

Approved 4/21/20

**Grain Train (GT) Natural Food Cooperative
Board of Directors February 18, 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, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mary Lake – Visiting Staff Member

Absent: Mike Holifield

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: (6:00 pm) Quorum determined

Preliminaries

Agenda Review – Self-Monitoring Report C5: Code of Conduct was removed from the Consent Agenda and added to General Business.

Open Member Forum – No members were present. Lindsay shared some comments as a member.

General Business

Board Recruitment/Materials – Paula provided the re-draft of the Prospective Board Candidate Handbook in advance and the Board discussed. **“Charter a standing Board Perpetuation Committee for the express purpose of recruiting and endorsing Board Candidates, maintaining candidate reference documents and applications, and overseeing new Board Member Orientations. To be chaired by Paula with Mark and David as members.”** Motion brought by Paula, seconded by Mark and **unanimously approved.**

Ends Policy – Mark and Lindsay provided a report in advance and the Board discussed. The Board agreed with the direction of the effort but requested refinement of the language for review at the March Meeting.

Policy Review Process – Hal provided a process proposal in advance and the Board discussed. **“Require Board Members to review and sign the Code of Ethics annually in May.”** Motion brought by Lynn, seconded by Hal and **unanimously approved.** **“Assign an individual or committee to review the lawyer’s recommendations and suggest new policy language where applicable.”** Motion brought by Hal, seconded by Lynn and **unanimously approved.** Hal and Lynn volunteered to perform the review.

GMM Committee Update – Lynn provided an update and the Board discussed.

Self-Monitoring Report C5: Code of Conduct – Hal provided the report in advance and the Board discussed non-compliant results, some of which have the Board has already corrected. **“Assign Mark to work with staff to select and purchase a microphone up to \$200 to facilitate distance Board attendance.”** Motion brought by Mark, seconded by Lynn and **unanimously approved.** **“Accept Self-Monitoring Report C5: Code of Conduct as written.”** Motion brought by Mark, seconded by Lindsay and **unanimously approved.**

Board Education

Staff Survey – Mary presented a summary slideshow provided by Columinate regarding the staff survey conducted in October 2019.

Board Decisions

B1: Financial Condition Q4 and Year-End 2019 – Bob provided the report in advance and the Board discussed. Further discussion and decision will be added to the March Meeting.

Consent Agenda

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

Closings

Next Meeting Tasks:

Perpetuation Committee Recommendations

Ends Policy Recommendations

Review of Code of Ethics and Policy C5: Code of Conduct from Attorney

Annual Reports for GMM

GMM Committee Update

Financial Policies Review Committee Recommendations

Self-Monitoring Report C7: Committee Principles – DH

GM Monitoring Report B1: Financial Conditions Q4 and Year-End 2019, continued

GM Monitoring Reports B4: Membership & B5: Consumers

Draft February Minutes

GM Report March

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

8:04 pm, meeting adjourned.

Standing 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 are to be brought before the Board at least annually.

Chair: David. Members:

Member Communication Committee

Charter: Work with the Grain Train staff to develop a communication strategy proposal that will fulfil 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.

Board Perpetuation Committee

Charter: Recruit and endorse Board Candidates, maintain candidate reference documents and applications, and oversee new Board Member Orientations.

Chair: Paula. Members: Mark, David.

Open Ad-Hoc Committees:

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:

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.

GMM Committee

Charter: Plan and execute the 2020 GMM.
Chair: Lynn. Members: Mike, Paula, 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 Member Exit Interviews