

Approved 1/18/2017

Grain Train (GT) Natural Food Cooperative
Board of Directors November 16th, 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.), Allie Greenleaf Maldonado, Jim Tisdell, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Paula Welmers

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: (5:32 pm) Quorum determined

Preliminaries

Agenda Review – Added: General Business: Motion to Establish Restricted Funds. **Moved from Consent Agenda to Board Decisions:** Self-Monitoring Report C8: Governance Investment.

Open Member Forum – No owners were present

General Business

Fiduciary Responsibilities – David provided documents in advance regarding Board fiduciary responsibilities and the Board discussed.

Financial Oversight – David provided the Financial Oversight Committee’s recommendation in advance. **“The Grain Train will engage Wegner CPAs for a review of 2016 finances.”** Motion brought by David, seconded by Allie and unanimously approved.

Retreat Agenda – Meagan provided the retreat agenda at the meeting and the Board discussed.

Motion to Establish Restricted Funds – **“The Board of Directors should establish a category of savings called ‘restricted funds.’ These funds shall be set aside for investment in long term capital investment and improvement. The Board shall establish the criteria for access of these funds.”** Motion brought by David, seconded by Lynn and tabled until the January Board Meeting. **The financial oversight committee is instructed to determine what additional information is needed for the Board to make this decision and present that information to the Board.**

Board Decisions

GM Monitoring Report – Bob provided the reports in advance. **“Accept GM Monitoring Report B1: Financial Conditions Q3.”** Motion brought by Hal, seconded by Allie and unanimously approved.

Self-Monitoring Report – “Accept Board Self-Monitoring Report C8: Governance Investment, changing sections 1 and 2a to In Compliance and noting that the Board will be taking action on 2c by addressing member communication at its upcoming retreat.” Motion brought by Hal, seconded by Allie and approved with 5 Yea votes and 3 Nays.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from October, GM Monthly report for November, Self-Monitoring Reports D2: GM Accountability and D3: Delegation.

Board Education: Meagan lead a discussion of the visioning homework from October’s meeting and Jim lead a discussion about the concept and process of creating a vision.

Closings

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.
Next meeting is Wednesday, December 21st, 2016 at 5:30 pm.

Next Meeting Topics:

- Board Education: NCG (?) – Bob
- Approve November Meeting Minutes – Liz
- Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation – J. P.
- GM Monitoring Report B2: Planning and Budgeting – Bob
- GM Monthly Update – Bob
- Charter Bylaw Committee
- CBLD Renewal

Motion to adjourn brought by Mark, seconded by Meagan and unanimously approved.

7:31 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

January 2017: Restricted Funds Motion