

Approved 9/25/2017

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 15th, 2017 Meeting
Grain Train Business Office, 6:00 PM**

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

Absent: Lynn Wolf – Vice President, David Heidtke – Treasurer, Jim Tisdell

Time Keeper: Lynn

Secretary: 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 – Self-Monitoring Report C3 was moved from the Consent Agenda to General Business. The topic “Grain Train Employees” was added to General Business.

Open Member Forum – No members were present. Board Members used the opportunity to provide feedback to Bob as customers.

General Business

Business Strategy Committee Report/Discussion – The Business Strategy Committee submitted a second draft of a new mission statement in advance, and the Board discussed. The committee is to consider suggested changes and submit a final draft for the September meeting.

Open Discussion, Expansion – Discussion.

Member Communication – Tabled.

C3: Agenda Planning – Allie submitted the report in advance and the Board discussed. **“Accept Self-Monitoring Report C3: Agenda Planning as non-compliant with the following action plan: the President will draft a strategic plan annually with the Annual Calendar. The initial draft will be presented to the Board at the October Meeting.”** Motion brought by Hal, seconded by Allie and unanimously approved.

Employee Conversation – The Board entered closed session for discussion. Closed session ended and the Board announced the following decision: **“The Board moves unanimously to make a financial contribution to Joyce Richey and Justin Ozbat in the wake of their apartment fire. The Board will also create a Disaster Relief Fund Committee to be chaired by Mark, with JP and Allie as members, for the express purpose of exploring the possibility of creating a disaster relief fund and policies for distributing the fund.”**

Board Decisions:

GM Monitoring Reports – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Reports B6: Staff and B1: Financial Conditions Q2.”** Motion brought by Hal, seconded by Meagan and unanimously approved.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from June, GM Reports for July and August, Self-Monitoring Report C4: Meetings.

Closings

Next Meeting Topics:

- Business Strategy Committee – vote on amended mission statement
- Expansion open discussion – public perception
- Marketing Strategy
- Member Communication
- Corporate Membership
- Board Education: Board Retreat Topics
- GM Monitoring Report B7: Board Communication & B8: Board Support - Bob
- Approve August Meeting Minutes – Liz
- Self-Monitoring Report C2: The Board’s Job – Jim
- Self-Monitoring Report C8: Governance Investment – J. P.
- GM Monthly Update – Bob

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

8:07pm, meeting adjourned.

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

Member Communication

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

GM Compensation Committee

Recommend GM Compensation for 2016-17. Beginning June 2016 and ending upon Board acceptance of a GM compensation package for 2016-17. To be chaired by J. P. with Jim, Lynn, and Allie as members. Recommendation is to be brought to the Board at the August 2016 meeting.

GMM Committee

Plan and execute the GMM. Beginning January 18th 2017 and ending in April upon completion of the GMM. To be chaired by Meagan with Paula as a member. Updates to be brought to the Board on a monthly basis.

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 to be brought to the Board on a monthly basis.

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.

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