

Approved 2/21/2017

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 18th, 2017 Meeting
Grain Train Business Office, 5:30 PM**

In attendance: Meagan Krzywosinski – President, David Heidtke – Treasurer, Hal Willens, Paula Welmers, Jim Tisdell, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Lynn Wolf – Vice President, Mark Blaauw-Hara – Secretary, John Paul Westbrook (J.P.), Allie Greenleaf Maldonado

Time Keeper: Meagan

Secretary: 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: (5:30 pm) Quorum determined

Preliminaries

Agenda Review – Added to General Business: Charter General Membership Meeting (GMM) Committee, GMM Date, Call for Candidates, Meeting Date, Dill Pickle Co-op, Personnel Policy. **Removed from Consent Agenda and Tabled until February Meeting:** Self-Monitoring Reports D4: GM Monitoring, D5: GM Compensation, C6: Officers’ Roles.

Open Member Forum – No owners were present.

General Business

GMM Date: **“Hold the GMM on Saturday, April 29th, 2017 at the North Central Michigan College Cafeteria”.** Motion brought by David, seconded by Paula and unanimously approved.

GMM Committee: **“Charter a GMM Committee for the express purpose of executing the GMM, beginning upon date of approval and ending April 29th, upon completion of the GMM. To be chaired by Meagan with Paula as a member. Updates to be brought to the Board on a monthly basis.”** Motion brought by Meagan, seconded by Paula and unanimously approved.

Call for Candidates: David, Allie, and Meagan have terms expiring in 2017. Paula will contact candidates from 2016 to ascertain interest.

Board Meeting Date: **“Move the Board Meeting to the third Tuesday of each month at 5:30 pm beginning in February.”** Motion brought by Hal, seconded by Paula, and unanimously approved.

Personnel Policy: **“Direct Bob to evaluate re-writing the drug and alcohol section of the personnel policy, as it is not in the Board’s purview under Policy Governance”.** Motion brought by David, seconded by Hal and unanimously approved.

Retreat Review: Proposed monthly check-in with goals and progress from the retreat. Discussion regarding survey of members is to be continued at the February meeting.

Proposed Marketing Committee: Discussion of branding, marketing, and business strategy. **“Charter a Business Strategy Committee for the express purpose of developing the brand of the Grain Train. To be chaired by Jim with Hal, Meagan, Mark, and Bob as members, with updates to be brought to the Board on a monthly basis.”** Seconded by Hal and unanimously approved.

Communication and Proposed Survey: Discussions of communication and member survey tabled, to be revisited based on updates from the Business Strategy Committee.

Charlevoix Store Email: Discussion. The Board has not identified expansion into new communities as a priority at this time; Meagan directed to respond on the Board’s behalf to that effect.

GM Compensation Committee: Committee (chartered 6/2016) to provide proposed GM Compensation at the February meeting.

Dill Pickle: Bob brought to the Board a request from the NCG Development Co-op for the Grain Train to commit a \$5,000 loan at 2% interest to help Dill Pickle Co-op in Chicago, IL finance a major expansion. As the Grain Train is preparing for its own future, the Board decided against the measure.

Board Decisions

GM Monitoring Report – Bob provided the reports in advance. **“Accept GM Monitoring Reports B2: Planning and Budgeting, B: Global Constraint and B9: Emergency GM Succession.”** Motion brought by Paula, seconded by Meagan and unanimously approved. **“Direct Bob to suggest changes to GM Monitoring Report B2 that would require timely submission of the annual budget.”** Motion brought by Hal, seconded by Jim and unanimously approved.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from November, Draft Board Retreat Minutes, GM Monthly reports for December and January

Board Education: Bob briefly noted that the Grain Train’s current methods of communication are weekly sales flyer emails and regular posts to the Grain Train’s Facebook page.

Closings

Next meeting is Tuesday, February 21st, 2017 at 5:30 pm.

Next Meeting Topics:

- 2017 Annual Calendar
- Business Strategy Committee report and open discussion
- GM Compensation Committee recommendations
- GM Monitoring Report B2 proposed changes
- Board Education: Education Committee recommendations
- Approve January Meeting Minutes – Liz
- Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation – J. P.
- Self-Monitoring Report C6: Officers’ Roles – LW

- Self-Monitoring Report C5: Code of Conduct – Mark
- GM Monitoring Report B1: Financial Conditions Q4 & Year-End – Bob
- GM Monthly Update – Bob
- CBLD Renewal

Motion to adjourn brought by David, seconded by Paula and unanimously approved.

7:30 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.

GMM Committee

Plan and execute the GMM. Beginning January 18th 2017 and ending in April upon completion of the GMM. To be chaired by Meagan with Paula as a member. Updates to be brought to the Board on a monthly basis.

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 to be brought to the Board on a monthly basis.

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