

Approved 11/21/2017

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 17th, 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: Mark/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 – November Meeting Date was added to General Business.

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

General Business

Business Strategy Committee Report/Discussion – Jim presented the proposed statement. **“Accept ‘Making a difference, one bite at a time’ as the new mission statement”**. Motion brought by David, seconded by Paula and accepted with 6 in favor and 3 opposed.

Open Discussion, Expansion – Discussion.

Member Communication Committee Report – Meagan presented an update on the committee’s progress and the Board discussed.

Education Committee Report – Paula provided an update.

November Meeting Date – The Board discussed and decided to meet on Tuesday, November 21st as scheduled.

Board Decisions:

GM Monitoring Report – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B3: Asset Protection.”** Motion brought by Dave, seconded by J. P., unanimously approved.

Board Education:

Board Retreat Topics/Agenda – The Board discussed potential topics for the 2017 retreat. Meagan will confer with CDS Consultant Ben Sandel on their next phone conversation and bring a proposed agenda to the November Board Meeting.

Audit of 2017 Finances – “Instruct Bob to schedule an Audit with Wegner CPAs of the Grain Train’s 2017 finances.” Motion brought by Dave, seconded by Paula and unanimously approved.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from September, GM Report for October.

Closings

Next Meeting Topics:

- Expansion open discussion
- Member Communication Committee update
- Finalize Retreat Agenda
- CBLD Renewal
- GM Monitoring Report B1: Financial Conditions Q3 – Bob
- Approve October Meeting Minutes – Liz
- Self-Monitoring Report D: Global Board-Management Relationship & D1: Unity of Control – Lynn
- Self-Monitoring Report D2: GM Accountability & D3: Delegation to the GM – Mark
- GM Monthly Update – Bob

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

7:44pm, 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. Hal left the committee at the October 2017 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