

Approved 6/15/2016

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 18th, 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, Jim Tisdell, Lynn Wolf, Mark Blaauw-
Hara, Liz Meeks – Support Services

Absent: Allie Greenleaf Maldonado, Paula Welmers, Robert Struthers (Bob) - General Manager
(GM)

Time Keeper: Meagan

Secretary: Hal/Liz

Ends Statement: Grain Train Natural Food Cooperative exists so that our community is in-
spired to make well-informed healthy choices that support both people and planet.

Meeting called to order: (5:31 pm) Quorum determined

Preliminaries

Agenda Review – J. P. reviewed the agenda. A discussion of the 2016 Election tie between J. P. Westbrook and Paula Welmers for a three-year vs. a two-year term was added to General Business.

Open Member Forum – Mark spoke as a member wondering why the Grain Train doesn't sell alcohol in Boyne City and was directed to Bob for the answer. Meagan expressed appreciation for the staff and their consideration of store layout after her recent trip to another co-op.

General Business

General Membership Meeting (GMM) Report – Meagan summarized the GMM and thanked the staff for being instrumental to its success. Meagan also provided the Post-Election Report for review (attached at the end of these minutes). J. P. brought for future consideration the possibility of proposing a bylaw change which would allow the GMM to be held in the summer and making it more of a social event. Hal suggested having two events, keeping the GMM and adding a social/member engagement event. With growth discussions in progress, opportunities to engage with members will become more critical.

Parking Lot Cleanup – The Board reviewed outstanding board work and tabled topics, removing some completed tasks and outdated topics. Meagan is tasked with reviewing and revising the GMM planning procedures for the June meeting. The parking lot will continue to be a place for possible future education events to be “parked”.

Consumer Cooperative Management Association (CCMA) Conference Recommendation – The Board continued its discussion of the Education Committee's recommendations from the April meeting. J. P. moved to accept the committee's recommendation that the Board offer funding for at least two Board Members to attend the Cooperative Board Leadership Development (CBLD) Co-

operative Café Event on October 22nd, 2016 in Ann Arbor, Michigan. Seconded by Meagan and **unanimously approved.** Additionally, the Board directed the Education Committee to act on the following recommendations of the committee: find ways to utilize the video and written resources available in the CDS Consulting Cooperative library more effectively, perhaps selecting some to discuss at Board Meetings; assess the educational needs of the Board and select the most effective ways to satisfy them. David requested that Board Members direct the Education Committee to any specific resources they would like considered in advance of the June Board Meeting.

Election Tie – Because J. P. and Paula tied for the third open three-year term, the Board is to decide which of them will serve a three-year and which will serve a two-year term. J. P. volunteered to accept the two-year term, and the Board accepted J. P.'s proposal. The Election results are amended as follows: Paula Welmers was elected to a three-year term, and J.P. Westbrook was elected to a two-year term.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q1 2016 – Bob provided the report in advance and the Board discussed. J. P. moved that the Financial Oversight Committee reconvene and review policy B1 and to define adequate net income. Seconded by Jim and **unanimously approved.** David nominated Jim and Hal to join the Financial Oversight Committee and both accepted. Seconded by J. P and **unanimously approved.** Mark moved to accept the report. Seconded by Lynn and **unanimously approved.**

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from April, GMM Minutes, GM Monthly report for May, Self-Monitoring Report C1: Governing Style.

J. P. moved to accept the Post-Election Report, and Mark seconded. David requested the friendly amendment that the statistics for emails sent that reached valid member email addresses be added to the report. **Unanimously approved.**

David proposed that the Post-Election Report Template be officially adopted into the procedural manual and the Board agreed.

Board Education

Cooperative Trends – David moved to table the continued discussion of Cooperative Trends until the June Meeting. Seconded by J. P. and **unanimously approved.**

Mark will be joining the Education Committee.

Closings

Review Decisions and Tasks

J. P. summarized the decisions made.

Next Meeting Topics:

- Charter GM Compensation Committee – decision due in December
- Board Education: Co-op trends conversation continued
- Approve May Meeting Minutes – Liz
- Self-Monitoring Report C2: The Board's Job - Hal
- GM Monitoring Report A: Ends – Bob

- GM Monthly Update – Bob

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

6:38 pm, meeting adjourned.

Parking Lot Topics

Board Education: Retail Basics, Emerging Topics concerning the Grain Train

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

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.

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

The Annual 2016 GMM Election and Post-Election results include:

1. Election Committee
Allie Greenleaf Maldonado, Director
Meagan Krzywosinski, Vice President
2. The election committee followed previously designed “election procedures” for ballots and tabulation. All guidelines were followed including the selection of a staff member and a general member (Sue Conklin) to count the ballots.

The total results are to follow:

2,580 members
1,603 emails sent, of which 1,546 were to valid addresses
238 total verified votes
 198 electronic votes
 41 paper ballots
 2 unverified ballots

9.2% of the members voted

Election Results

- | | | |
|---------------------|-----|--|
| 1. Mark Blaauw-Hara | 183 | |
| 2. Hal Willens | 177 | |
| 3. Paula Welmers | 175 | |
| 4. J. P. Westbrook | 175 | |
| 5. Lynn Wolf | 159 | |
| 6. Edgar Jacobs | 100 | (not elected based on seats and tabulations) |
| 7. Matt Coston | | write-in not a member |
| 8. Ryan Nelson | | write-in not a member |