

Approved 11/20/2018

Grain Train (GT) Natural Food Cooperative
Board of Directors September 18th, 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, Paula Welmers, Drew Anderson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: John Paul Westbrook (J.P.), Hal Willens

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 Committee Reporting Template Proposal was tabled until the October meeting. CDS Consulting 2019 Contract was added to General Business.

Open Member Forum – No members were present.

General Business

Member Communication Committee Report – Meagan provided an update. The Board will hold a “meet and greet” event on Wednesday, October 10th from 1:00 – 3:00 pm (Hal, Mark, Lynn) and 5:00 – 7:00 pm (Meagan, Allie, Drew) at the Market Café.

GT Team Member Handbook – Meagan reminded members of the Board to review the Grain Train Personnel Policy before the October Board Meeting.

GM Compensation Committee – The committee sent two letters in advance to the Board. The Board entered closed session at 6:24 pm to discuss. The closed session ended at 6:49 pm. **“Accept the GM Compensation Letters.”** Motion brought by Meagan, seconded by Allie and **unanimously approved.**

Recap from Meagan/Ben Call – Meagan provided notes from her call with Ben.

Investment Committee – The Board discussed the current state of efforts to invest co-op funds. The Investment Committee will investigate options that do not require volunteer Board Members to divulge personal information.

Self-Monitoring Report C8: Governance Investment – Hal submitted the report in advance and the Board discussed the suggested actions and the non-compliant result. David will draft the 2019 Board Budget for review at the November Meeting.

Retreat Committee – Paula presented the Committee’s proposed topic for the 2018 Board Retreat: “Strategic Direction: Ends to Ends Strategic Process.” Discussion.
CDS Consulting – Decision tabled until after the 2018 Board Retreat.

Board Decisions

GM Monitoring B7: Board Communication and B8: Board Support – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B7: Board Communication and B8: Board Support.”** Motion brought by Mark, seconded by Meagan and **unanimously approved with one abstaining.**

Board Education

Store and Café Update – Bob provided an update and the Board discussed.

Consent Agenda

Approved unanimously with one abstaining: Draft Board Meeting Minutes from August
Approved unanimously: GM Monthly Report.

Closings

Next Meeting Topics:

- Member Communication Committee update
- Bylaw Committee Report
- Investment Committee – update
- Committee Reporting Template Proposal – David
- CDS Consulting call update – Meagan
- Approve September Meeting Minutes – Liz
- Self-Monitoring Report C8: Governance Investment – Hal (approval)
- Self-Monitoring Report D: Global Board-Management Relationship & D1: Unity of Control - David
- GM Monitoring Report B3: Asset Protection – Bob
- GM Monthly Update – Bob

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

7:54 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