

Approved 7/17/2018

**Grain Train (GT) Natural Food Cooperative  
Board of Directors June 19<sup>th</sup>, 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, Paula Welmers, Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**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.

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**Meeting called to order:** (6:00 pm) Quorum determined

**Preliminaries**

**Agenda Review** – No changes were made.

**Open Member Forum** – No members were present.

**General Business**

**Member Communication Committee Report** – Meagan provided an update.

**GMM Committee Report** – Mark prepared the report in advance and the Board accepted.

**CPA Audit Summary** – Reports from the auditors were included in the packet and the Board discussed. **“Accept audit report as presented.”** Motion brought by David, seconded by Lynn and approved with 8 yea votes and one abstaining.

**Investment Committee Report** – David provided the report in advance and the Board discussed. **“Establish an Investment Fund for the purpose of funding investments that will provide adequate returns on idle funds.”** Motion brought by David, seconded by Paula and **unanimously approved.**

**“Allocate any retained cash in excess of anticipated operational needs, as determined by the GM, to the Investment Fund.”** Motion brought by David, seconded by Meagan and **unanimously approved.**

**“Authorize the GM, or his delegate, to open an account with a national discount brokerage and/or a local credit union with investment services, and to acquire the signatures necessary to complete the application. No account opening fees will be authorized.”** Motion brought by David, seconded by Allie and **unanimously approved.**

**“The Board adopts the following strategy for the initial investments of the Investment Fund:**

1. **The initial money in the Investment Fund is to be invested to achieve the highest available return with zero to insignificant potential loss of capital.**
2. **A fraction of the funds can be committed for up to one year, with the remaining portion in shorter term commitments to allow for potential needed liquidity. As shorter duration instruments mature, the optimal commitment of funds will be made based on needs and opportunities at that time.**
3. **The Board will review how the program is proceeding and adjust investment criteria as needed after six months and then as needed for the duration of the program.”**

Motion brought by David, seconded by Lynn and **approved 8 in favor and one abstention.**

**“The Board delegates the GM and the Treasurer with the authority to implement these investment criteria and to initially report quarterly to the Board.”** Motion brought by David, seconded by Paula and **unanimously approved.**

**Recap from Meagan/Ben Call** – Meagan summarized her most recent call with Ben. Discussion.

**GM Compensation Committee Report** – **“Enter closed session.”** Motion brought by Allie, seconded by J. P. and **unanimously approved.** Closed session began at 7:23 pm and ended at 7:47 pm. **“Accept the confidential GM Compensation Summary Recommendation written on June 4, 2018, presented to the Board at this meeting, as amended.”** Motion brought by Allie, seconded by Hal and **unanimously approved.**

**Governing Style Committee Report** – Tabled until the July Meeting.

**Officer Nominations** – **“Nominate the current Board Officers to serve another term.”** Motion brought by Hal, seconded by Allie and **unanimously approved.** No other nominations were put forward.

### **Board Decisions**

**GM Monitoring A: Ends** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report A: Ends.”** Motion brought by Hal, seconded by David and **unanimously approved.**

**“Ask Bob and his staff to come up with an effective means of communicating the contents of the Ends Monitoring Report approved at this meeting to our members and the community”**

Motion brought by Hal, seconded by Lynn and **unanimously approved.**

### **Board Education**

Topics were tabled until the July meeting.

### **Consent Agenda**

**Approved unanimously:** Draft Board Meeting Minutes from May, GMM Minutes, Self-Monitoring Report C2: The Board’s Job, GM Monthly Report.

### **Closings**

#### **Next Meeting Topics:**

- Member Communication Committee update
- GM Compensation Committee report – bullet #2
- Investment Committee – discussion questions from the report
- CDS Consulting call update – Meagan

- Governing Style Committee update
- Board Officer Elections – vote
- Charter Retreat Committee
- Board Education: Café updates and future education topics
- Approve June Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – DH
- Self-Monitoring Report C3: Agenda Planning – LW
- GM Monitoring Report B6: Staff – Bob
- GM Monthly Update – Bob

**Motion to adjourn** brought by David, seconded by Mark and **unanimously approved.**

**8:04 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 9<sup>th</sup>, 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 15<sup>th</sup>, 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 Article V: Board of Directors 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.

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**