Illinois corporation (the “*Co-Op*”), was held on September 26, 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:** Jerica Etheridge, Aaron Watson

**Also Present:** Michael Pennington, Jodi Stalsworth

### **Call to Order**

Kim Alcorn called the meeting to order at 7:01 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 August 22, 2016. Roger provided a second.

### **Board Retreat Debrief**

Kim met with John and Roger last week to give them an overview of the retreat, since they could not attend. The board calendar was discussed; where it is housed and when it is expected to be finalized. A few tweaks were made by Michael G. during the meeting. Board education was brought up and it was suggested to have a committee put together, so that they could organize workshops, conferences etc., which the board can utilize in the future.

### **Policy Updates**

Michael indicated that Common Ground has a policy committee that revises policies but does not *enforce* them. Kim said that she would likely be the person to initiate policy revisions with the input of the board. Policy revisions would be agenda items that the board could review in advance. The working agreement that prior board members signed was brought up and it was suggested that it might be reviewed to eventually become a part of the policy manual. Michael will ask Common Ground for their committee charters so that Green Top can review them for future use. Once that information is obtained, Kim will then ask for volunteers for a policy committee. The official calendar was again discussed and if it should be adopted. Alan made a motion to formally adopt the calendar, for it to be housed on google docs and for a link to exist on basecamp for all board members to view it. Roger provided a second. The board took a vote and the motion carried.

### **Policy Update: C8 - Governance Investment**

A motion to approve the policy C8 - Governance Investment was made by Melanie. Roger provided a second. The board took a vote and the motion carried.

### **Policy Update: D4 - Monitoring GM Performance**

A Motion to approve the policy D4 - Monitoring GM Performance was made by Alan. Melanie provided a second. The board took a vote and the motion carried.

**EL B3 Asset Protection Monitoring Report**

In reference to the EL B3 Report: Kim went through each section of the report and asked the board for their answer, yes/no.

The board accepted the EL B3 Asset Protection Monitoring Report with acknowledgement of non-compliance, with an accepted plan of action. It was decided that no further follow-up monitoring was needed.

A motion to approve the EL B3 Asset Protection Monitoring Report was made by Michael G. Monica provided a second. The board took a vote, and John Plattner abstained from the vote. The motion carried.

**Board annual budget**

Kim established that the budget needs to be firm by the next board meeting. The budget must fall in the boundaries of the proforma. A big portion of the budget will go to CBLD. Michael offered to go over items with John so that he could present the annual budget for the board at the next meeting.

**CBLD participation agreement for 2017**

CBLD is looking for a confirmation agreement to be signed by November. \$6800 is due for the year, and it is paid quarterly. 20 hours of consulting is included in this fee. They provide many resources that are helpful for a productive board and it was suggested by several members that renewing was essential. A motion was made by Roger to sign and accept the participation agreement for the 2017 calendar year. Alan provided a second. The board took a vote and the motion carried.

Additionally, Kim invited all the board to attend the phone conferences that available yet for this year.

**GM Update**

Michael reported that most things have remained the same. The team met and went over the budget. With the contingencies and equipment costs, it is possible that the gap we originally determined could be much smaller. The board was able to ask Michael questions. He indicated that right now his main focus is trying to reduce the gap as much as possible. Additionally, we are still trying to stabilize the equity that we need to get before opening.

**Adjournment**

There being no further public business to come before the meeting, the meeting was adjourned into Executive Session at 8:25 pm.

Respectfully submitted,

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Jodi Stalsworth, Administrative Assistant