

Approved 10/20/2016

**Grain Train (GT) Natural Food Cooperative
Board of Directors September 21st, 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, Paula Welmers, Jim Tisdell, Lynn Wolf, Mark Blaauw-Hara, Liz Meeks – Support Services

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

Time Keeper: Meagan/Lynn

Secretary: Hal/Mark

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 – “Add member communication as an agenda item for a future meeting.”

Motion brought by Hal, seconded by Paula and unanimously approved. **“Table GM Monitoring Report B1 until the October Board meeting.”** Motion brought by David, seconded by J. P. and unanimously approved. **“Table the Board Education topic of Internal Financial Controls until the October Board meeting.”** Motion brought by David, seconded by Meagan, and unanimously approved. Self-Monitoring report C8 was removed from the consent agenda and tabled until the October Board meeting.

Open Member Forum – Hal spoke as a member to share an update from the Local Food Alliance.

General Business

October Meeting Date – The October Board meeting will be held on Thursday, October 20th, 2016 at 5:30 pm. Meetings will resume the regular schedule (third Wednesday of each month) in November.

Officer Elections – Nominees were named at the July Board meeting and an uncontested election was conducted by voice vote with the following unanimous results:

President: Meagan Krzywosinski

Vice President: Lynn Wolf

Treasurer: David Heidtke (re-elected)

Secretary: Mark Blaauw-Hara

“The Board would like to thank J. P. Westbrook for his seven years of exceptional leadership as Board President.” Motion brought by David, seconded by Meagan and unanimously approved.

Board Budget 2017 – “The Board will adopt for 2017 the budget as presented and accepted at the March 2016 Board meeting”. Motion brought by David, seconded by J. P. and unanimously approved. The budget is attached to these minutes.

Policy Update: C3 – Agenda Planning: “The Board of Directors should adopt Cooperative Board Leadership Development (CBLD)’s revised policy template for policy C3, but retain C3.3 and C3.4, modified to end the sentence after ‘monitoring reports’.” Motion brought by David with a friendly amendment from Mark, seconded by Lynn and unanimously approved. Policy C3 will be revised to the following:

Policy Type: Board Process
Policy Title: C3 – Agenda Planning
Last Revised: **March 13, 2011**

We will follow a strategic multi-year work plan and annual agenda that focuses our attention upward and outward.

1. We will create, and modify as necessary, an annual calendar that includes tasks and events related to our multi-year work plan, membership meetings, Board training schedule, monitoring schedule, and the GM evaluation and compensation decisions as outlined in our Board-Management Relationship policies.
2. Board meeting agendas will be determined by the Board president, and may be modified at the meeting by a majority vote of the Board.
3. Throughout the year, we will attend to consent agenda items as expeditiously as possible.
4. We will limit the amount of meeting time taken up by Executive Limitations monitoring reports.

Board Retreat Committee Update – Meagan provided an update on retreat planning. The retreat will be held Saturday, December 3rd, 2016 from approximately 8:30 am until 4:00 pm in the First Community Bank boardroom, 200 East Main Street, Harbor Springs. The retreat committee will bring theme ideas to the October Board meeting. Regular Board calls with CBLD Consultant Ben Sandel will be held at 7:30 am on the third Thursday of each month.

Board Decisions

GM Monitoring Report B7: Board Communication and B8: Board Support – Bob provided the reports in advance. **“Accept GM Monitoring Reports B7: Board Communication and B8: Board Support.”** Motion brought by J. P., seconded by Paula and unanimously approved.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from July, GM Monthly reports for August and September, Self-Monitoring Report C4: Meetings.

Closings

Next meeting is Thursday, October 20th, 2016 at 5:30 pm.
Financial Oversight Committee to meet in October

Next Meeting Topics:

- Board Education: Internal Financial Controls – Bob

- Approve September Meeting Minutes – Liz
- Self-Monitoring Report C8: Governance Investment – Jim
- Self-Monitoring Reports D: Global Board-Management Relationship and D1: Unity of Control – Allie
- GM Monitoring Report B1: Financial Conditions Q2 – Bob
- GM Monitoring Report B3: Asset Protection – Bob
- GM Monthly Update – Bob
- Retreat Agenda
- Member Communication
- Charter Bylaw Committee

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

7:00 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 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.

GM Compensation Committee

Recommend GM Compensation for 2016-17. Beginning June 2016 and ending upon Board acceptance of a GM compensation package for 2016-17. To be chaired by J. P. with Jim, Lynn, and Allie as members. Recommendation is to be brought to the Board at the August 2016 meeting.

Retreat Committee

Plan and execute the 2016 Board retreat. Beginning July 2016 and ending upon completion of the 2016 Board retreat. Mark, Allie, Lynn, and J. P. will serve on the committee with Meagan as chair. Update to be brought to the August 2016 meeting.

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

| | 2017 Budget | 2015 Ac- tual | Notes |
|-----------------------------|------------------------|--------------------------|---|
| Professional | | | |
| Discount | \$10,500 | \$10,423 | Some co-ops compensate boards. Assume 9 directors, 12 mo, \$50/mo |
| Professional Fees | \$500 | \$344 | Legal consulting |
| Insurance | \$3,970 | \$3,969 | Director & Officer insurance |
| Board Development | | | |
| Retreat | \$1,000 | \$1,334 | Consultant travel expenses, food and supplies. |
| other training | \$4,000 | \$898 | training opportunities, like CBL 101 & Leadership Training, etc |
| CBLD | \$6,850 | \$6,650 | annual fee |
| Subscriptions | \$50 | \$35 | Cooperative Grocer and other subscriptions for all board members. |
| Member Linkage | | | |
| Member meetings | \$2,800 | \$2,708 | Annual member meeting expenses. |
| Annual Report | \$1,200 | \$1,184 | Printing and production costs. |
| member events - other | | | expenses for board to engage with members. |
| Other Expenses | | | |
| Board Meetings | \$1,000 | \$1,683 | food, supplies |
| Misc/Unplanned | <u>\$1,000</u> | - | |
| TOTAL | \$32,870 | \$29,228 | |
| Budget as % of Sales | 0.41% | 0.44% | |
| Annual Sales | \$8,090,800 | \$6,686,611 | |