

Approved 6/18/19

**Grain Train (GT) Natural Food Cooperative  
Board of Directors May 21<sup>st</sup>, 2019 Meeting  
Grain Train Business Office, 6:00 PM**

**In attendance:** Meagan Krzywosinski – President, Lynn Wolf – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Allie Greenleaf Maldonado, Hal Willens, John Paul Westbrook (J.P.), Drew Anderson, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mary Lake – Visiting Staff Member/Owner

**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** – Café Ribbon Cutting was added to General Business. The questions presented to the Board were moved into the scheduled closed session. The Draft Board Meeting Minutes for April and April GM Report were removed from the Consent Agenda. The Review of 2018 Financials was moved to the June Meeting.

**Open Member Forum** – Mary Lake was present to observe.

**General Business**

**Member Communication Committee Report** – Meagan provided an update in advance. **“Accept the committee’s recommendation that the May member communication email contain the information provided from the Board at the General Membership Meeting (GMM).”** Motion brought by Allie, seconded by Lynn and **unanimously approved**. Lindsay joined the committee.

**GM Compensation Committee Update** – Meagan provided an update. Lynn will replace Meagan as chair of this committee.

**Consumer Cooperative Management Association (CCMA) Conference** – Hal provided an update. The attendees will be deciding which breakout sessions to attend on Wednesday, May 29<sup>th</sup> and are seeking suggestions from the Board.

**CBLD 101 Summary** – Moved to the June Meeting.

**Responding to Employee Concerns** – Meagan provided a document in advance and the Board discussed.

**Executive Committee** – By consent, David was elected to serve another term as Treasurer and Paula was elected to serve as Secretary. The President and Vice President roles will be filled at the June Meeting.

**Café Ribbon Cutting** – Will be held on June 20<sup>th</sup> at 4:00pm.

**Closed Session** – The Board conducted a closed session from 6:35 pm until 7:19 pm.

**Questions for the Board** – Meagan presented a list of questions in advance and the Board discussed.

**Code of Conduct/Ethics:** Meagan introduced the topic and the Board discussed.

### **Board Decisions**

**GM Monitoring Report B1: Financial Conditions Q1** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Q1 with acknowledgement of non-compliant results and action plans as stated in the report.”** Motion brought by Allie, seconded by David and **unanimously approved.**

**April Meeting Minutes** – Meagan requested that the April Minutes be amended to reflect her abstention from approval of the March Minutes and to change the name of the topic ‘Supplemental Nutrition Assistance Program (SNAP) Acceptance’ to ‘Electronic Benefit Transfer (EBT) Acceptance’. **“Accept the April Meeting Minutes as amended.”** Motion brought by David, seconded by Meagan and **unanimously approved with Lindsay abstaining.**

**GM Report** – Bob provided the report in advance and the Board discussed.

**Directors and Officers Insurance** – **“Engage the Grain Train’s attorney to conduct a legal liability review for the Board of Directors and ensure the policy is up to date and provides Directors with adequate coverage.”** Motion brought by Allie, seconded by J. P. and **unanimously approved.**

### **Consent Agenda**

**Approved unanimously:** Draft GMM Meeting Minutes

### **Closings**

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

**8:21 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 9<sup>th</sup>, 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.

### **Disaster Relief Fund Committee**

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. 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; Lindsay joined the committee in May 2019. 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; Lynn replaced Meagan as chair in May 2019. Updates are to be brought before the Board on a monthly basis.

### **Financial Policies Review Committee**

Help the Board decide whether Policy B1: Financial Conditions is relevant, appropriate and clear, and to research potential changes. To be chaired by David with Allie and J. P. as members.

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