

Approved 2/19/2019

Grain Train (GT) Natural Food Cooperative
Board of Directors November 20th, 2018 Meeting
Grain Train Business Office, 6:00 PM

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

Absent: Allie Greenleaf Maldonado

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 – No changes were made.

Open Member Forum – No members were present.

General Business

Member Communication Committee Report – Meagan provided an update.

GT Team Member Handbook – Brief discussion of the intention behind Board Members familiarizing themselves with the document. Bob noted that he has contacted an attorney to review the handbook.

Bylaw Committee – JP provided an update.

Investment Committee – David provided an update.

4 Front Business Resolution – **“Accept the resolution to open a business banking account at 4Front”** Motion brought by Lynn, seconded by JP and **unanimously approved.**

C7: Committee Principles Subcommittee Report – David provided an update.

C8: Governance Investment – Hal provided the report in advance and the Board discussed the non-compliant result. **“Approve Self-Monitoring Report C8: Governance Investment as written, with the action plan that the board will adopt a budget at or before the December Meeting.”** Motion brought by Meagan, seconded by Paula and **unanimously approved.**

Consumer Cooperative Management Association (CCMA) Cost – Hal reported back on his research about CCMA’s annual conference and provided the cost estimate in advance. **“Include \$5,500 in the Board’s 2019 budget for three Board Members or delegates to travel to and attend the 2019 CCMA Conference and report back to the Board.”** Motion brought by Meagan, seconded by Paula and **unanimously approved.**

Budget for 2019 – Discussion. **“Set the 2019 Board budget at \$40K.”** Motion brought by Hal, seconded by David, **unanimously approved.**

Retreat Committee – Meagan provided an update and the Board discussed preparations for the retreat on Saturday, December 8.

Board Decisions

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

GM Monitoring B1: Financial Conditions Q3 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Q3.”** Motion brought by J. P., seconded by Lynn and **unanimously approved.**

Board Education

Store and Café Update – Bob provided an update.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from September, GM Monthly Reports from October and November, Self-Monitoring Reports D: Global Board-Management Relationship, D1: Unity of Control, D2: GM Accountability, and D3: Delegation to the GM.

Closings

Next Meeting Topics:

- Member Communication Committee update
- Bylaw Proposal for 5.9 and 5.10
- Committee Reporting Template Proposal – David
- CDS Consulting call update – Meagan
- Approve November Meeting Minutes – Liz
- Self-Monitoring Reports: D4: Monitoring the GM & D5: GM Compensation – Drew; C6: Officers – Allie
- Self-Monitoring Report B2: Planning & Budgeting; B:Global Constraint & B9: GM Succession
- GM Monthly Update – Bob

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

7:37 pm, meeting adjourned.

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. November 2017: charged with making a recommendation regarding the Grain Train's growing cash reserve.

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 and Hal as members. Updates are to be brought before the Board monthly.

GM Compensation Committee

Propose an efficient and effective GM evaluation system and re-evaluate policies D4 and D5, providing recommendations for changes to the Board if necessary. Beginning February 20, 2018 and ending upon submission of recommendations in April 2018. To be chaired by Meagan with Allie and Lynn as members; updates are to be brought before the Board on a monthly basis.

Governing Style Committee

Examine Bylaw Article V: Board of Directors to ensure they are consistent with current technology, examine Bylaws Article VI: Officers to determine when the President is empowered to make decisions on behalf of the Board, and bring recommendations to the Board on both topics. To be chaired by J. P. with Meagan, Mark, and Allie as members. Beginning May 2018 and ending upon a decision from the Board based on the committee's recommendations. Results are to be brought before the Board at the June 2018 Board Meeting.

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

Re-evaluate Patronage vs. Discounts

Outstanding Board Work Reminders

Bylaw clarifications:

Individual vs. household membership - patronage

Board Procedural Handbook section(s):

Board Members' behavior during Staff Meetings (AM)

Board Member Exit Interviews

January 2017: Restricted Funds Motion