

Approved 07/16/19

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 18th, 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, John Paul Westbrook (J.P.), Hal Willens, Drew Anderson, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

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.

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

Preliminaries

Agenda Review – Self-Monitoring Report C2: The Board’s Job was removed from the Consent Agenda and tabled until a future meeting.

Open Member Forum – no members were present;

General Business

Resignation/Director Appointment – Meagan submitted a letter to the Board via email announcing her resignation as of the close of the June Meeting. **“Appoint Mark Blaauw-Hara to fill the remainder of Meagan’s term ending April 2020.”** Motion brought by Paula, seconded by David and **tabled until the July meeting.**

Closed Session – **“Enter closed session.”** Motion brought by David, seconded by Paula and **approved with 8 in favor and 1 opposed.** The Board conducted a closed session from 6:40 pm until 8:25 pm.

Executive Committee – Drew nominated J. P. to serve as President; Allie seconded. Paula nominated Hal to serve as Vice President; Lynn seconded, and Hal accepted the nomination.

Voting on the following nominations will take place at the July meeting:

President: Lynn, J. P.

Vice President: Hal.

Board Decisions

GM Monitoring Report A: Ends – Bob provided the report in advance. **“Accept GM Monitoring Report A: Ends as written.”** Motion brought by Hal, seconded by Paula and **unanimously approved with Meagan abstaining.**

Consent Agenda

Approved unanimously: Draft May Meeting Minutes, Self-Monitoring Report C1: Governing Style, GM Report for June

Closings

Next Meeting Tasks:

Board Education: Review of Board Holism / C2: The Board's Job

Appointment to fill Meagan's term

Election of Officers – President and Vice President

Resolution Recommendation from Closed Session

C3: Agenda Planning – Paula

B6: Staff

Draft June Minutes

Report from Email Committee

The Board would like to thank outgoing President Meagan Krzywosinski for a job well done.

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

8:39 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.

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; 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