

Draft 04/16/19

**Grain Train (GT) Natural Food Cooperative
Board of Directors April 16th, 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, Hal Willens, Paula Welmers, John Paul Westbrook (J.P.), Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Chelsea Jarvis – Visiting Staff Member

Absent:

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 – The following topics were added to General Business: Financial Policy Review Committee, HR Committee Decision, EBT Update, 2018 Financials/Patronage. Self-Monitoring Report C5: Code of Conduct was removed from the Consent Agenda and added to General Business.

Open Member Forum – no members were present.

General Business

Member Communication Committee Report – Meagan provided an update.

GM Compensation Committee Update – Meagan provided an update and the Board discussed.

Consumer Cooperative Management Association (CCMA) Conference – **“Approve Paula, Hal and a staff member of their designation attending the 2019 CCMA Conference.”** Motion brought by Allie, seconded by J. P. and **unanimously approved.**

General Membership Meeting (GMM) Committee – Meagan presented the committee’s final recommendations for the 2019 GMM and the Board discussed. **“Accept the GMM Committee’s recommendations.”** Motion brought by Hal, seconded by Drew and **unanimously approved.**

Cooperative Board Leadership (CBL) 101 – Meagan reminded the Board that this event is taking place in Traverse City on Saturday, May 4th.

Call for Executive Committee Nominations – Meagan opened nominations for the 2019-2020 Executive Committee. J. P. nominated David to serve as Treasurer; Meagan nominated Lynn for President and Vice President. Lynn nominated Meagan for President and Vice President. Meagan nominated Paula to serve as Secretary pending her reelection to the Board. Lynn nominated Allie for Secretary in the event that Paula is not reelected.

Orientation for New Board Members – “The President and/or Vice President will conduct a second orientation with new Board Members.” Motion brought by Meagan, seconded by Hal and **unanimously approved.**

Financial Policy Review Committee – David provided an update and the Board discussed. **“Amend the Financial Policy Review Committee’s charter to ‘charter a Financial Policies Review Committee for the purpose of helping the Board decide whether Policy B1: Financial Conditions is relevant, appropriate and clear, and to research potential changes.’”** Motion brought by David, seconded by Paula and **unanimously approved.**

2018 Financials and Patronage – The Board discussed possibilities for issuing patronage given the negative net income for 2018. **“Declare no patronage for 2018.”** Motion brought by David, seconded by J. P. and **unanimously approved.**

Electronic Benefit Transfer (EBT) Acceptance – Bob provided an update.

Self-Monitoring Report C5: Code of Conduct – Meagan provided the report in advance and the Board discussed. **“Accept Self-Monitoring Report C5: Code of Conduct with acknowledgement of non-compliance and the following action plan: Board Members are reminded to acknowledge, when approached by staff or members, that they as individuals do not have authority on behalf of the Board; the Board requests that Bob review the Board’s governance position with staff; orientation of all new Board Members will include discussion of Policy C5.”** Motion brought by Hal, seconded by Mark and **unanimously approved.**

Consent Agenda

Approved unanimously: Self-Monitoring Reports C: Global Governance, D: Global Board-Management Relationship, C7: Committee Principles, GM Report for April.

Approved unanimously with Meagan abstaining: Draft Board Meeting Minutes from March

Closings

Next Meeting Topics:

- Member Communication
- GM Compensation Committee team surveys recommendation
- CCMA
- Recap letter on GMM
- CBLD recap
- Welcome new Board Member
- HR Committee
- EBT Update
- Board Education: discussion of future Board Education.
- CDS Consulting call update – Meagan
- Approve April Meeting Minutes – Liz
- Self-Monitoring Report C1: Governing Style – Hal
- GM Monitoring Report B1: Financial Conditions Q1
- GM Monthly Update – Bob

8:13 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.

Financial Policies Review Committee

Help the Board decide whether Policy B1: Financial Conditions is relevant, appropriate and clear, and to research potential changes. To be chaired by David with Allie and J. P. 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