

Approved 6/19/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 15th, 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.), Hal Willens, Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: 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: (6:00 pm) Quorum determined

Preliminaries

Agenda Review – All Self-Monitoring Reports were moved from consent agenda to General Business. Excess Cash was added as a topic to General Business.

Open Member Forum – No members were present.

General Business

Welcome to Drew Anderson, New Board Member – Meagan welcomed Drew on behalf of the Board and Drew introduced himself.

Member Communication Committee Report – Meagan provided an update.

GMM Committee Report – Tabled until the June Board Meeting.

GM Compensation Committee Report – Meagan provided an update.

CPA Audit Summary – Tabled until the June Board Meeting.

Recap from Meagan/Ben Call – Meagan provided a report of her call with Ben in advance and the Board discussed. **“Charter the Governing Style Committee to examine Bylaw 4.5: Voting Procedures and 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 upon date of approval 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.”** Motion brought by Mark, seconded by Lynn and **unanimously approved.**

“Donate 8 hours of Co-operative Board Leadership Development (CBLD) consulting time to the start-up co-op in North Carolina mentioned in Ben’s recommendation.” Motion brought by Meagan, seconded by J. P. and **approved with 7 in favor and 1 abstaining.**

Officer Election Reminder – Nominations for officer roles will be accepted at the June meeting.

Self-Monitoring Report C1: Governing Style – Meagan provided the report in advance and the Board discussed the non-compliant result. **“Add ‘Clearly distinguished Board and GM roles’” as a topic for discussion at the June Board Meeting.** Motion brought by David, seconded by Mark and **unanimously approved.** **“Accept Self-Monitoring Report C1: Governing Style as non-compliant with the stated action plan of discussion at the June Board Meeting.”** Motion brought by J. P., seconded by Meagan and **unanimously approved.**

Self-Monitoring Reports C: Global Governance and D: Global Board-Management Relationship – The Board discussed the monitoring process. **“Accept Self-Monitoring Reports C: Global Governance and D: Global Board-Management Relationship”** Motion brought by J. P., seconded by Meagan and **unanimously approved.**

Excess Cash – **“Charter the Investment Committee to research investment options for the Board to consider. To be chaired by David with Hal and Drew as members. Beginning upon date of approval and ending upon a decision by the Board on the committee’s recommendations. Updates to be brought before the Board on a monthly basis.”** Motion brought by Allie, seconded by Lynn and **unanimously approved.**

Board Decisions

GM Monitoring B1: Q1 Financials – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Q1 Financials.”** Motion brought by David, seconded by J. P. and **unanimously approved.**

Board Education

2018 Topics – The Board discussed proposed education topics for 2018 including “How do our ends and our business performance play into our strategic planning?”

Consent Agenda

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

Closings

Next Meeting Topics:

- Expansion open discussion
- Member Communication Committee update
- GM Compensation Committee report.
- Election Report – MBH
- CPA Audit Report
- Governing Style Committee Report – JPW
- Investment Committee Report – DH
- Approve May Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – DH

- Self-Monitoring Report C2: The Board's Job – JPW
- GM Monitoring Report A: Ends – Bob
- GM Monthly Update – Bob

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

8:01 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.

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.

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 4.5: Voting Procedures 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.

Investment Committee

Research investment options for the Board to consider. To be chaired by David with Hal and Drew as members. Beginning May 2018 and ending upon a decision by the Board on the committee's recommendations. 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