

Approved 9/21/2016

**Grain Train (GT) Natural Food Cooperative  
Board of Directors July 20<sup>th</sup>, 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, Paula Welmers, Jim Tisdell, Lynn Wolf, Mark Blaauw-Hara, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**Absent:**

**Time Keeper:** Meagan

**Secretary:** Hal

**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** – Board Education was moved from the end of the meeting to the first item following preliminaries. Topics of Officer Elections and Conscious Capitalism were added to General Business.

**Open Member Forum** – No members were present; Board Members took the opportunity to express appreciation for the store’s offerings and to ask questions as members.

**Board Education**

**Boyer City Project** – Dylan presented data on trends in the Boyne City store, and Bob presented analysis of the Boyne City project relative to projections.

**Consent Agenda**

**Approved Unanimously:** Draft Board Meeting Minutes from June, GM Monthly report for July, Self-Monitoring Report C3: Agenda Planning.

**General Business**

**Policy Register Review** – **“Accept the Policy Register as currently written, including tracked changes.”** Motion brought by J. P., seconded by Allie and unanimously approved.

**Charter Retreat Committee** – Motion: **“Charter a Retreat Committee for the express purpose of planning and executing the 2016 Board Retreat, beginning upon date of approval and ending upon completion of the 2016 Board Retreat. Mark, Allie, Lynn and J. P. will serve on the committee with Meagan as chairperson. Update will be provided at the August meeting.”** Meagan moved, seconded by J. P. and unanimously approved.

**Minute-Taking Criteria – “The minutes of Board meetings shall include actions of the Board including: motions, decisions, votes and procedural actions. Discussion of issues that arise during the course of the meeting shall not be included in the minutes unless they are accompanied by a motion. Motions can be made to consider an item for a future agenda.”** Motion brought by David, seconded by J. P. and unanimously approved.

**GM Compensation Committee – “Allie will be added to the membership of the GM Compensation Committee chartered at the June Board Meeting.”** Motion brought by David, seconded by Meagan and unanimously approved.

**Officer Elections –Hal nominated Mark for Secretary; J. P. seconded. Meagan nominated David for Treasurer; Mark seconded. Allie nominated Meagan for President; Lynn seconded. Allie nominated Lynn for Vice President; Paula seconded. Other nominees declined. The candidates are as follows:**

President – Meagan

Vice President – Lynn

Treasurer – David

Secretary – Mark

**Conscious Capitalism** – Meagan provided an update on the Petoskey Chamber of Commerce’s Conscious Capitalism effort.

### **Board Decisions**

**GM Monitoring Report B6: Staff**– Bob provided the report in advance and the Board discussed. **“Add Co-op adaptation to the Parking Lot as a future Board Education subject.”** Motion brought by Hal, seconded by Meagan and unanimously approved. **“Accept GM Monitoring Report B6: Staff.”** Motion brought by Hal, seconded by Meagan and unanimously approved.

### **Closings**

Next meeting is Wednesday, August 17<sup>th</sup>, 2016 at 5:30 pm.

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

- Board Education: Internal Financial Controls
- Approve July Meeting Minutes – Liz
- Self-Monitoring Report C4: Meetings – Paula
- GM Monitoring Report B1: Financial Conditions Q2 – Bob
- GM Monthly Update – Bob
- Officer Elections
- Board Budget 2017
- C3 Policy Update Decision

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

**7:44 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*

### **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.

#### **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