

Approved 11/17/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 20th, 2020 Meeting
Remote Meeting, 6:00 PM**

In attendance: Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Mark Blaauw-Hara, Joe Graham, Betsy Schnell, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Taylor Huntman, Visiting Owner

Absent: Mike Holifield

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 – no changes were made.

Open Member Forum – Visiting Owner Taylor Huntman introduced herself to the Board and asked a question about patronage rebates. David gave feedback to Bob as a member.

General Business

PPP Loan Update – Liz provided an update.

GM List of Intentions/Plans – Bob provided the Board with a list of intentions and plans for the coming year and spoke briefly about his priorities and challenges he is anticipating.

CBL 101 – Paula sent the announcement for CBL 101 on Saturday November 14th in advance and encouraged Board members to attend.

Self-Monitoring Reports D and D1 – David provided the reports in advance and the Board discussed the results. **“Accept Self-Monitoring Reports D: Global Board-Management Relationship and D1: Unity of Control.”** Motion brought by Paula, seconded by Mark, and **unanimously approved.**

Retreat Committee Report – Lindsay provided the committee’s proposal for the format of the Retreat in advance and the Board discussed. **“Accept the committee’s proposal to structure the retreat as several shorter meetings with the following proposed topics: creating/redefining our Ends, dreaming and brainstorming for the future of the Grain Train, and designing a shared strategic plan.”** Motion brought by David, seconded by Joe, and **unanimously approved.**

Focused Ends Framework – Hal provided a proposed framework for creating Focused Ends Policies in advance and presented the core ideas to the Board.

Board Education

Committees – Paula and Lynn reviewed documents and guidance from Columinate about strategies for Boards to ensure that their committees effectively support the work of the Board. The Board then reviewed the open committees.

“Amend the charter of the Financial Oversight Committee to ‘Review audit evaluation procedures and related data. Summarize findings and present to the Board for a timely decision on what form of financial accounting review will be adopted for the current year.’” Motion brought by David and **tabled until the November Meeting.**

Disaster Relief Committee was disbanded.

“Task the Board Secretary with ensuring that documents from committees are archived.” Motion brought by David, seconded by Paula, and **unanimously approved.**

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 David, seconded by Paula, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft September Meeting Minutes, GM Report for October

Closings

Next Meeting Tasks:

Retreat Committee Update

Financial Oversight Committee Recommendation

PPP Loan Update

Self-Monitoring Reports D2: GM Accountability and D3: Delegation to the GM - Paula

GM Monitoring Report B1: Financial Condition Q3

Draft October Minutes

GM Report November

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

7:38 pm, meeting adjourned.

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: Mark, Hal

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 are to be brought before the Board at least annually.

Chair: David. Members: Joe, Betsy

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: Mark, Joe, Owner Taylor Huntman.

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:

Financial Policies Review Committee

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

Chair: David. Members: Mike, Betsy, Bob.

2020 Retreat Committee

Charter: Plan and execute the 2020 Board Retreat and report

Chair: Lindsay. Member: Lynn, Paula.

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 Member Exit Interviews