

Approved 1/16/2018

**Grain Train (GT) Natural Food Cooperative**  
**Board of Directors November 21<sup>st</sup>, 2017 Meeting**  
**Grain Train Business Office, 6:00 PM**

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

**Absent:** David Heidtke – Treasurer, Jim Tisdell

**Time Keeper:** Lynn

**Secretary:** Mark/Liz

**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:** (6:00 pm) Quorum determined

**Preliminaries**

**Agenda Review** – Staff Holiday Appreciation was added to General Business.

**Open Member Forum** – No members were present. Mark relayed a comment/question from an owner and his response. Board Members took the opportunity to give feedback as individual owners.

**General Business**

**Business Strategy Committee Report/Discussion** – No update.

**Open Discussion, Expansion** – Discussion.

**Member Communication Committee Report** – Meagan provided an update and the Board discussed.

**CBLD Renewal** – **“Continue with CBLD for 2018.”** Motion brought by J. P., seconded by Allie, and **unanimously approved.**

**Staff Holiday Appreciation** – **“Provide the Grain Train staff with a holiday appreciation similar to last year from the Board, to come from the Board budget.”** Motion brought by Meagan, seconded by Allie and **unanimously approved.** Allie will coordinate the gift for the Petoskey store, Mark the Boyne City store.

**Board Retreat Agenda Review** – Meagan reviewed retreat proposal documents from CDS Consultant Ben Sandel and the Board discussed. The Board Retreat will be held Saturday, November 9<sup>th</sup> at 8:30 am at First Community Bank in Harbor Springs.

**Board Decisions:**

**GM Monitoring Report** – Bob provided the report in advance and the Board discussed. **“Charge the Financial Oversight Committee with making a recommendation regarding the Grain**

**Train's growing cash reserve.** Motion brought by Hal, seconded by Allie, and **unanimously approved.** **Accept GM Monitoring Report B1: Financial Condition Q3.** Motion brought by Paula, seconded by Hal, and **unanimously approved.**

**Board Education:**

**Member Communication Responses** – Responses to the initial Board message to owners were included in the packet. Discussion.

**Consent Agenda**

**Approved unanimously:** Draft Board Meeting Minutes from October, GM Report for November, Self-Monitoring Reports D: Global Board-Management Relationship, D1: Unity of Control, D2: GM Accountability and D3: Delegation.

**Motion to enter Closed Session** brought by Meagan, seconded by Lynn and **unanimously approved.** Non-Board members were asked to leave the room; the Board was in Closed Session for eight minutes.

**Cancel the December Board Meeting.** Motion brought by Allie, seconded by Paula and unanimously approved. The Grain Train Board of Directors will not meet in December.

**Closings**

**Next Meeting Topics:**

- Expansion open discussion – Bob update
- Member Communication Committee update
- CBLD Renewal
- GM Monitoring Report B2: Planning and Budgeting – Bob
- Approve November Meeting Minutes – Liz
- Self-Monitoring Report D4: Monitoring the GM & D5: GM Compensation – Hal
- GM Monthly Update – Bob

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

**7:33 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*

### **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.

#### **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. Hal left the committee at the October 2017 meeting. Updates to be brought before the Board at least annually. November 2017: charged with making a recommendation regarding the Grain Train's growing cash reserve.

#### **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.

#### **Business Strategy Committee**

Develop the brand of the Grain Train. Beginning January 18<sup>th</sup>, 2017 and ending (?). To be chaired by Jim with Hal, Meagan, Mark and Bob as members. Updates are to be brought before the Board monthly.

#### **Disaster Relief Fund Committee**

Explore the possibility of creating a disaster relief fund and policies for distributing the fund. Beginning August 15<sup>th</sup>, 2017 and ending upon submission of recommendations to the Board. To be chaired by Mark with J. P. and Allie as members.

#### **Member Communication Committee**

Work with the Grain Train staff to develop a communication strategy proposal that will fulfill the Board's duties under sections 6.2.k and 5.2.m of the Bylaws. To be chaired by Meagan, with Allie, Jim, and Hal as members. Updates are to be brought before the Board monthly.

### **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**