

Approved 12/21/2021

Grain Train (GT) Natural Food Cooperative
Board of Directors November 16th, 2021 Meeting
Grain Train Remote Office, 5:30 PM

In attendance: Lynn Wolf – President, Joe Graham – Vice President, David Heidtke – Treasurer, Hal Willens, Amanda Weinert, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Amy Janssens – Visiting Member/Owner

Absent: Paula Welmers – Secretary, Katie Hartlieb

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 – Self-Monitoring Report D3 was removed from the Consent Agenda and tabled until the December Meeting.

Open Member Forum – Owner Amy Janssens shared her perspective on the Co-op with the Board.

Strategic Conversation

Patronage Rebate – Dave provided a committee report in advance and the Board discussed.

General Business

Member Communications Committee – Lindsay provided an update on the committee’s recent activity. The Board discussed this and potential future topics.

GM Contract Date – **“Change the GM Contract start date to January 1st. If a new GM is hired mid-year, the first contract will be through year-end and each contract will start annually thereafter.”** Motion brought by Hal, seconded by David, and **unanimously approved.**

Retreat Options – Joe sent some proposals for the retreat in advance and the Board discussed. Hal offered to chair the committee.

CBLD Renewal Date – CBLD discussion moved to September on the Annual Calendar beginning in 2022 to take advantage of Early-bird pricing.

Board Decisions

GM Monitoring Report B1: Financial Condition Q3 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Condition Q3.”** Motion brought by David, seconded by Hal, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft October Meeting Minutes, GM Report for November, Self-Monitoring Report D2: GM Accountability.

Closings

Next Meeting Tasks:

Member Communication Committee Update

Retreat Committee Update

Draft Annual Calendar Review

Draft Board Budget Review

Self-Monitoring Reports – D4: GM Monitoring & D5: GM Compensation – KH, D3: LW

GM Monitoring Report – B2: Planning & Budgeting

Draft November Minutes

GM Report December

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

7:17 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: 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, Paula.

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.

Chair: Hal. Members: Joe, 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