

Approved 5/15/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors April 17th, 2018 Meeting
Grain Train Business Office, 6:00 PM**

In attendance: Meagan Krzywosinski – President, David Heidtke – Treasurer, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Hal Willens, Paula Welmers, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services,

Absent: Lynn Wolf – Vice President, Mark Blaauw-Hara – Secretary, Jim Tisdell

Time Keeper: J. P.

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 March Special Meeting Minutes were removed from the Consent Agenda. Line of Credit was added to General Business.

Open Member Forum – no members were present.

General Business

Member Communication Committee Report – Meagan provided an update regarding April and May communications to members and the communications aspects of the General Membership Meeting (GMM) Agenda. The Board discussed.

GMM Committee Report – Meagan presented updates in Mark’s absence. JP recommended that we invite any candidates who are not elected to participate on Board committees.

CPA Audit Approval Update – Bob and Liz provided an update on the financial audit performed last week by Wegner CPAs.

Donating Consulting Hours to NC – Meagan presented a suggestion from CDS Consultant Ben Sandel regarding the donation of unused consulting hours and the Board discussed. Meagan will bring more information to the May Board Meeting.

March Special Meeting Minutes – Discussion. **“Amend the March Special Meeting Minutes to replace the motion regarding negotiations with ‘Accept the contents of the confidential memo presented by Allie Maldonado.’”** Motion brought by Allie and seconded by David. A confidential memo containing the language of the previous motion was presented. The motion was **unanimously approved.**

Line of Credit – Discussion. **“Authorize Meagan as Board President or Lynn as Vice President to sign on behalf of the Grain Train to terminate the line of credit held with Chase Bank.”** Motion brought by David, seconded by Hal, and **unanimously approved as amended.**

Board Education

Expansion Discussion – Discussion.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from March, GM Monthly Report.

Closings

Next Meeting Topics:

- Expansion open discussion
- Member Communication Committee update
- GMM Summary Report
- CPA Audit Report
- GM Compensation Committee update
- Donation of Consulting Hours decision
- Report of line of credit termination
- Introduce returning or new Board Members
- Approve April Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – Jim
- Self-Monitoring Reports C: Global Governance and D: Global Board – Management – Allie
- Self-Monitoring Report C1: Governing Style – Meagan
- GM Monitoring Report B1: Financial Conditions Q1 - Bob
- GM Monthly Update – Bob

Motion to adjourn brought by Hal., seconded by Paula and **unanimously approved.**

7:35 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