

Approved 12/17/19

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 15th, 2019 Meeting
Grain Train Business Office, 6:00 PM**

In attendance: Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, John Paul Westbrook (J.P.), Lindsay Hall, Mark Blaauw-Hara, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mike Holifield – Visiting 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.

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

Preliminaries

Agenda Review – The topic Community Outreach was added to General Business.

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

Board Education

Future Trends from NCG – Bob presented projections for the natural grocery sector from the NCG fall meeting and from the FMI group’s food industry survey.

How to know if you have the right GM? – Paula provided a recap of the September Board Education and introduced the remaining portion of the questionnaire. Discussion.

General Business

Member Communication Committee – Lindsay provided an update and the Board discussed.

Retreat Committee Update – Paula provided a synopsis of her conversation with Ben regarding potential retreat topics and the Board discussed.

Bylaw Committee Report – J. P. provided an update.

Vacancy Recommendations – **“Appoint Mike Holifield to fill one of the vacant seats on the Board.”** Motion brought by Paula, seconded by David and **unanimously approved**. The Board discussed how to decide about the remaining appointment given the skill sets already on the Board.

Thank You Letter – Paula drafted and mailed a letter to Meagan thanking her for her service on the Board and as President and provided it to the Board for review.

Columinate 2020 – The Board discussed. **“Renew Columinate’s Cooperative Board Leadership Development services for 2020.”** Motion brought by Hal, seconded by David and **unanimously approved.**

Community Outreach – The November agenda will include space to brainstorm channels through which the Grain Train can better serve the community.

Board Decisions

B3: Asset Protection – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B3: Asset Protection.”** Motion brought by David, seconded by Hal and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft September Meeting Minutes, GM Report for October, Self-Monitoring Reports D: Global Board-Management Connection and D1: Unity of Control.

Closings

Next Meeting Tasks:

Board Education – marketing from staff, second video

Brainstorm Ideas

Member Communication Committee report

Retreat Committee update – David/Lindsay

Bylaw Committee update – J. P.

Vacancy Recommendations (Listen)

Self-Monitoring Reports D2: GM Accountability & D3: Delegation – J. P.

Revised Policies for review – Liz (December)

Monitoring Template – Hal (December)

GM Monitoring Report B1: Financial Conditions Q3

Draft October Minutes

GM Report November

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

8:05 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 5.2.k and 5.2.m of the Bylaws. 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