

Approved 3/15/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors February 15th, 2022 Meeting
Grain Train Remote Office, 5:30 PM**

In attendance: Lynn Wolf – President, Joe Graham – Vice President, Paula Welmars – 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 – Investment in Staff was added to General Business

Open Member Forum – no members were present.

Strategic Conversation

Retreat Preparation: Visioning Exercise – Joe led the Board in sharing the results of their visioning exercise. Discussion ensued.

General Business

Member Communications Committee – Lindsay provided an update and the Board discussed. The 2022 call for Candidates will be going out soon.

General Membership Meeting (GMM) Committee – Paula provided an update, and the Board discussed options for the 2022 GMM.

Investing in Staff – Tabled unanimously until a future meeting.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q4 & YE 2021 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Q4 & YE 2021.”** Motion brought by Hal, seconded by Paula, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft January Meeting Minutes, Board Self-Monitoring Report C5: Directors’ Code of Conduct, GM Report for February.

Closings

Next Meeting Tasks:

Investment in Staff

GMM Committee Update

Self-Monitoring Report – C7: Committee Principles – Joe

CCMA Conversation

GM Monitoring Reports – B4: Owners & B5: Customers

Draft February Minutes

GM Report March

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

7:29 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