

Approved 03/19/19

**Grain Train (GT) Natural Food Cooperative**  
**Board of Directors February 19<sup>th</sup>, 2019 Meeting**  
**Grain Train Business Office, 6:00 PM**

**In attendance:** Meagan Krzywosinski – President, Lynn Wolf – Vice President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Hal Willens, Drew Anderson, Liz Meeks – Support Services, Keri Borgeld, Katie Varoni, Anne Rozycki – Visitors

**Absent:** Paula Welmers, Robert Struthers (Bob) - General Manager (GM)

**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.

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**Meeting called to order:** (6:00 pm) Quorum determined

**Preliminaries**

**Agenda Review** – GM reports for January and February were tabled until the March Meeting.

**Open Member Forum** – Keri Borgeld, Katie Varoni, and Anne Rozycki were present to observe the meeting and used this time to address their observations from working in the store to the Board.

**General Business**

**Member Communication Committee Report** – Meagan provided an update.

**Bylaw Committee** – The committee provided the proposed changes in advance. **“Accept the committee’s proposed change as amended to bylaw 5.9 for presentation to the members”** Motion brought by Allie, seconded by J. P. and **unanimously approved**. The final proposed amendment is attached to these minutes.

**“Accept the committee’s proposed change to bylaw 5.10 for presentation to the members.”** Motion brought by J. P., seconded by Mark and **unanimously approved**.

**Investment Committee** – David provided an update. **“Accept the committee’s recommendation that no short-term cash investments be made at this time.”** Motion brought by Hal, seconded by David and **unanimously approved**.

**C7: Committee Principles Subcommittee Vote** – The committee proposed a template for committee work and reporting. **“Adopt the template as a guideline for future committee work.”** Motion brought by Lynn, seconded by Hal and **unanimously approved**.

**Consumer Cooperative Management Association (CCMA)** – Meagan reminded Board members to consider attending.

**General Membership Meeting (GMM)** – Meagan provided an update in advance with recommendations from Marketing for a date. **“Schedule the GMM for Saturday, April 27<sup>th</sup>, 2019.”** Motion was brought by Meagan and not seconded. **“Schedule the GMM for Sunday, April 28<sup>th</sup>, 2019.”** Motion brought by Meagan, seconded by Lynn and **approved with 7 in favor and one opposed.**

**“Charter the committee named GMM 2019, for the express purpose of fulfilling the requirements of the 2019 GMM event. Beginning upon date of approval and ending upon completion of the 2019 GMM. To be chaired by Meagan with Lynn and Drew as members.”**

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

**Audit by Wegner, CPAs** – Meagan provided an update.

**CBLD Contract 2019** – **“Renew the contract with CDS Consulting for 2019.”** Motion brought by David, seconded by J. P. and **unanimously approved.**

**March Meeting Date** – Lynn will be conducting the meeting in Meagan’s absence.

### **Board Decisions**

**GM Monitoring Reports B: Global Constraint and B9: Emergency GM Succession** – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Report B: Global Constraint and GM Monitoring Report B9: Emergency GM Succession”** Motion brought by David, seconded by J. P. and **unanimously approved.**

**GM Monitoring Reports B2: Business Planning and Financial Budgeting and B1: Financial Conditions Year-End and Q4 2018** – Bob provided the reports in advance and the Board discussed. The Board requested further information from Bob and **tabled both reports until the March Meeting.**

### **Board Education**

**Summary of retreat, Multi-year plan** – Discussion.

**NCG Board Bulletin for Q1** – Included in the Board Packet, recommended reading.

**Cooperative Board Leadership (CBL) report** – Meagan noted that CBL 101 will be held in Traverse City on Saturday, May 4<sup>th</sup> and encouraged Board members and staff to attend.

### **Consent Agenda**

**Approved unanimously:** Draft Board Meeting Minutes from November, Draft Retreat Minutes, Self-Monitoring Report C6: Officers’ Roles

### **Closings**

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

- CCMA attendance
- GMM Committee update
- Collect data for Report of Condition
- CDS Consulting call update – Meagan
- Approve February Meeting Minutes – Liz
- Self-Monitoring Reports: D4: Monitoring the GM & D5: GM Compensation – Drew; C5: Directors’ Code of Conduct - Meagan, C7: Committee Principles – J. P.

- GM Monitoring Reports B1: Financial Conditions Q4 and Year-End 2018, B2: Business Planning and Financial Budgeting
- GM-Monitoring Report B4: Membership & B5: Consumers
- GM Monthly Update – Bob

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

**7:55 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 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. 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 15<sup>th</sup>, 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*

*Review bylaw 5.8 and consider proposing amendment in 2020: who should be able to call special  
meetings and for what reasons?*

**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**

## 2019 PROPOSED BYLAW CHANGES

- 5.9 **NOTICE.** Directors shall receive notice of Board meetings seven (7) days before the meeting, except for ~~emergencies special meetings~~ when the Board may meet to address ~~the emergency with immediate notice issues needing action. Special meetings require 48 hours' notice, unless that notice is unanimously waived in writing.~~ If all Directors ~~do not waive 7 day notice are not notified of an emergency meeting,~~ the board at its next regular meeting shall review and ratify any decisions made. The Board may conduct ~~emergency special~~ meetings by ~~telephone, if any means~~ necessary.
- 5.10 **QUORUM AND APPROVAL.** The presence at a Board meeting of a majority of Directors then in office, ~~whether physical or by other means,~~ constitutes a quorum. A quorum is required to conduct business. To approve a proposal, a majority of Directors who vote on a proposal must vote in its favor, a quorum being present. A vote taken without a quorum is not valid and shall not be recorded in the minutes.