

Approved 1/19/2021

Grain Train (GT) Natural Food Cooperative
Board of Directors December 15th, 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, Taylor Huntman, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

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 GM Report for December was moved from the Consent Agenda to the end of General Business for discussion and questions.

Open Member Forum – Board members spoke briefly as members.

General Business

PPP Loan Update – Liz and Bob provided an update.

D4 & D5 – Paula provided the reports along with a memo regarding her findings and proposed language changes in advance and the Board discussed. **“Adopt the newest language for Policy D.4 from the CBLD Policy Register Template.”** Motion brought by Paula, seconded by David, and **unanimously approved.** **“Accept Self-Monitoring Reports D4: Monitoring GM Performance (Evaluating the GM) and D5: GM Compensation as written.”** Motion brought by Hal, seconded by David, and **unanimously approved.**

Strategizing: Goal vs Planning and How Often – Cooperative Strategic Leadership by Art Sherwood was included in the Board Packet and the Board discussed.

Focused Ends: Vote, Committee for Wording – The Board resolved its discussion of the Focused Ends from the most recent retreat session. **“Accept the premise of focused ends with the current focused ends as a starting point and form a committee to continue working on the wording of the focused ends.”** Motion brought by Mark, seconded by Joe, and **approved with 8 in favor and 1 opposed.** The Focused Ends Committee was thus formed for the purpose of **preparing a final draft of the focused ends based on feedback from the retreat sessions.** To be chaired by Betsy with Joe and David as members.

December GM Report – Bob provided the report in advance and the Board discussed. **“Accept the December GM Report”** Motion brought by Paula, seconded by David, and **unanimously approved**.

Board Decisions

GM Monitoring Report B2: Planning and Budgeting – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B2: Planning and Budgeting.”** Motion brought by David, seconded by Lynn, and **unanimously approved**.

Board Education

Holiday Toast

Consent Agenda

Approved unanimously: Draft November Meeting Minutes, GM Report for December

Closings

Next Meeting Tasks:

PPP Loan Update

GM Monitoring Reports B: Global Constraint and B9: GM Succession

Draft December Minutes

GM Report January

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

7:23 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.

Focused Ends Committee

Charter: Prepare a final draft of the focused ends based on feedback from the retreat sessions .

Chair: Betsy. Members: Joe, David.

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