

Approved 2/18/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 21st, 2020 Meeting
Grain Train Business Office, 6:00 PM**

In attendance: Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Mark Blaauw-Hara, Mike Holifield, Liz Meeks – Support Services, Mary Lake – Visiting Staff Member

Absent: Robert Struthers (Bob) - General Manager (GM),

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: (5:58 pm) Quorum determined

Preliminaries

Agenda Review – Business After Hours added to General Business, GMM date added to the GMM committee topic.

Open Member Forum – No members were present.

General Business

Board Recruitment – The Board discussed candidate recruitment.

Charter General Membership Meeting (GMM) Committee – The Board agreed to April 26th for the date of the 2020 GMM. **The Board chartered the 2020 GMM Committee for the express purpose of planning and executing the 2020 GMM. To be chaired by Lynn with Mike, Paula and Mark as members. Beginning in January 2020 and ending upon successful completion of the GMM.**

Policy Committee Update – The committee provided a report in advance and the Board discussed. The committee will propose a list of potential Ends sub-policies at the February meeting.

Review Letter to J. P. – Following J. P. Westbrook’s resignation, accepted in December, Paula prepared a letter of thanks for his service to the Grain Train, which the Board reviewed and approved.

Retreat Recap; Succession Process – Discussion.

Business After Hours – Lynn invited directors to attend this community event on behalf of the Board.

Board Education

Policy Review Process – Hal presented his proposed changes to the Board’s self-monitoring process and the Board discussed. **“Change the monitoring schedule for Policy C6: Officers’ Roles to every other year.”** Motion brought by Lindsay, seconded by Hal and **unanimously approved.**

“Add to the Board Self-Monitoring Report process an analysis of whether it is the policy the Board wants and is written as the Board wants.” Motion brought by Hal, seconded by Paula and **unanimously approved.**

Board Decisions

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

Consent Agenda

Approved unanimously: Draft December Meeting Minutes, GM Report for January, Self-Monitoring Report C6: Officers.

Closings

Paula and Mike were added to the GM Compensation Committee.

Next Meeting Tasks:

Staff Survey – Mary and Bob

Board Recruitment – David putting together questions for possible candidates, Lindsay reviewing website

GMM Committee Update

Community Events Update

Self-Monitoring Report C5: Code of Conduct – Hal

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

Draft January Minutes

GM Report February

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

7:49 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 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.

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: Paula, Mike

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