

Approved 2/16/2021

**Grain Train (GT) Natural Food Cooperative  
Board of Directors January 19<sup>th</sup>, 2021 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), Mary Lake – Human Resources Manager

**Absent:** Liz Meeks – Support Services

**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.

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**Meeting called to order:** (6:01 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – A discussion of Patronage Rebates was added to Board Education.

**Open Member Forum** – no members were present.

**Strategic Discussion** – The Board engaged in strategic discussion focused on the question “who does our co-op exist to serve, now and in the future?” from *Cooperative Strategic Leadership* by Art Sherwood.

**General Business**

**PPP Loan Update** – Delayed until February.

**CBL Online Educational Opportunities** – Paula outlined upcoming webinars for financial competency (February) and policy governance (March) from Columinate.

**Charter GMM Committee** – The Board Chartered a committee to plan and execute the 2021 GMM. To be chaired by Mark with Betsy, Taylor, and Lynn as members.

**Determine Call for Candidates** – The Board will publish a call for candidates to run, in partnership with the staff Marketing team. Lynn, Betsy, and Taylor are up for re-election.

**Board Decisions**

**GM Monitoring Report B: Global Constraint & B9: GM Succession** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B: Global Constraint & B9: GM Succession.”** Motion brought by David, seconded by Paula, and **unanimously approved.**

### **Board Education**

**Patronage Rebates** – The Board discussed what patronage rebates are, how they are calculated, and when and how they are distributed.

### **Consent Agenda**

**Approved unanimously:** Draft December Meeting Minutes, GM Report for January

### **Closings**

The time of future meetings was changed to 5:30 pm.

### **Next Meeting Tasks:**

PPP Loan Update

GM Monitoring Report B1: Financial Conditions Q4 & Year-End

C5: Code of Conduct - Mark

Draft January Minutes

GM Report February

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

**7:37 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 9<sup>th</sup>, 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.

### **2021 GMM Committee**

Charter: To plan and execute the 2021 General Membership Meeting (GMM)

Chair: Mark. Members: Betsy

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