

Approved 8/20/19

**Grain Train (GT) Natural Food Cooperative  
Board of Directors July 16<sup>th</sup>, 2019 Meeting  
Grain Train Business Office, 6:00 PM**

**In attendance:** Lynn Wolf – Interim President, David Heidtke – Treasurer, Paula Welmers – Secretary, Allie Greenleaf Maldonado, John Paul Westbrook (J.P.), Hal Willens, Drew Anderson, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mark Blaauw-Hara, Chelsea Jarvis – Visiting Owner/Staff Member

**Absent:**

**Time Keeper:** Lynn

**Secretary:** Paula

**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** – Lynn added a review of her phone call with Columinate Consultant Ben Sandel to General Business; the GM Compensation Committee’s update was combined with the Employee Surveys topic in Board Education.

**Open Member Forum** – no conversation.

**General Business**

**Vacancy Appointment** – The Board addressed the motion left on the table at the June meeting (**“Appoint Mark Blaauw-Hara to fill the remainder of Meagan’s term ending April 2020.”** Motion brought by Paula, seconded by David). Discussion. **Unanimously approved.**

**Email Committee Report** – Drew provided an update on the committee’s research.

**Consultant Call** – Lynn presented a summary of her recent phone call with Ben and the Board discussed. **“Task the Bylaw Committee with recommending to the Board specific Bylaws to be reviewed by an attorney, including the concerns that Allie has already researched.”** Motion brought by Hal, seconded by Drew and **unanimously approved.**

**Election of Officers** – Paula prepared a paper ballot in advance and passed them out. Liz and Chelsea tallied the votes in another room and Paula announced the results. Lynn was elected President and Hal Vice President.

**Board Decisions**

**Financial Reports from Wegner** – The financial statements and 2018 tax returns from Wegner CPAs were provided in advance and David provided a review.

**Member Communication Committee** – Allie left the committee and David joined. Lindsay and Hal will co-chair.

**GM Monitoring Report B6: Staff** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B6: Staff Treatment and Compensation as written.”** Motion brought by Hal, seconded by Paula and **unanimously approved.**

### **Board Education**

**CCMA Report** – Paula provided a report and notes from the conference in advance and the Board discussed.

**Employee Surveys** – Bob provided the Employee Survey Proposal from Carolee Colter in advance and the Board discussed. **“Allocate adequate funds to do an initial survey which includes a report to the Board and employees.”** Motion brought by Hal, seconded by Drew and **unanimously approved.** Lynn emphasized the importance of Board Members refraining from discussing workplace satisfaction with employees leading up to and during the survey, per Ben.

**“Review Policy B6: Staff Treatment and Compensation at the August Board Meeting.”** Motion brought by J. P., seconded by Paula and **unanimously approved.**

### **Consent Agenda**

**Approved unanimously:** Draft June Meeting Minutes, Self-Monitoring Report C3: Agenda Planning, GM Report for July

### **Closings**

#### **Next Meeting Tasks:**

Email Committee Report

Bylaw Committee

Board Education: The Board’s Oversight Role and GM Evaluation - Hal (from CCMA)

Charter Retreat Committee

Review of Policy B6

Café Update and plan from Bob/Scott

Self-Monitoring Report C4: Meetings - Drew

GM Monitoring Report B1: Financial Conditions Q2 – Bob

Draft July Minutes

GM Report August

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

**8:09 pm, meeting adjourned.**

## **Open Committees:**

### **Education Committee**

Charter: 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.

Chair: Paula. Members: Rotating

### **Financial Oversight Committee**

Charter: 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. Updates to be brought before the Board at least annually.

Co-chairs: J. P., David. Member: Allie.

### **Disaster Relief Fund Committee**

Charter: 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.

Chair: Mark. Members: J. P., Allie.

### **Member Communication Committee**

Charter: 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 Policy Register. Updates are to be brought before the Board monthly.

Co-chairs: Lindsay, Hal. Members: David.

### **GM Compensation Committee**

Charter: 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. Updates are to be brought before the Board on a monthly basis.

Chair: Lynn. Members: Allie, Drew.

### **Financial Policies Review Committee**

Charter: Help the Board decide whether Policy B1: Financial Conditions is relevant, appropriate and clear, and to research potential changes.

Chair: David. Members: Allie, J. P.

### **Bylaw Committee**

Original Charter: 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. 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.

New Task July 16<sup>th</sup>, 2019: recommend to the Board specific Bylaws to be reviewed by an attorney, including the concerns that Allie has already researched.

Chair: J. P. Members: Allie, Mark

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