

Approved 4/16/2019

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 19th, 2019 Meeting
Grain Train Business Office, 6:00 PM**

In attendance: Lynn Wolf – Vice President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Lindsay Hall, Erik Hagstrom, and Samantha Malleis – Board Candidates, Scott Schornak – Director of Food Service, Anne Rozycki – Visiting Staff Member/Owner

Absent: Meagan Krzywosinski – President, Hal Willens, Paula Welmers,

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: (6:02 pm) Quorum determined

Preliminaries

Agenda Review – Self-Monitoring Reports C5: Directors’ Code of Contact and C7: Board Committee Principles were removed from the Consent Agenda and tabled until the April Meeting. A discussion of the Grain Train’s EBT Application was added to General Business. The March GM Report was removed from the Consent Agenda.

Open Member Forum – Lindsay Hall, Erik Hagstrom, Samantha Malleis, and Anne Rozycki were present to observe.

General Business

Supplemental Nutrition Assistance Program (SNAP) Renewal – The Board discussed the information needed from the Executive Committee to complete the Grain Train’s SNAP renewal application. **“Elect Allie Greenleaf Maldonado as a Co-President who can perform any duties assigned by the President including signing as President.”** Motion brought by Lynn, seconded by Mark and **unanimously approved with Allie abstaining.**

Member Communication Committee Report – Lynn provided an update.

CCMA Nominations – Lynn reminded Board Members to consider attending; the final decision of who will attend will be made at the April Meeting.

GMM Committee – Lynn provided an update.

GM Reports January, February, March – Bob provided the reports in advance and the Board discussed. **“Accept GM Reports for January, February, and March.”** Motion brought by J. P., seconded by Allie and **unanimously approved.**

Cooperative Board Leadership (CBL) 101 – Will be held Saturday, May 4th in Traverse City.
Guests at Board Meeting/Feedback to the Board – Discussion. A review of current Board Policy will be on the April agenda.

Board Education

Financial Action Plan for the Café – Bob provided a report in advance and reviewed it for the Board. The Board discussed the plan with Bob and Scott.

Board Decisions

GM Monitoring Report B1: Financial Conditions Year-End and Q4 2018 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Year-End and Q4 2018 with acknowledgement of non-compliance.”** Motion brought by J. P., seconded by Mark and **unanimously approved.**

“Charter a Financial Policies Review Committee for the purpose of recommending more specific criteria for assessing compliance with policy B.1. To be chaired by David with J. P., Allie and Bob as members.” Motion brought by David, seconded by Allie and **unanimously approved.**

GM Monitoring Report B2: Business Planning and Financial Budgeting – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B2: Business Planning and Financial Budgeting.”** Motion brought by Mark, seconded by David and **unanimously approved.**

GM Monitoring Report B4: Membership – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B4: Membership.”** Motion brought by Mark, seconded by Allie and **unanimously approved.**

GM Monitoring Report B5: Consumers – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B5: Consumers.”** Motion brought by Mark, seconded by Allie and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from February, Draft Special Meeting Minutes, Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation.

Closings

Lynn informed the Board that Meagan would like to charter a Human Resources Committee and the Board discussed. The charter of the committee was tabled until the April Meeting.

Next Meeting Topics:

- CCMA and CBL 101 attendance
- GMM Committee update
- Collect data for Report of Condition
- CDS Consulting call update – Meagan
- Approve March Meeting Minutes – Liz
- Self-Monitoring Reports: C5: Directors’ Code of Conduct - Meagan, C7: Committee Principles – J. P., C: Global Governance & D: Global Board-Mgmt Relationship - Lynn

- GM Monthly Update – Bob

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

8:10 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.

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.

Financial Policies Review Committee

Recommend more specific criteria for assessing compliance with policy B.1. To be chaired by David with J. P., Allie and Bob as members

GMM 2019 Committee

Fulfill 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.

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