

Approved 09/17/19

**Grain Train (GT) Natural Food Cooperative  
Board of Directors August 20<sup>th</sup>, 2019 Meeting  
Grain Train Business Office, 6:00 PM**

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

**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** – Self-Monitoring Report C4: Board Meetings was removed from the Consent Agenda and tabled until the September Meeting; Assignments of Self-Monitoring Reports C8 & C4 were added to General Business, GM Report for August was removed from the Consent Agenda and added to Board Decisions.

**Open Member Forum** – Discussion.

**General Business**

**Email Committee Report** – Former Board Member Drew Anderson submitted the committee’s report in advance. **“Request that the Board Secretary present a proposal at a future meeting for how to handle incoming emails to the Board.”** Motion brought by Hal, seconded by David and **unanimously approved.**

**Member Communication Committee** – Hal provided an update and the Board discussed.

**Bylaw Committee Report** – JP provided an update. **“Charge the Bylaw committee with bringing the Board’s Code of Conduct, Code of Ethics and Articles of Incorporation to a lawyer for review relative to the indemnification of Board Members.”** Motion brought by Hal, seconded by Paula and **unanimously approved.**

**Café Update and Plans** – Bob provided preliminary July financial results for the Café and outlined his plan for the rest of the year.

**Retreat Planning** – **“Charter the 2019 Retreat Committee for the express purpose of planning the 2019 Board Retreat. To be chaired by Paula with David and Lindsay as members and updates brought to the Board monthly.”** Motion brought by Lynn and unanimously approved by consent.

**Board Composition** – The Board recognized letters of resignation submitted via email by Allie Maldonado and Drew Anderson and discussed appointments to fill the vacancies.

**Self-Monitoring Report Assignments** – The Board determined that Self-Monitoring Report C8: Governance Investment will be skipped for 2019. Hal will complete Self-Monitoring Report C4: Board Meetings for the September Meeting.

**Thank-you Letters** - Paula volunteered to draft letters to Allie and Drew thanking them for their service to the Grain Train.

### **Board Decisions**

**GM Monitoring Report B1: Financial Conditions Q2** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions (Q2) with acknowledgement of the non-compliant results in B1.1 and B1.2 and the action plans as stated in the report.”** Motion brought by David, seconded by Paula and **approved with 6 in favor and 1 opposed.**

**GM Report for August** – Bob presented the report in advance and the Board discussed. **“Accept the GM Report for August.”** Motion brought by J. P., seconded by Paula and **unanimously approved.**

### **Board Education**

**The Board’s Oversight Role** – Hal presented his takeaways from the CCMA conference regarding oversight and planning.

### **Consent Agenda**

**Approved unanimously:** Draft July Meeting Minutes

### **Closings**

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

Member Communication Committee report

Retreat Committee update – Paula

Bylaw Committee update – J. P.

Review thank-you letters – Paula

Vacancy Recommendations – Executive Committee

Board Budget – David

Board Education: How do you know if you have the right GM? – Hal (from CCMA)

Self-Monitoring Report C4: Meetings – Hal

GM Monitoring Report B7: Board Communication & B8: Board Support – Bob

Draft August Minutes

GM Report September

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

**8:04 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. Members:

### **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.

### **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:

### **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: 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: Mark.

### **Retreat Committee 2019**

Charter: Plan the 2019 Board Retreat.

Chair: Paula. Members: David, Lindsay.

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