

Approved 4/27/2016

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 23rd, 2016 Meeting
Grain Train Business Office, 5:30 PM**

In attendance: John Paul Westbrook (J.P.) – President, Meagan Krzywosinski – Vice President, David Heidtke – Treasurer, Hal Willens – Secretary, Allie Greenleaf Maldonado, Jim Tisdell, Lynn Wolf, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Susan Conklin – Owner, Anne Rozycki - Owner

Absent: Paula Welmers, Mark Blaauw-Hara

Time Keeper: Meagan

Secretary: Hal/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 – J. P. reviewed the agenda. No changes were made.

Open Member Forum – Susan Conklin, candidate for the Board, was present to introduce herself and to observe. Staff member Anne Rozycki spoke as a member to express concern about the Co-op's priorities and stayed to observe the meeting.

General Business

General Membership Meeting (GMM) Update – Meagan provided an update on the GMM planning and suggested changes to the meeting announcement post card. The Board approved staff's recommendation to open voting on April 15th. Allie volunteered to chair the Election Committee, and Meagan offered to complete the Election Report in her stead.

Call for Officer Candidates – J. P. encouraged current directors to consider serving as officers.

Patronage Rebate – David moved that the Grain Train Board declare 100% of profits from qualifying member purchases in 2015 as patronage rebate. Twenty percent of this total is to be distributed to members according to past practice with the remainder retained as member equity to be used as the Board shall determine at a future time. Seconded by Jim and **unanimously approved.**

2016 Annual Calendar – J. P. reviewed changes made to the Annual Calendar by the Education Committee and mentioned efforts to better train new Board Members.

2016 Board Budget – David provided a proposed budget in advance and the Board discussed. The Board requested that "Compensation" be changed to "Discounts." David moved to add \$3,000 to the other training budget, bringing it to \$4,000 total. Seconded by Allie and **unanimously approved.** The Board is to research and decide on CCMA attendance at the April meeting.

Thriving Petoskey – The Board discussed potential Grain Train involvement with the Thriving Petoskey initiative. Allie moved that the Board appoint an attendee and an alternate to participate

in Thriving Petoskey along with one Grain Train staff member. Seconded by Meagan and **unanimously approved.**

Contracts with Wegner CPAs - J. P. moved that the Board authorize Bob and J. P. to sign contracts with Wegner CPAs to complete the Grain Train's 2015 income tax return and financial review. Seconded by Hal and **unanimously approved.**

Board Decisions

GM Monitoring Reports B4: Membership and B5: Consumers - Bob provided the reports in advance and the Board discussed. David moved to accept the reports. Seconded by Lynn and **unanimously approved.**

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from February, GM Monthly reports from February and March, Self-Monitoring Reports C7: Committee Principles, D: Global Board-Management Connection and D1: Unity of Control.

Board Education

The Grain Train's Growth - Bob presented information related to the Grain Train's growth, potential strategies to accommodate continued growth, and the Co-op's financial reality. The Board discussed, and authorized the Financial Oversight Committee to research and draft proposed changes to policy B1: Financial Condition and Activities.

Closings

Review Decisions and Tasks

J. P. summarized the decisions made.

Next Meeting Topics:

- Schedule officer elections
- CCMA Decision
- Annual Reports finalized - due mid-April
- Finalize agenda for GMM
- Board Education: Co-op trends - Bob
- Approve March Meeting Minutes - Liz
- Self-Monitoring Report C: Global Governance and D: Board-Management Connection - Lynn
- GM Monthly Update - Bob

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

7:32 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 Allie as a member. 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)