

Approved 2/24/2016

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 12th, 2016 Meeting
Grain Train Business Office, 6:00 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, Mark Blaauw-Hara, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services,

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.

Meeting called to order: (6:00 pm) Quorum determined

Preliminaries

Agenda Review – J. P. reviewed the agenda. Meeting Time & Date was added to General Business. Self-Monitoring Reports D & D1 were removed from the Consent Agenda and tabled until the February Meeting.

Open Member Forum – No members were present. Meagan spoke as a member to commend the staff on the positive attitudes she experienced in the store during the busy holiday season.

General Business

GM Monthly Update: December and January – Bob provided the reports in advance and the Board discussed. Accepted.

Micro-Loan Proposal – Bob provided the proposal information in advance and the Board discussed. Paula moved that the Board approve the creation of a Grain Train/ISLAND farmer micro-loan program and authorize up to \$6,000 per year to fund loans in 2016 and 2017, authorizing staff to design and manage the program with input and oversight provided by the Grain Train's attorney and CPA. Seconded by Allie and **unanimously approved.**

Cooperative Board Leadership Development (CBLD) 2016 – J. P. moved that the Board sign the CBLD Participation Agreement for 2016. Seconded by Meagan and **unanimously approved.**

General Membership Meeting (GMM) Date – the Board decided to hold the GMM on Saturday, April 30th, 2016 at North Central Michigan College. Meagan moved that the Board charter the 2016 GMM Committee for the express purpose of organizing the GMM for 2016, beginning upon approval and ending upon successful completion of the GMM. To be chaired by Meagan with Lynn, Mark, JP, and owner Marita Hackl as committee members, with updates to be brought before the Board on a monthly basis. Seconded by J. P. and **unanimously approved.**

2016 Annual Calendar – J. P. presented a draft and the Board discussed. The Education Committee is to bring a proposed schedule of Board Education topics to the February Meeting. Decision tabled until February.

2016 Board Budget – J. P. reported progress to the Board. Tabled until the February Meeting.

Financial Oversight Committee – The Board authorized Bob to tentatively schedule a Review with Wegner CPAs for the 2015 financials. The Financial Oversight Committee is to meet before the February Board Meeting to provide a recommendation to the Board to pursue an Audit, Review, or Compilation.

Meeting Time and Date – Liz is to send the Board a survey to determine a permanent, ongoing monthly meeting time and day.

Board Decisions

GM Monitoring Report B2: Planning and Budgeting – Bob provided the report in advance and the Board discussed. David moved to accept the report as written. Seconded by Allie and **unanimously approved.**

GM Monitoring Reports B: Global Constraint and B9: GM Succession – Bob provided the reports in advance and the Board discussed. David moved to accept the reports as written. Seconded by J. P. and **unanimously approved.**

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from November, Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation

Board Education

Retreat Review and Debriefing – The Board discussed their impressions of the Board Retreat held Saturday, November 21st, 2015.

Review Decisions & Tasks

Approved micro-loan program

Accepted CBLD 2016 Participation Agreement

GMM will be held Saturday, April 30th, 2016

Liz to send survey for Meeting Time & Date

Next Meeting Topics:

- Proposed Board Education schedule from Education Committee & finalize Annual Calendar
- 2016 Board Budget - J. P. to confer with Ben Sandel
- Board Education: Retreat Next Step – refining values. Meagan and Lynn to refine, group, and draft based on retreat minutes
- Set agenda for GMM
- Approve November Meeting Minutes – Liz
- Self-Monitoring Report C6: Officers – Allie
- Self-Monitoring Report C5: Code of Conduct – Meagan
- GM Monthly Update – Bob
- GM Monitoring Report B1 tabled until March

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

8:00 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 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 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)