

Approved 4/17/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 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, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Paula Welmers, Jim Tisdell, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Kevin Putman– Board Candidate

Absent: Hal Willens

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 – Director Insurance was added to General Business. The GM Monthly Report was moved from the Consent Agenda into General Business. Patronage Rebate was added to General Business. Special Meeting follow-up was added to General Business. Self-Monitoring Report C7: Committee Principles was removed from the consent agenda and tabled until April.

Open Member Forum – Owner Kevin Putman introduced himself and expressed his interest in running for the Board of Directors.

General Business

Member Communication Committee Report – Meagan provided an update.

GMM Committee Report – Discussion.

CPA Audit Approval Letter – The Audit Engagement Letter from Wegner CPAs was included in the packet for review.

Patronage Rebate – **“Declare 100% of profits attributable to members as patronage rebate for 2017, distributing 20% and retaining 80%.”** Motion brought by David, seconded by Paula and **unanimously approved.**

GM Monitoring Report – Bob provided the report in advance and the Board discussed. **“Accept Report B1: Financial Conditions Q4 and YE 2017.”** Motion brought by David, seconded by Lynn and **unanimously approved.**

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

Director Insurance – Meagan confirmed to the Board that the Grain Train carries Directors and Officers insurance.

Board Decisions:

GM Monitoring Reports – Bob provided the reports in advance. **“Accept GM Monitoring Reports B4: Membership and B5: Consumers.”** Motion brought by David, seconded by Allie and **unanimously approved.**

Closed session: GM Compensation Committee Update

The Board entered closed session, which ended at 7:45 p.m.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from February.

Closings

Next Meeting Topics:

- Expansion open discussion
- Member Communication Committee update
- GMM Committee Final Update
- Board Ed – Retreat and goals
- Approve March Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – Jim
- Self-Monitoring Reports C: Global Governance and D: Global Board – Management – Allie
- GM Monthly Update – Bob
- New Board Member Orientation

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

7:51 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.

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.

GMM Committee

Plan the 2018 General Membership Meeting (GMM). Beginning January 2018 and ending upon completion of the GMM. To be chaired by Mark with David, Lynn, Jim, Paula and Hal as members. Updates 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.

Grain Train Co-op Expansion Project Committee

Provide feasibility recommendations and assess the risks and benefits of the proposed expansion project. Beginning February 20, 2018 and ending upon Board acceptance of a final recommendation. To be chaired by J. P. with Hal, Mark, Jim, Meagan and David as members; updates are to be brought before the Board on a monthly basis

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

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