

Approved 8/21/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors July 17th, 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.

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

Preliminaries

Agenda Review – The Emmet County Board of Commissioners’ recent vote regarding a transit line was added as a discussion topic to General Business.

Open Member Forum – No members were present.

General Business

Member Communication Committee Report – Meagan provided an update.

GM Compensation Committee – Meagan presented the committee’s revised letter to Bob. In August, the committee will provide updates on proposals for 2018-19 and the final letter for 2017-18.

Governing Style Committee – JP provided an update on the committee’s progress.

Recap from Meagan/Ben Call – Meagan summarized her most recent call with Ben and provided notes. Discussion.

Investment Committee – Dave provided an update.

Human Resources (HR) Sharing – Meagan sought approval from the Board to invite Grain Train’s HR Manager, Mary Lake, to join the local chapter of the Society for Human Resources Management (SHRM). As no conflicts of interest were apparent, the Board assented.

Board Officer Vote – Hal moved to accept the slate of candidates nominated at the June meeting by acclamation. Seconded by Allie and **unanimously approved**. The officers remain as follows: Meagan Krzywosinski – President, Lynn Wolf – Vice President, David Heidtke – Treasurer, Mark Blaauw-Hara – Secretary.

Charter Retreat Committee – “Charter a Retreat Committee with the express purpose of executing the 2018 Retreat. To be chaired by Meagan with Hal, Paula, and Lynn as members.”

Motion brought by Meagan, seconded by Paula and **unanimously approved.**

Provide Feedback on CCMA – Tabled until August. Hal will research the next CCMA and bring recommendations to the Board.

Transit Line – Allie provided an update on the recent county commission vote to create a transit line in Emmet County and the Board discussed. **“As a Board, issue a letter to the Emmet County Board of Commissioners in support of the transit proposal.”** Motion brought by Hal, seconded by Allie and **unanimously approved.** Allie will draft the letter and bring it to the Board for review at the August meeting.

Board Decisions

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

Board Education

Cafe Update – Bob provided an update.

Education Topics – Paula provided an update on the Education Committee’s meeting and presented the committee’s suggestions for future topics.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from June, Self-Monitoring Report C3: Agenda Planning, GM Monthly Report.

Closings

Next Meeting Topics:

- Member Communication Committee update
- GM Compensation Committee report
- Investment Committee – discussion questions from the report
- CDS Consulting call update – Meagan
- Governing Style/Bylaw Committee update
- Budget
- Approve July Meeting Minutes – Liz
- Self-Monitoring Report C7: Committee Principles – DH
- Self-Monitoring Report C4: Meetings – MBH
- GM Monitoring Report B1: Financial Conditions Q2 – Bob
- GM Monthly Update – Bob

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

8:07 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 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.

Retreat Committee

Execute the 2018 Retreat. To be chaired by Meagan with Hal, Paula, and Lynn as members; updates are to be brought before the Board as needed.

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