

Approved 2/20/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 16th, 2018 Meeting
Grain Train Business Office, 6:00 PM**

In attendance: Meagan Krzywosinski – President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Robert Struthers (Bob) – General Manager (GM), Liz Meeks – Support Services

Absent: Lynn Wolf – Vice President, Jim Tisdell, Paula Welmers, Hal Willens

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.

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

Preliminaries

Agenda Review – Self-Monitoring Reports D4 and D5 tabled until February. A “field trip” break will be added at 7:00 pm.

Open Member Forum – No members were present.

General Business

Business Strategy Committee Report/Discussion – No update.

Open Discussion, Expansion – Discussion.

Member Communication Committee Report – Allie provided an update. **“The Member Communication Committee will email questions as presented by Allie to elicit owner feedback on potential expansion options.”** Motion brought by Meagan, seconded by David and **unanimously approved.**

Charter GMM Committee – **“Charter GMM Committee for the express purpose of planning the 2018 GMM. To be chaired by Mark with David, Lynn, Jim, Paula, and Hal as members. Beginning upon approval and ending following successful completion of the GMM. Updates to be brought to the Board monthly.”** Motion brought by Mark, seconded by Meagan and **unanimously approved.**

“Instruct Grain Train staff to schedule the GMM for Saturday April 28th, 2018 at the Iron Horse Café, North Central Michigan College.” Motion passed **unanimously.**

Board Decisions:

GM Monitoring Reports – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B2: Planning and Budgeting, B: Global Constraint and B9: GM Succession.”** Motion brought by David, seconded by J. P., and **unanimously approved.**

Board Education:

Review Board Retreat and Goals for 2018 – The Board briefly reviewed December’s retreat.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from November, Retreat Minutes, GM Report for January, Self-Monitoring Report C6: Officers’ Roles.

Closings

Next Meeting Topics:

- Expansion open discussion – Bob update
- Member Communication Committee update
- GM Monitoring Report B1: Financial Conditions Q4 and YE 2017 – Bob
- Approve January Meeting Minutes – Liz
- Self-Monitoring Report D4: Monitoring the GM & D5: GM Compensation – Hal
- Self-Monitoring Report C5: Code of Conduct – PW
- GM Monthly Update – Bob
- Set GMM Agenda

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

7:43 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 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. 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.

Business Strategy Committee

Develop the brand of the Grain Train. Beginning January 18th, 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 15th, 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.

GMM Committee

Plan the 2018 General Membership Meeting (GMM). Beginning January 2018 and ending upon completion of the GMM. To be chaired by Mark with David, Lynn, Jim, Paula and Hal as members. Updates 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