

Approved 12/15/2020

Grain Train (GT) Natural Food Cooperative
Board of Directors November 17th, 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

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: (6:05 pm) Quorum determined.

Preliminaries

Agenda Review – LW move retreat recap to the end of the meeting.

Open Member Forum – Board Members spoke briefly as members.

General Business

Mike Holifield Step-Down/Replacement – Mike Holifield indicated his intention to step down and Paula drafted a letter acknowledging his resignation and thanking him for his service on the Board. **“Approve and mail the letter to Mike Holifield acknowledging his resignation from the Board.”** Motion brought by David, seconded by Paula, and **unanimously approved.**

“Appoint Taylor Huntman to the Board if she is available to serve.” Motion brought by David, seconded by Mark, and **unanimously approved.**

PPP Loan Update – Liz provided an update.

Internal Financial Controls/CPA Recommendation – The Financial Oversight committee presented its recommendation and the Board discussed. **“Proceed with a review of 2020 financials, rather than an audit.”** Motion brought by Hal, seconded by David, and **unanimously approved.**

Committees and Priorities – The Board reviewed current committee work.

Policy D2 Language Recommendation – Paula provided in advance a recommendation to adopt the Columinate template language for policy D2: GM Accountability. **“Adopt the Columinate template’s language for policy D2: GM Accountability.”** Motion brought by David, seconded by Lynn, and **unanimously approved.**

Board Education

Membership Data and Member growth as an indicator

Bob provided membership data in advance and the Board discussed.

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 Lindsay, and **unanimously approved.**

Retreat Recap – Lindsay provided a recap of the retreat and the Board discussed.

Consent Agenda

Approved unanimously: Draft October Meeting Minutes, GM Report for November, Self-Monitoring Reports D2: GM Accountability and D3: Delegation to the GM.

“The Board will buy gifts for the Grain Train staff members similar to what was done last year.” Motion brought by Hal, seconded by Paula, and **unanimously approved.**

Closings

Next Meeting Tasks:

PPP Loan Update

Self-Monitoring Reports D4 & D5 – Paula

GM Monitoring Report B2: Planning and Budgeting

Draft November Minutes

GM Report December

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

8:00 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, Taylor.

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