

Approved 9/18/2018

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 21st, 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, John Paul Westbrook (J.P.), Hal Willens, Paula Welmers, Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Allie Greenleaf Maldonado

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 – Self-Monitoring Report C7 was removed from the Consent Agenda and added to General Business due to non-compliant results.

Open Member Forum – No members were present.

General Business

Provide Feedback on Consumer Cooperative Management Association (CCMA) – Hal provided information about CCMA conferences in advance and the Board discussed. Hal will contact Or yana’s Board to see how much value they get from CCMA and report back to the Board at the October Meeting.

Member Communication Committee Report – Meagan provided an update. The Board will set times and dates for a Meet and Greet at the Café at the September meeting.

Grievance Policy – The Board discussed protocol for Board members being approached about staff grievances. Meagan encouraged directors to review the Grievance policy in the Grain Train’s Personnel Handbook; time will be reserved for further discussion at the October Meeting.

GM Compensation Committee – Meagan will send the Committee’s draft compensation letter in advance of the September meeting. **Tabled until September.**

Bylaw Committee – J. P. will send a report in advance of the September meeting. **Tabled until September.**

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

Investment Committee – David provided an update.

Retreat Committee – Meagan provided an update.

Self-Monitoring Report C7: Committee Principles – David provided the report in advance and the Board discussed the non-compliant results. David will submit an outline of a proposed committee report template for the September meeting. **“Accept Self-Monitoring Report as non-compliant with the action plan of creating a committee form to address the non-compliant result”** Motion brought by David, seconded by Paula and **approved with six in favor and one opposed.**

Board Decisions

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

Board Education

Cafe and Staffing Update – Bob provided a staffing report in advance and the Board discussed.

Consent Agenda

Approved unanimously: Draft Board Meeting Minutes from July, Self-Monitoring Report C4: Board Meetings, GM Monthly Report.

Closings

Next Meeting Topics:

- Member Communication Committee update
- GM Compensation Committee – approve two letters
- Bylaw Committee Report
- Investment Committee – update
- Committee Principles Committee
- CDS Consulting call update – Meagan
- Budget
- Approve August Meeting Minutes – Liz
- Self-Monitoring Report C8: Governance Investment – HW
- GM Monitoring Report B7: Board Communication & B8: Board Support – Bob
- GM Monthly Update – Bob

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

7:46 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