

Approved 11/18/2015

**Grain Train (GT) Natural Food Cooperative  
Board of Directors October 21<sup>st</sup>, 2015 Meeting  
Grain Train Business Office, 5:30 PM**

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

**Absent:** Jim Tisdell

**Time Keeper:** Meagan

**Secretary:** Hal

**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.

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

**Preliminaries**

**Agenda Review** – J. P. reviewed the agenda. David suggested that Paula lead the Board Education discussion.

**Open Member Forum** – Member Lynn Wolf was present to introduce herself, to express her interest in serving on the Board and to observe.

**General Business**

**GM Monthly Update: October** – Bob provided the report in advance and the Board discussed.

**Retreat Agenda** – Meagan updated the Board on her progress planning the retreat and noted that the next planning call with consultant Ben Sandel will be November 3<sup>rd</sup> at 9pm. The retreat will begin at 6:30pm Friday, November 20 with a dinner at Palette and continue at 8am Saturday November 21 in the First Community Bank conference room in Harbor Springs.

**2015 Election Report** – Hal provided the report in advance on behalf of the 2015 Election Committee and the Board discussed. David moved to continue with the hybrid online-paper voting system put in place in 2015 for the 2016 election. Seconded by J.P. and unanimously approved.

**Audit Committee Recommendation** – David provided the report in advance on behalf of the Audit Committee and the Board discussed. Hal moved to accept the recommendations in the report as written, with the Audit Committee to bring follow-up motions to the November meeting. Seconded by Allie and unanimously approved.

David moved that committees make their notes and meeting minutes available in the Committee files folder in Dropbox. Seconded by JP and unanimously approved.

**National Cooperative Grocers (NCG) Resolution** – Allie summarized the details of the resolution and background information for the Board, and Bob enumerated the benefits of the Grain Train's relationship with NCG. The decision was **tabled** until the November meeting.

**Meeting Time/Date** – The Board scheduled the November Board of Directors Meeting for Wednesday, November 18<sup>th</sup> at 5:30pm.

**Cooperative Board Leadership Development (CBLD) 2016** – Allie moved to table the discussion until the November meeting. Seconded by J. P. and **unanimously approved.**

**Conflict of Interest** – The Board discussed the presence of conflict of interest regarding family members of Grain Train employees serving on the Board and noted that the Bylaws do not authorize the Board to waive a conflict of interest.

### **Board Decisions**

**GM Monitoring Report B7: Staff Treatment and Compensation and B8: BOD Support** – Bob provided the reports in advance and the Board discussed. David moved to accept the reports as written. Seconded by Allie and **unanimously approved.**

### **Board Education**

**Questions for 2015 Retreat** – Paula presented the retreat questions to the Board and noted that Meagan has shared them with Ben. The Board is urged to review all documents previously presented by the Education Committee on the relevant subjects, which are to be placed in a Retreat Materials folder in Dropbox. Meagan will share these documents with Ben and ask for any further background reading to help the Board prepare for the retreat.

### **Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from September

**Removed from Consent Agenda and Tabled until November Meeting:** Self-Monitoring Reports D: Board-Management and D1: Unity of Control

**New Directors/Candidates** – Topic from General Business revisited. J. P. moved that the Board enter closed session. Seconded by Meagan and **unanimously approved.** Lynn Wolf excused herself from the meeting at this time. The Board Discussed. Allie moved that the Board leave closed session. Seconded by Meagan and **unanimously approved.** The Board left closed session. Allie moved that the Board appoint Lynn Wolf to fill one of the two vacant seats on the Board. Seconded by Meagan and **unanimously approved.**

Lynn Wolf is appointed to fill one of two vacant seats on the Board until the 2016 General Membership Meeting (GMM), at which time she may run for re-election to the remaining two years of the term. J. P. will contact the additional potential appointees for the remaining open seat.

### **Review Decisions & Tasks**

Meagan has scheduled a follow-up call with Ben Sandel for November 3<sup>rd</sup> at 9:00 pm.

Bob is also to schedule a call with Ben prior to the Board Retreat.

J. P. is to reserve a room for Ben at the Perry Hotel for Friday and Saturday nights.

J. P. will contact Jim with questions about Self-Monitoring Reports D & D1

J.P. will draft a letter to Trisha for review at the November meeting.

#### **Next Meeting Topics:**

- Audit Committee to present motions – Dave
- CBLD 2016
- NCG Resolution
- 2016 Board Budget
- Cooperative Café Report – J. P.

- Board Education: NCG - Bob
- Approve October Meeting Minutes – Liz
- Self-Monitoring Reports D2 & D3: GM Accountability & Delegation to GM - Hal
- GM Monthly Update – Bob
- GM Monitoring Report B1: Financial Conditions Q3 – Bob

David moved to adjourn the meeting. Meagan seconded the motion. **Unanimously approved.**

**7:41 pm, meeting adjourned.**

Parking Lot Topics

*Board Education: Financials, Retail Basics, Emerging Topics concerning the Grain Train  
Procedures Handbook Topics*

- *Audits – Determine the period between audits*
- *Accounting*
- *How to handle requests for support? (Causes) – See Bylaws*
- *GMM- Planning and Managing the GMM*
- *How to handle CDS changes to policy language?*
- *Attendance & Corrective Measures*
  - Define Extenuating Circumstances*
  - Define Attendance*
- *Participation on Committees*

*Discussion of 5.2, Subsections n. and o. of the Bylaws  
Requirements of Membership Adopted by the Board of Directors  
Utilization of former Board Members regarding committee work*

**Open Committees:**

**Education Committee**

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

**Audit 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 Trisha and Allie as members. Updates to be brought before the Board at least annually.

**Outstanding Board Work Reminders**

**Bylaw clarifications:**

Does “Membership” mean one person or a ‘household’? Please define.  
Executive Committee Elections - Article 5, Section 6.1, Review and define 'election ties', etc.

**Board Procedural Handbook section(s):**

Elections: Elections Committee Chair - Ballot Counting & Results Conveyed  
Board Members’ behavior during Staff Meetings (AM)  
Board Member Exit Interviews  
Audits: Types of Audits (DH), Arranging for an Audit (DH)