

Approved 4/18/2017

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 21st, 2017 Meeting
Grain Train Business Office, 5:30 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, Chelsea Jarvis – Retail Operations Manager, Liz Meeks – Support Services

Absent: Allie Greenleaf Maldonado, Jim Tisdell, 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.

Meeting called to order: (5:30 pm) Quorum determined

Preliminaries

Agenda Review – Added to General Business: Patronage Rebate Decision. **Moved from Consent Agenda to Board Decisions:** Self-Monitoring Report C5: Code of Conduct.

Open Member Forum – No members were present; Board members took the opportunity to make observations as members.

General Business

Business Strategy Committee – No updates. Committee to meet.

Open Discussion, Expansion – General discussion.

GMM Update – Meagan provided a proposed agenda for the GMM in advance and the Board discussed. Meagan and Mark are to work with Bob to finalize the presentation.

Annual Calendar 2017 – The calendar was provided in advance for a review of updates.

Charter Bylaw Review Committee – JP provided the Board with an update after his review of the bylaws and does not recommend chartering a committee to pursue changes at this time.

GM Compensation Committee – The Board entered a closed session to discuss GM compensation. The committee will report to the Board again at the May meeting.

Patronage Rebate – **“Declare net profit attributable to members as patronage rebate for 2016, distributing 20% and retaining 80%.”** Motion brought by David, seconded by Hal and unanimously approved.

Board Decisions

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

Self-Monitoring Report C5: Code of Conduct – The Board was found not to be in compliance with policy C5.5: “Directors will prepare for and attend all Board meetings and trainings.” **Report accepted** as non-compliant, directors discussed whether the policy reflects the goals of the Board. **“Remove the word “all” from policy C5.5.”** Motion brought by Meagan, seconded by Paula and unanimously approved.

Board Education:

Paula presented “Cool Places” on behalf of the Board Education committee.

Consent Agenda

Approved Unanimously: Draft Board Meeting Minutes from February, GM Monthly report for March.

Closings

Next meeting is Tuesday April 18th, 2017 at 5:30 pm.

Next Meeting Topics:

- Business Strategy Committee report and open discussion
- Expansion open discussion
- GMM final update
- Board Education: Primary consumers and their trends - Bob
- Report of Condition – Meagan
- Treasurer’s report for GMM – David
- Approve March Meeting Minutes – Liz
- Self-Monitoring Reports C: Global Governance & D: Global BOD-Mgmt - David
- GM Monthly Update – Bob

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

7:36pm, 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

Member Communication

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. 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.

GMM Committee

Plan and execute the GMM. Beginning January 18th 2017 and ending in April upon completion of the GMM. To be chaired by Meagan with Paula as a member. Updates to be brought to the Board on a monthly basis.

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, Allie and Bob as members. Updates to be brought to the Board on a monthly basis.

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