

Approved 2/15/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 18th, 2022 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 – The GM Report for January was moved from the Consent Agenda to the end of General Business. The Retreat Committee report was combined with the Strategic Conversation.

Open Member Forum – no members were present.

Strategic Conversation

Retreat – Joe provided an update; the Board discussed timing, structure, and strategies for the retreat.

General Business

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

2022 Annual Calendar – Liz provided a draft in advance and the Board discussed. **“Accept the 2022 Annual Calendar as presented.”** Motion brought by Joe, seconded by David, and **unanimously approved.**

General Membership Meeting (GMM) Committee – Call for chartering of the committee. **The GMM Committee was chartered to plan and execute the 2022 GMM, with Paula, Amanda, Lynn as members.** The Board discussed options for the event.

Staff Survey – Dave and Joe volunteered to participate and represent the Board’s goals during the process.

GM Report January – Bob provided the report in advance and the Board asked questions and discussed. **“Accept GM Report for January.”** Motion brought by Paula, seconded by Joe, and **unanimously approved.**

Board Decisions

GM Monitoring Reports B: Global Board-Management Relationship and B9: GM Succession Planning – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Reports B: Global Board-Management Relationship and B9: GM Succession Planning.”** Motion brought by David, seconded by Katie, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft December Meeting Minutes, Board Self-Monitoring Report C6: Officers’ Roles.

Closings

Next Meeting Tasks:

Member Communication Committee Update

Retreat Committee Agenda and work plan

Self-Monitoring Report – C5: Code of Conduct – Lindsay

1 hour to determine questions for the retreat

GM Monitoring Report – B1: Financial Conditions Q4 & YE 2021

Draft January Minutes

GM Report February

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

7:09 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.

2022 GMM Committee

Charter: Plan and execute the 2022 GMM

Members: Paula, Amanda, 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