

Approved 3/16/2021

Grain Train (GT) Natural Food Cooperative
Board of Directors February 16th, 2021 Meeting
Remote Meeting, 5:30 PM

In attendance: Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Mark Blaauw-Hara, Lindsay Hall, Joe Graham, Betsy Schnell, Taylor Huntman, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent:

Time Keeper: Hal

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 Strategic Discussion was moved to follow Board Decisions.

Open Member Forum – no members were present.

General Business

Patronage for 2020 – **“Discuss issuing patronage rebates at a later meeting.”** Motion brought by David, seconded by Betsy, and **unanimously approved.**

GMM Committee Update – Committee members provided an update on planning progress.

Focused Ends – Betsy provided an update. Hal was added to the committee.

C5: Code of Conduct – Mark provided the report in advance with suggested edits. **“Accept the following changes to Policy C5: Directors’ Code of Conduct: change “she/he” to “they” in #1; add “expect to” before “attend” in #6; strike “consecutive” from #6a.”** Motion brought by Hal, seconded by Mark, and **unanimously approved.**

“Accept Self-Monitoring Report C5: Directors’ Code of Conduct.” Motion brought by Hal, seconded by Lynn, and **unanimously approved.**

Update to Customer Complaint – Bob provided the response from Grain Train lawyer Janice Adams in advance.

Liability, Safety, Enforcement – The Board discussed whether current customer service training offered at the Grain Train pertaining to the mask policy puts staff members at risk and/or expose the Grain Train to liability.

Board Decisions

GM Monitoring Report B1: Financial Condition Q1 & YE 2020 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Condition Q1 & YE 2020.”** Motion brought by David, seconded by Betsy, and **unanimously approved.**

Strategic Discussion – The Board engaged in strategic discussion focused on membership.

Consent Agenda

Approved unanimously: Draft January Meeting Minutes, GM Report for February

Closings

Next Meeting Tasks:

PPP Loan Update

GM Monitoring Report B4: Membership & B5: Consumers

C7: Committee Principles – Lynn

Draft February Minutes

GM Report March

Strategic Direction: Membership, continued. Reminder to engage with the Google doc; lots of good information there.

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

7:44 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: 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, Hal.

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