

Approved 3/23/2016

Grain Train (GT) Natural Food Cooperative
Board of Directors February 24th, 2016 Meeting
Grain Train Business Office, 5:30 PM

In attendance: John Paul Westbrook (J.P.) – President, Meagan Krzywosinski – Vice President, David Heidtke – Treasurer, Paula Welmers, Allie Greenleaf Maldonado, Mark Blaauw-Hara, Liz Meeks – Support Services, Chelsea Jarvis

Absent: Hal Willens – Secretary, Jim Tisdell, Lynn Wolf, Robert Struthers (Bob) - General Manager (GM)

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: (5:32 pm) Quorum determined

Preliminaries

Agenda Review – J. P. reviewed the agenda. Thriving Petoskey discussion was added to General Business. Self-Monitoring Reports D & D1 were removed from the Consent Agenda and tabled until the March Meeting. Self-Monitoring Report C6: Officers' Roles was added to the Consent Agenda. Refining values discussion was added to Board Education.

Open Member Forum – J. P. spoke as a member to bring the Board's attention to a February 10th Wall Street Journal article about Whole Foods Markets and the future of supermarkets.

General Business

General Membership Meeting (GMM) Agenda – Meagan reported on GMM planning progress and indicated that the agenda will be similar to that of the 2015 GMM. The GMM Committee is to meet before the March 23rd Board Meeting. J. P. gave an update on his progress creating the Board Report for the GMM. The Board discussed possibilities for a GMM theme and member engagement activities which Chelsea and Liz will take to the staff marketing team.

2016 Annual Calendar – J. P. met with members of the Education Committee regarding upcoming Board Education topics. The March Board Education will change from Visioning I to Footprint Options, and the Education Committee will meet to discuss additional changes before the March Board Meeting.

2016 Board Budget – J. P. reported progress to the Board and emailed a sample budget provided by consultant Ben Sandel to the Board. Decision tabled until the March Meeting.

Thriving Petoskey – Allie and Meagan attended a Petoskey Chamber of Commerce event about conscious capitalism; Allie summarized the event and the Board discussed. Directors are to consider whether involvement with this initiative would fall under Board purview or operations; discussion to continue at the March Board Meeting.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q4 and Year-End 2015 – Bob provided the report in advance and the Board discussed. J. P. moved to accept the report as written. Seconded by David and **unanimously approved.**

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from January, Self-Monitoring Reports C5: Code of Conduct and C6: Officers' Roles.

David moved that the Board direct the Board President to inform members who have missed at least three meetings of attendance requirements as stated in Bylaw 5.4 and his attendance relative to the requirements. Seconded by J. P. and **unanimously approved.**

Board Education

Values – Meagan presented the grouped and refined organizational values from the November retreat (attached to these minutes), and the Board discussed. Participants in the next phone meeting with Ben Sandel will seek feedback from him regarding the next steps for the values discussion.

Member FAQ's – The Board discussed anticipating questions from owners at the GMM and unifying the Board's message regarding the Grain Train's dynamic future.

Closings

Review Decisions and Tasks

Discussed possible GMM themes and activities

Next Meeting Topics:

- Proposed Board Education schedule from Education Committee & finalize Annual Calendar
- 2016 Board Budget Decision
- Thriving Petoskey Discussion continued
- Board Education: Footprint Options - Bob
- Finalize agenda for GMM
- Approve February Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – J. P.
- Self-Monitoring Reports D: Global BOD-Mgmt. Relationship and D1: Unity of Control - Jim
- GM Monthly Update – Bob
- GM Monitoring Report B3 (or other based on Calendar review decision) – Bob
- Patronage rebate decision/restricted funds discussion

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

7:40 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)

Proposed **Grain Train Values**

Community

Creating a strong sense of community through education, presence, participation and always ongoing transparency within our environment.

Education

Educating on whole foods, budgeting, cooking, cooking on a budget and being a leader in building a strong sense of Co-op awareness and healthy lifestyle for generations to come.

Team and Service Oriented Culture

Our team is focused on working individually and together to understand not only our products but our services and the needs/wants of our owners and customers. We create an environment that is friendly, warm and inviting.

Transparency

Being open, honest and timely in communication to our members and customers.