

Approved 1/12/2016

**Grain Train (GT) Natural Food Cooperative**  
**Board of Directors November 18<sup>th</sup>, 2015 Meeting**  
**Grain Train Business Office, 5:30 PM**

**In attendance:** John Paul Westbrook (J.P.) – President, Meagan Krzywosinski – Vice President, David Heidtke – Treasurer, Hal Willens – Secretary, Paula Welmers, Allie Greenleaf Maldonado, Lynn Wolf, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Marita Hackl – Visiting Member, Mark Blaauw-Hara – 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:** (5:34) Quorum determined

**Preliminaries**

**Agenda Review** – J. P. reviewed the agenda. Self-Monitoring Reports D & D1 were removed from the Consent Agenda and tabled until the December Meeting.

**Open Member Forum** – Members Marita Hackl and Mark Blaauw-Hara were present to introduce themselves, to express their interest in serving on the Board and to observe. J. P. spoke as a member to mention to Bob that some of the lights outside the store are out. Bob indicated that a solution is in motion.

**Board Education**

**National Cooperative Grocers (NCG)** – Bob presented an informational slideshow about NCG to the Board.

**Board Decisions**

**GM Monitoring Report B1: Financial Conditions Q3 2015** – Bob provided the report in advance and the Board discussed. Allie moved to accept the report as written. Seconded by Hal and **unanimously approved.**

**General Business**

**Cooperative Café Report** – J. P. summarized his experience at the Cooperative Café event on October 24<sup>th</sup>, 2015, which focused on Thriving in the New Competitive Landscape.

**Retreat Agenda** – Meagan provided the finalized structural agenda for the retreat in advance, and the Board discussed the desired direction of the working agenda.

**GM Monthly Update: November** – Bob provided the report in advance and the Board discussed the Grain Train's involvement with local foods initiatives. Specifically, Bob requested that the

Board vote at the December Meeting on whether the Grain Train can provide \$6,000 in seed funding for a micro-loan program for producers of local food. The Board agreed to schedule the vote, and Bob is to provide more details about the proposal in advance of the December Meeting.

**Audit Committee Recommendation** – David moved to add the following amendment to Policy Register section B3 at number 1: “Allow operations that are unguided by a documented system of policies and procedures designed to insure the integrity of the Co-op’s operational and financial data and protect Co-op property from unreasonable or undocumented losses. “ Existing sub-policies numbered 1-7 will be renumbered to 2-8. Seconded by J. P. and **unanimously approved.**

**New Director Candidates** – The potential Board appointees in attendance were given another opportunity to speak to the Board.

**Cooperative Board Leadership Development (CBLD) 2016** – Tabled until the December Meeting. Meagan will request that consultant Ben Sandel present a five-minute overview of CBLD at the Board Retreat.

**National Cooperative Grocers (NCG) Resolution** – Allie moved to approve the NCG Member Resolution authorizing Roberts Struthers to sign the updated NCG member agreements. Seconded by Meagan and **unanimously approved.**

**Letter to Trisha** – J. P. presented a draft of a letter to Trisha Shattuck and the Board authorized him to send it. Hal moved to include the letter in the meeting minutes. Seconded by J. P. and **unanimously approved.** The letter is included at the end of these minutes.

### **Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from October, Self-Monitoring Reports D2: GM Accountability and D3: Delegation to the GM

### **Review Decisions & Tasks**

Bob will provide additional information with the December packet and the Board will vote on funding a local foods micro-loan program at the December Meeting.

Liz will add approved amendment to Policy Register section B3.

J. P. to sign NCG Resolution Authorization.

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

- Motion to form Financial Oversight Committee – Dave
- CBLD 2016
- 2016 Board Budget
- 2016 Annual Calendar
- 2016 General Membership Meeting (GMM) Date
- Board Education: Retreat Debriefing Discussion
- Approve November Meeting Minutes – Liz
- Self-Monitoring Reports D4 & D5: Monitoring the GM and GM Compensation - Paula
- GM Monthly Update – Bob
- GM Monitoring Report B2: Planning and Budgeting – Bob

Paula moved to adjourn the meeting. David 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)

November 30, 2015

Trisha Shattuck  
173 Vantage View Drive  
Petoskey, MI 49770

Dear Trisha,

Please accept this letter of thanks and gratitude for your time as a director on the Grain Train Natural Food Cooperative Board. Your many years of service during several terms of office were a huge part in what the Grain Train is today and continues to strive to be! Your many accomplishments included planning and facilitating the GMM, developing our ongoing Board Procedural Manual, creating a template for our current election system and leading in many different roles including years as Secretary, Vice President and President. Your enthusiastic approach to strengthen and perpetuate the organizational infrastructure of the board was a big part of your board participation. Your attention to documenting both our processes and accomplishments for future boards to reference will help both current and future directors. Also, the example you set as a director through exemplary attendance, continued education in board governance and an abundance of energy and vision are all important qualities of a model director.

Our thanks, from the Board and all of the members of the Grain Train, is extended to you for your service and your very active role as a Grain Train member. Your efforts could not go unnoticed or undocumented.

Cooperatively yours,

Grain Train Board of Directors