

Approved 10/17/2017

Grain Train (GT) Natural Food Cooperative
Board of Directors September 25th, 2017 Meeting
Grain Train Business Office, 6:00 PM

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

Absent:

Time Keeper: Lynn

Secretary: 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: (6:00 pm) Quorum determined

Preliminaries

Agenda Review – Self-Monitoring Report C2: The Board’s Job was moved from the Consent Agenda to Board Decisions.

Open Member Forum – No members were present. Board Members took the opportunity to give feedback as individual owners.

General Business

Open Discussion, Expansion – Discussion.

Member Communication – Discussion. **“Charter a Member Communication Committee with the following purpose: work with the Grain Train staff to develop a communication strategy proposal that will fulfil the Board’s duties under sections 6.2.k and 5.2.m of the Bylaws. To be chaired by Meagan, with Allie, Jim, and Hal as members; updates to be brought to the Board on a monthly basis.”** Motion brought by Meagan, seconded by Mark, and unanimously approved.

Retreat Date – The Board Retreat will be held on Saturday, December 9th, 2017 from 8:30 am until 4:00 pm in the First Community Bank boardroom at 200 East Main Street, Harbor Springs.

Business Strategy Committee Report/Discussion – Mark presented the committee’s final draft of the mission statement and the Board discussed. **“Accept the following as the Grain Train’s new mission statement: “The Grain Train Cooperative commits to being a welcoming, trusted source of natural and organic food and products delivered through the shopping experiences our communities desire.”** Motion brought by Mark, seconded by Paula and unanimously rejected. The Board will consider using this statement for another purpose at the October meeting

or Board Retreat. Bob presented an alternative mission statement and the Board discussed before tabling the decision until the October Meeting.

Board Decisions:

Self-Monitoring Report C2: The Board's Job – The Board discussed the non-compliant result. **“Accept Self-Monitoring Report C2: The Board's Job as non-compliant with the action plan that the Member Communication Committee was chartered to address the problem.”** Motion brought by Hal, seconded by Meagan and unanimously approved.

GM Monitoring Reports – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Report B7: Board Communication.”** Motion brought by David, seconded by Paula and approved with 8 votes in favor and 1 opposed. **“Accept GM Monitoring Report B8: Board Support.”** Motion brought by Paula, seconded by Hal, and unanimously approved.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from August, GM Report for September, Self-Monitoring Report C8: Governance Investment.

Closings

Next Meeting Topics:

- Expansion open discussion
- Final mission statement vote
- Member Communication Committee update
- Board Education: Board Retreat Topics – come with top 3 interests
- GM Monitoring Report B3: Asset Protection – Bob
- Approve September Meeting Minutes – Liz
- Self-Monitoring Report D: Global Board-Management Relationship & D1: Unity of Control - Lynn
- GM Monthly Update – Bob

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

7:59pm, 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.

Business Strategy Committee

Develop the brand of the Grain Train. Beginning January 18th, 2017 and ending (?). To be chaired by Jim with Hal, Meagan, Mark and Bob as members. Updates are to be brought before the Board monthly.

Disaster Relief Fund Committee

Explore the possibility of creating a disaster relief fund and policies for distributing the fund. Beginning August 15th, 2017 and ending upon submission of recommendations to the Board. To be chaired by Mark with J. P. and Allie as members.

Member Communication Committee

Work with the Grain Train staff to develop a communication strategy proposal that will fulfill the Board's duties under sections 6.2.k and 5.2.m of the Bylaws. To be chaired by Meagan, with Allie, Jim, and Hal as members. Updates are to be brought before the Board monthly.

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

January 2017: Restricted Funds Motion