

Approved 3/21/2017

**Grain Train (GT) Natural Food Cooperative  
Board of Directors February 21<sup>st</sup>, 2017 Meeting  
Grain Train Business Office, 5:30 PM**

**In attendance:** Meagan Krzywosinski – President, Lynn Wolf – Vice President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary, John Paul Westbrook (J.P.), Allie Greenleaf Maldonado, Jim Tisdell, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Jack Laurent – Boyne City Store Manager

**Absent:** Hal Willens, Paula Welmers

**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.

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**Meeting called to order:** (5:30 pm) Quorum determined

**Preliminaries**

**Agenda Review** – No changes were made.

**Open Member Forum** – Jack Laurent was present to observe.

**General Business**

**Business Strategy Committee** – Jim provided an update on the committee’s meetings to date and the Board discussed. Allie joined the committee.

**Open Discussion, Expansion** – General discussion.

**GM Compensation Committee** – The committee will bring recommendations to the March meeting.

**Annual Calendar 2017** – Meagan presented an updated Annual Calendar and requested that Directors review the Agenda Items section for accuracy, informing Meagan of any necessary changes via email by March 6<sup>th</sup>, 2017. The calendar will be finalized at the March meeting.

**GMM Update** – Meagan provided an update on the GMM planning and the Board determined that it would like time at the meeting to address members. Meagan will create a proposed agenda to be reviewed at the March meeting.

**CBLD Renewal** – **“Authorize Meagan to renew the existing contract with CDS Consulting Co-op for 2017.”** Motion brought by Lynn, Seconded by Allie and unanimously approved.

**Charter Bylaw Review Committee** – JP will review the bylaws and bring any proposed changes to the Board at the March meeting.

## **Board Decisions**

**Proposed Change to Policy B2 – “Add to Policy B2: Business Planning and Financial Budgeting as B2.6: ‘Are developed after the beginning of any new fiscal year and that are not adjusted as needed, and at least quarterly, to better align with actual results.’”** Motion brought by Mark, seconded by Jim and unanimously approved.

**GM Monitoring Report** – Bob provided report in advance. **“Accept GM Monitoring Report B1: Financial Conditions Q4 and Year-End 2016.”** Motion brought by David, seconded by Allie and unanimously approved.

**Board Education:** Meagan reviewed the Education Committee’s meeting and presented proposals for future education topics.

## **Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from January (Allie abstained due to absence at January meeting), GM Monthly report for February, Self-Monitoring Reports D4: Monitoring the GM, D5: GM Compensation, C6: Officers’ Roles, and C7: Committee Principles.

## **Closings**

Next meeting is Tuesday, March 21<sup>st</sup>, 2017 at 5:30 pm.

### **Next Meeting Topics:**

- Directors to review 2017 Annual Calendar
- Business Strategy Committee report and open discussion
- Expansion open discussion
- GM Compensation Committee recommendations
- GMM update – agenda proposal
- Proposed Bylaw Amendments
- Board Education: Committee to present on “Cool Places”
- Report of Condition
- Treasurer’s report for GMM
- Approve February Meeting Minutes – Liz
- Self-Monitoring Report C5: Code of Conduct – Mark
- GM Monitoring Report B4 & B5: Membership & Consumers – Bob
- GM Monthly Update – Bob

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

**7:07 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 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. 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 18<sup>th</sup> 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 18<sup>th</sup>, 2017 and ending (?). To be chaired by Jim with Hal, Meagan, Mark, Allie 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**