

Approved 11/16/2021

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 19th, 2021 Meeting
Grain Train Remote Office, 5:30 PM**

In attendance: Lynn Wolf – President, Joe Graham – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Katie Hartlieb, Amanda Weinert, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Hal Willens

Time Keeper: Joe

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: (5:30 pm) Quorum determined.

Preliminaries

Agenda Review – Time was added at the end of General Business for questions about the October GM report with the report remaining in the Consent Agenda.

Open Member Forum – no members were present.

Strategic Conversation

Bob's Business Plan – The Board asked Bob questions about his business plan and strategic approach to current conditions. Discussion.

General Business

Member Communications Committee – Lindsay provided an update on this month's communication and invited others to join the committee since it has lost Taylor as a member. Amanda joined the committee.

Patronage Rebate – David provided an update. The Finance Committee will present recommendations at the November meeting.

Staff Gift – The Board discussed options for a gift to staff from the Board for 2021 holiday season.

GM Report Question – Paula had a question for Bob and the Board discussed briefly.

Closed Session: Personnel – The Board entered closed session at 6:55 pm for a sensitive personnel topic. Closed session ended at 7:05 pm.

Board Decisions

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

Board Education

AI Debrief and Tolerance – Katie and Joe led the Board in reflecting on the values the Board identified at the July meeting.

Consent Agenda

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

Results of the Board’s vote, conducted online, to renew its Board Development contract with Colunate are attached to these minutes per Policy C4.4.

Closings

Next Meeting Tasks:

Member Communication Committee Update

Finance Committee – Options for Patronage

Staff Gift Ideas – Bob and Liz

Self-Monitoring Report – D2: GM Accountability & D3: Delegation to the GM – LW

GM Monitoring Report – B1: Financial Conditions Q3

Draft October Minutes

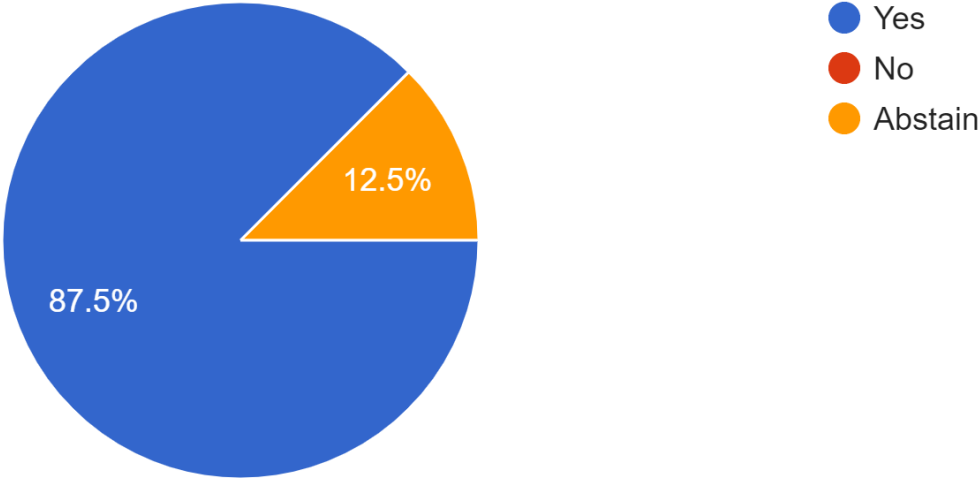
GM Report November

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

7:30 pm, meeting adjourned.

Are you in favor of renewing the Grain Train Board's contract with Columinate for Board Development for 2022, and doing so before October 15th to secure early-bird pricing?

8 responses



Who has responded?

Email

pwelmers@aol.com

amanda@graintrain.coop

dheidtke@gmail.com

hjwillens@gmail.com

balancedbodybylynn@mac.com

kathryn.hartlieb@gmail.com

ljhhall@gmail.com

joe@graintrain.coop

Standing Committees:

Executive Committee

Charter: Help the Board be forward-looking and work more effectively during and between meetings and to share leadership burdens of the President.

- Identify emerging issues for the board's attention
- Assist the president in setting work priorities and schedules
- Develop strategy proposals for guiding the board's work before full board consideration
- Collaborate on setting meeting agendas
- Hear ideas and concerns of other Board members between meetings
- Assist the president through collaboration and discussion when unexpected issues demand attention before the full board meets, and accept other tasks of the president that may be delegated by the Board

Chair: Current President. Members: Current Vice President, Treasurer, and Secretary.

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: Hal, Amanda, Katie.

Finance Committee

Charter: Review financial issues annually to recommend to the Board what form of financial review should occur each year.

Maintain an understanding of the Grain Train's financial position and a readiness to provide the Board with recommendations for actions with material financial implications.

Help the Board decide whether Policy B1: Financial Conditions is relevant, appropriate, and clear, and research potential changes.

Beginning upon authorization and reauthorized annually. Updates are to be brought before the Board at least annually.

Chair: David. Members: Joe, Hal.

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.

Chair: Lindsay. Members: Katie, Amanda.

Board Perpetuation Committee

Charter: Recruit and endorse Board Candidates, maintain candidate reference documents and applications, and oversee new Board Member Orientations.

Chair: Lynn. Members: Paula, David.

Open Ad-Hoc Committees:

2021 Retreat Committee

Charter: Plan the 2021 Board Retreat.

Members: Joe, Hal, Paula, Lynn.

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?

Explore possibilities for use/investment of our on-hand cash.

Outstanding Board Work Reminders

Bylaw clarifications:

Individual vs. household membership - patronage

Board Procedural Handbook section(s):

Board Member Exit Interviews