

Approved 10/15/19

Grain Train (GT) Natural Food Cooperative
Board of Directors September 17th, 2019 Meeting
Grain Train Business Office, 6:00 PM

In attendance: Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Mark Blaauw-Hara, Liz Meeks – Support Services, Chelsea Jarvis, Mary Lake – Visiting Staff Member/Owners, Mike Holifield – Visiting Owner

Absent: John Paul Westbrook (J.P.), Robert Struthers (Bob) - General Manager (GM)

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.

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

Preliminaries

Agenda Review – The topic Vacancy Recommendations was moved to the beginning of General Business. Self-Monitoring Report C4: Board Meetings was removed from the Consent Agenda and added to the end of General Business. GM Monitoring Reports B7: Communication to the Board and B8: Board Logistical Support were moved from Board Decisions to the Consent Agenda.

Open Member Forum – Discussion. Owner Mike Holifield was present to observe and introduce himself.

General Business

Vacancy Recommendation – Lynn invited Mike to attend as a potential appointee. Discussion followed.

Member Communication Committee – Lindsay provided an update. **“Have all Board emails be handled by the Secretary with a prompt initial response and forwarding to the correct person.”** Motion brought by Lynn, seconded by Mark and **unanimously approved**. The board approves an addition of language, to be provided by the committee, and the Board’s email address to the Governance section of the GT website.

Retreat Committee Update – Paula provided an update and the Board discussed. The tentative retreat date is Saturday, December 7th.

Bylaw Committee Report – Tabled.

Thank You Letters – Paula drafted and mailed letters to former Board members Drew Anderson and Allie Maldonado and provided them to the Board for review.

Board Budget – David provided a draft budget in advance and the Board discussed. **“Accept the Draft Budget for 2020 with an additional \$1,000 allocated to attend the CCMA Conference.”**

Self-Monitoring Report C4 and Monitoring Process – Policy Evaluation – Hal provided the report in advance and the Board discussed the report and potential changes to the monitoring process. **“Accept Self-Monitoring Report C4: Board Meetings.”** Motion brought by Hal, seconded by David and **unanimously approved.**

Board Education

How to know if you have the right GM? – Paula presented slides from the CCMA breakout session, the Board completed the associated questionnaire in groups and discussed.

Consent Agenda

Approved unanimously: Draft August Meeting Minutes, GM Report for September, GM Monitoring Reports B7: Communication to the Board and B8: Board Logistical Support

Closings

Next Meeting Tasks:

Member Communication Committee report – October communication and future plans

Retreat Committee update – Paula

Bylaw Committee update – J. P.

Vacancy Recommendations (revisit Lynn’s email from August) – whole Board

Vacancy Appointment

Thank-you letter for Meagan – Paula

Revised Policies for review – Liz

Monitoring Template – Hal

Board Education: Complete side 2 of the handout

Self-Monitoring Reports D: Global BOD-Mgmt and D1: Unity of Control – Mark

GM Monitoring Report B3: Asset Protection – Bob

Draft September Minutes

GM Report October

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

8:06 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 9th, 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 15th, 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 16th, 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