

Approved 1/21/2020

Grain Train (GT) Natural Food Cooperative
Board of Directors December 17th, 2019 Meeting
Grain Train Business Office, 6:00 PM

In attendance: Lynn Wolf – President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Mark Blaauw-Hara, Mike Holifield, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mindy Taylor – Visiting Staff/Owner

Absent: Hal Willens – Vice President, John Paul Westbrook (J.P.)

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 following topics were added to General Business: Staff Gift, Agenda-Setting. The December GM Report was moved from the Consent Agenda to Board Decisions.

Open Member Forum – No members were present. Board members took to opportunity to speak as members

Board Education

Staff Marketing Team Update – Mindy spoke about the staff marketing team’s current strategies and initiatives and the Board discussed.

General Business

Member Communication Committee – Lindsay provided an update and the Board discussed.

Bylaw Committee Update – Bob provided feedback about the Bylaws from Janis Adams of Danbrook Adams Raymond PLC in advance and the Board discussed how to proceed. **“Contract Ms. Adams to execute her recommendations except changes to the Policy Register”**. Motion brought by Lynn, seconded by Mark and **unanimously approved**.

Community Involvement Brainstorm – Discussion postponed.

Community Events for Annual Calendar – Paula and Lynn provided an update; discussion postponed until January.

Vacancy Recommendations – Lynn provided a reminder to the Board to continue searching for candidates for appointments to Board vacancies.

Staff Gift– Paula presented some ideas for gifts for staff members for Christmas and the Board discussed. **Bob and Liz were assigned to resolve the options.**

Agenda Setting – The Executive Committee agreed to meet in advance of each meeting to set the agenda.

Board Decisions

B1: Financial Condition Q3, B2: Planning & Budgeting, GM Report December – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B1: Financial Condition Q3 and B2: Planning & Budgeting and the GM Report for December.”** Motion brought by Paula, seconded by David and **unanimously approved.**

Consent Agenda

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

Closings

Next Meeting Tasks:

Member Communication Committee – to attend staff marketing meeting

Event Calendar

Retreat Tasks – Ends policies – Mark and Lindsay

Self-Monitoring Report C6: Officers – Lindsay

GM Monitoring Reports B: Global Constraint & B9: GM Succession – Bob

Draft December Minutes

GM Report January

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

8:10 pm, meeting adjourned.

Open Committees:

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

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 to be brought before the Board at least annually.

Chair: David. Members:

Disaster Relief Fund Committee

Charter: Explore the possibility of creating a disaster relief fund and policies for distributing the fund. Beginning August 15th, 2017 and ending upon submission of recommendations to the Board.

Chair: Mark. Members:

Member Communication Committee

Charter: Work with the Grain Train staff to develop a communication strategy proposal that will fulfil 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.

Co-chairs: Lindsay, Hal. Members: David.

GM Compensation Committee

Charter: Propose an efficient and effective GM evaluation system and re-evaluate policies D4 and D5, providing recommendations for changes to the Board if necessary. Beginning February 20, 2018 and ending upon submission of recommendations in April 2018. Updates are to be brought before the Board on a monthly basis.

Chair: Lynn. Members:

Financial Policies Review Committee

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

Chair: David. Members: Mark, Mike, Bob

Bylaw Committee

Original Charter: Examine Bylaw Article V: Board of Directors to ensure they are consistent with current technology, examine Bylaws Article VI: Officers to determine when the President is empowered to make decisions on behalf of the Board, and bring recommendations to the Board on both topics. Beginning May 2018 and ending upon a decision from the Board based on the committee's recommendations. Results are to be brought before the Board at the June 2018 Board Meeting.

New Task July 16th, 2019: recommend to the Board specific Bylaws to be reviewed by an attorney, including the concerns that Allie has already researched.

Chair: Members: Mark.

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 Members' behavior during Staff Meetings (AM)

Board Member Exit Interviews