

Approved 1/18/2022

Grain Train (GT) Natural Food Cooperative
Board of Directors December 21st, 2021 Meeting
Grain Train Remote Office, 5:30 PM

In attendance: Lynn Wolf – President, Joe Graham – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Hal Willens, Amanda Weinert, Lindsay Hall, Katie Hartlieb Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent:

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 Reports D4 and D5 were removed from the consent agenda and added to General Business.

Open Member Forum – no members were present.

Strategic Conversation

2021 Strategic Conversations Recap – Joe provided a summary of the year’s discussions in advance and the Board discussed.

General Business

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

Retreat Committee – Hal provided an update. The committee will present an agenda and work plan for the retreat at the January Board Meeting.

Board Budget – David provided a draft in advance and the Board discussed. **“Adopt the Board Budget as presented with the following additions: \$6,000 for CCMA attendance, \$6,500 for owner events other than the GMM, \$1,500 for Board Meeting expenses, and \$3,550 for miscellaneous expenses. This brings the total Board Budget for 2022 to \$50,000.”** Motion brought by David, seconded by Paula, and **unanimously approved.**

2022 Annual Calendar – Liz provided a draft in advance and the Board discussed. The calendar will be presented for approval at the January Board Meeting.

Staff Bonus – Bob spoke briefly about the bonus given to staff members in November.

Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation – Katie provided the report in advance. **“Accept Self-Monitoring Reports D4: Monitoring the GM and D5: GM**

Compensation with acknowledgement of the non-compliant results and the following action plan: the GM's contract renewal date was changed to January 1 starting in 2023. Motion brought by Paula, seconded by Joe, and **unanimously approved.**

Board Decisions

GM Monitoring Report B2: Planning and Budgeting – Bob provided the report and his draft 2022 budget in advance and the Board discussed. **“Accept GM Monitoring Report B2: Planning and Budgeting.”** Motion brought by Paula, seconded by David, and **unanimously approved.**

Board Education

Paula spoke about the value of the free webinars available from Columinate. Board members are encouraged to use them as a resource.

Consent Agenda

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

Closings

Next Meeting Tasks:

Member Communication Committee Update

Retreat Committee Agenda and work plan

Annual Calendar Approval

Self-Monitoring Report – C6: Officers – Amanda

GM Monitoring Report – B: Global Constraint & B9: GM Succession

Draft December Minutes

GM Report January

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

7:30 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