

Approved 5/18/2016

**Grain Train (GT) Natural Food Cooperative  
Board of Directors April 28<sup>th</sup>, 2016 Meeting  
Grain Train Business Office, 5:30 PM**

**In attendance:** John Paul Westbrook (J.P.) – President, David Heidtke – Treasurer, Hal Willens – Secretary, Allie Greenleaf Maldonado, Paula Welmers, Mark Blaauw-Hara, Jim Tisdell, Lynn Wolf, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**Absent:** Meagan Krzywosinski – Vice President

**Time Keeper:** Hal

**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** – J. P. spoke as a member about his experience at a recent Thrive 45 meeting and the Board discussed ongoing community efforts.

**General Business**

**General Membership Meeting (GMM) Update** – Meagan met with J. P. before the meeting and he reported on GMM preparations in her stead. Preparations are going smoothly.

**Call for Officer Candidates** – J. P. encouraged current directors to consider serving as officers. Hal indicated that he does not want to continue in his role as Secretary.

**Parking Lot Cleanup** – The Board reviewed outstanding board work and tabled topics, removing some completed tasks and outdated topics and clarifying others.

**Officer Elections** – The election of officers will be held in August. The Board discussed adding a procedure for filling officer vacancies to the Procedural Manual: an officer position vacated by a board member in that position leaving the board after the annual election may be appointed by the board until the formal election in August.

**Consumer Cooperative Management Association (CCMA) Conference Recommendation** – Paula presented recommendations from the Education Committee regarding CCMA Conference attendance (attached to these minutes) and the Board discussed. Hal moved to include in prospective candidate materials the expectation that new Board Members attend either the first or the second training available after they join the Board. Seconded by David and unanimously approved. David suggested that Board Members bring further motions to the May meeting.

## **Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from March, GM Monthly report for April, Self-Monitoring Reports C: Global Governance and D: Global Board-Management Connection.

## **Board Education**

**Cooperative Trends** – Bob presented information about national trends affecting cooperative grocers and the Board discussed. J. P. proposed that the Board continue the discussion as the Board Education topic for the May meeting.

## **Closings**

### **Review Decisions and Tasks**

J. P. summarized the decisions made.

#### **Next Meeting Topics:**

- CCMA Decision – motions
- Continue Parking Lot cleanup
- Board Education: Co-op trends conversation continued
- Approve April Meeting Minutes – Liz
- Self-Monitoring Report C1: Governing Style – Mark
- GM Monitoring Report B1: Financial Conditions Q1 – Bob
- GM Monthly Update – Bob

Lynn moved to adjourn the meeting. David seconded the motion. Unanimously approved.

**7:43 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*
- *GMM- Planning and Managing the GMM*

*Discussion of Bylaw 5.2 (Powers and Duties), subsections n. and o.– Board positions on cooperative and environmental issues*

*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 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. Updates to be brought before the Board at least annually.

### **GMM Committee 2016**

Organize the GMM for 2016, beginning upon approval and ending upon successful completion of the GMM. To be chaired by Meagan with Lynn, Mark, JP, and owner Marita Hackl as committee members, with updates to be brought before the Board on a monthly basis.

### **2016 Election Committee**

Meet Board Bylaw requirements for the Grain Train Board election in 2016. Committee is to be chaired by Allie with Meagan as a member and will end following submission of the Post-Election Report.

## **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

## Recommendations to the Grain Train Board of Directors from the Education Committee.

April 15, 2016

Meagan, Dave, and Paula met to discuss the merits of sending one or more members to the Consumer Cooperative Management Association (CCMA) conference June 9-11, 2016, in Amherst, Massachusetts, as discussed at the March 2016 Board meeting.

We took into consideration:

- The fair amount of educational resources available to us via our paid membership to CBLD;
- Meetings closer to home that could duplicate much of the material offered at the more costly CCMA conference.
- Time and expense required to attend CCMA (5 days including a day of travel on each end; at least \$1,200 per attendee).

We recommend to the Board that we not send members to the CCMA conference at this time but instead focus our resources on:

1. All new Board members attend the CBLD 101 leadership meeting on May 14, 2016, in Mt. Pleasant;
2. At least 2 Board members attend the CBLD Co-Op Cafe on October 22, 2016, in Ann Arbor. This year's topic is **Change with Courageous Leadership**. "Excellent leadership requires courage in the face of all manner of change, and we are in the middle of a profound cultural change. More than ever, people want the products and services our food co-ops offer. Competition in our market is both raising the stakes (more at risk) and the bar (more expected.)"
3. Look to find ways to utilize the video and written resources available in the CDS library more effectively. Perhaps selecting some to discuss at board meetings.
4. Assess our educational needs and select the most effective ways to satisfy them.