

Approved 11/16/2016

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 20th, 2016 Meeting
Grain Train Business Office, 5:30 PM**

In attendance: Meagan Krzywosinski – President, Lynn Wolf – Vice President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary, Hal Willens, John Paul Westbrook (J.P.), Paula Welmers, Allie Greenleaf Maldonado, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Jim Tisdell

Time Keeper: Lynn

Secretary: Mark

Ends Statement: Grain Train Natural Food Cooperative exists so that our community is inspired to make well-informed healthy choices that support both people and planet.

Meeting called to order: (5:30 pm) Quorum determined

Preliminaries

Agenda Review – Added: Board Decisions: GM Monitoring Report B3: Asset Protection, Board Education: Internal Financial Controls, General Business: President’s Welcome Letter. **Tabled until the November Meeting:** Board Education: Creating a Vision, Consent Agenda: Self-Monitoring Report C8: Governance Investment. **Removed:** General Business: Board Budget 2017, GM Monitoring Reports B7: Board Communication and B8: Board Support.

Open Member Forum – Directors shared feedback and suggestions for the GM as members.

Around the Table Recap – Hal summarized the Local Food Alliance’s recent event and noted upcoming events in November.

General Business

President’s Welcome Letter – Meagan shared a letter introducing the Board to her leadership vision as incoming President (attached to these minutes).

Retreat Agenda – Meagan reviewed the values defined by the Board at the 2015 Retreat and asked that Directors complete Visioning Questions for the November meeting (attached to these minutes).

Board Decisions

GM Monitoring Reports – Bob provided the reports in advance. **“Accept GM Monitoring Report B1: Financial Conditions Q2.”** Motion brought by Mark, seconded by Allie and unanimously approved. **“Accept GM Monitoring Report B3: Asset Protection.”** Motion brought by Mark, seconded by David and unanimously approved.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from September, GM Monthly report for October, Self-Monitoring Reports D: Board-Management Relationship and D1: Unity of Control.

Board Education: Liz and Bob presented an overview of the Grain Train's key internal controls.

Closings

Next meeting is Wednesday, November 16th, 2016 at 5:30 pm.

Board Retreat is Saturday, December 3rd, 2016 from 8:30am until 4:00pm in the First Community Bank boardroom at 200 East Main Street, Harbor Springs.

Directors are to complete Visioning Questions for the November meeting.

Financial Review Committee to meet.

Next Meeting Topics:

- Board Education: Creating a Vision – Jim
- Approve October Meeting Minutes – Liz
- Self-Monitoring Report C8: Governance Investment – Jim
- Self-Monitoring Reports D2: GM Accountability and D3: Delegation to the GM – Meagan
- GM Monitoring Report B1: Financial Conditions Q3 – Bob
- GM Monthly Update – Bob
- General Business: Fiduciary Responsibility review – David
- Retreat Agenda
- Charter Bylaw Committee
- December: CBLD Renewal

Motion to adjourn brought by Hal, seconded by J. P. and unanimously approved.

7:32 pm, meeting adjourned.

Parking Lot Topics

*Board Education: Retail Basics, Emerging Topics concerning the Grain Train, Co-op adaptation
Procedures Handbook Topics*

*Discussion of Bylaw 5.2 (Powers and Duties), subsections n. and o. – Board positions on cooperative
and environmental issues – future education topic?*

Corporate Membership

Member Communication

Open Committees:

Education Committee

Provide the Board with education designed to enable the Board to better fulfill our responsibilities under the Bylaws, beginning December 9th, 2014 and ongoing. To be chaired initially by Paula with rotating committee membership.

Financial Oversight Committee

Develop audit evaluation procedures and review financial issues annually to recommend to the Board what form of financial review should occur each year. Beginning upon authorization and reauthorized annually. To be co-chaired by David and J.P. for the first year, with Allie as a member. Jim and Hal were added to the committee at the May 2016 meeting. Updates to be brought before the Board at least annually.

GM Compensation Committee

Recommend GM Compensation for 2016-17. Beginning June 2016 and ending upon Board acceptance of a GM compensation package for 2016-17. To be chaired by J. P. with Jim, Lynn, and Allie as members. Recommendation is to be brought to the Board at the August 2016 meeting.

Retreat Committee

Plan and execute the 2016 Board retreat. Beginning July 2016 and ending upon completion of the 2016 Board retreat. Mark, Allie, Lynn, and J. P. will serve on the committee with Meagan as chair. Update to be brought to the August 2016 meeting.

Outstanding Board Work Reminders

Bylaw clarifications:

Individual vs. household membership - patronage

Executive Committee Elections - Article 5, Section 6.1, Review and define 'election ties', etc.

Board Procedural Handbook section(s):

Board Members' behavior during Staff Meetings (AM)

Board Member Exit Interviews

Grain Train Board:

I want to be transparent in sharing the reason I accepted this role; to help guide and encourage us to reach outside of our comfort zone. I view my role as that to listen, provide organization to our meetings and keep us focused on the end result.

During our meetings, I ask everyone to be open and honest in their feedback. We will be venturing down paths that may make us feel a little uncomfortable-which is exactly my intent. Respect the past, the present and the process in taking us to the next level. When we are comfortable, often there is limited growth. When we get *uncomfortable*, we grow. Let's grow!

The values we defined after our 2016 Retreat...

Transparency: Being open, honest and timely in communication to our members and customers. Under transparency ethical, trustworthy, financially sound and high quality results

Community: Creating strong sense of community through education, presence, participation and always ongoing transparency.

Education: Educating on whole foods, budgeting, cooking, cooking on a budget, educating the next generation.

Team Culture and Service Orientation

Honored to serve,

Meagan

Step 1: Pick Your Area of Focus

As you begin the process of developing a vision for your operations, you should set the scope or area of focus. Are you developing a vision for your overall organization or a specific functional area of your operations? Is the vision of your entire global production organization or a specific plant? Are you focused on a specific area like workforce development or more broadly on overall production capabilities?

Step 2: Pick Your Timeframe

Typical timeframe for an operational vision is two to five years. This helps the organization get beyond the immediate problems of the day but stay within a realm that still can be understood. This will dictate many choices once the vision is turned into action.

Step 3: Remember Your Past Successes

When formulating an operational vision, it is helpful to pause and recall past successes within the organization. By focusing on some past success, it will help your team stay positive and avoid negative thinking about the vision. This greatly enhances the likelihood that your organization will attain true greatness in its vision and achievements.

Step 4: Write the First Draft

While this seems like the simplest part of the exercise, special care should be exercised. When writing the draft, it is particularly helpful to take a future orientation. In other words, position yourself in the future and describe what you see rather than writing about what you hope will happen in the future.

Additionally, be sure to stay true to yourself and your vision for the operations, not writing what you believe others wish to see. Last, be certain you're aiming for greatness. A vision of mediocrity is not only disappointing but also can kill the momentum your organization already may have built in your kaizen activities and other continuous improvement exercises.

Step 5: Solicit Feedback and Input

Using care and consideration, select appropriate individuals to give feedback on the vision you've developed. You should seek those with solid experience and insights. Ask for feedback on the vision without parameters, thus leaving the discussion of your vision wide open and unlimited. Get a feel for their perspective.

Also look for feedback on the interconnection between the vision you've developed and other "interlocking moving pieces" of the overall organization. Will it conflict or complement?

Step 6: Review and Revise

After soliciting feedback and input from others, it is time to review your work and revise as necessary. More important than anything else is answering the question: Is this vision inspiring? If not, definite revision is required. An uninspiring vision is like a wet blanket on the organization. It will smother the staff and their hopes for becoming more competitive and finding success.

Step 7: Share the Vision

After the vision has been fully vetted, it is time to make sure it is well communicated within the operations organization and outside to other functional departments that depend on the input or output requirements of the operations department. It also should be further vetted against corporate vision to ensure congruency.

Once the vision has been adequately revised and communicated to the organization, the operations management team can begin to formulate strategy to achieve the vision and begin to proceed. Periodic review of the vision ensures that it is still relevant and that actions being taken by the organization are congruent with its intent.

*Article in Industry Week

What is a Vision?

Vision provides “unity and common understanding.” Vision is for the employees of the company. What are the company values and where is the company headed; future, broad scope. Vision defines the path forward. It should inspire.

Mission is more for customers - what the business want to provide to its customers.

Why is having a Vision important?

Our vision will guide us to our end results. It will also provide guidance to our GM as to where he needs to lead the team for the overall success of the company.

Vision is aspirational, creative, imaginary, soulful, desire

Mission is actionable, deliverables, goals and tactics, product or service. What does the company do right, what supports the values.

Define vision by company values. List what the values are, what were the most impactful events on the company and how do they relate to the values. Then imagine, imagine big, create the company that delivers these values into the future, 5 years from now, 10 years from now. We should be discussing the business, the financials, the customers, products, the market, delivery systems, competition, direction.

The Board needs to be entrepreneurial in vision and in the business. The Board directs the path the business will take.

What is the work of the Board?

- * recruit, retain, supervise, reward / compensate the GM
- * provide direction for the company, strategic / visionary / mission / goals
- * policy and governance systems
- * oversee the company / provide direction / relationship building with GM
- * fiduciary oversight / protect members, stakeholders, employees
- * monitor/ audit/ review functions of the business

HOMEWORK

Step 1: Pick Your Area (s) of Focus

Step 2: Pick Your Time Frame

Step 3: Remember Your Past Successes