

Approved 4/19/2022

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

In attendance: Lynn Wolf – President, Joe Graham – Vice President, Katie Hartlieb - Treasurer, Paula Welmers – Secretary, Hal Willens, Amanda Weinert, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, George Robson – Visiting Owner

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 – Owners serving on Board Committees was added to General Business. Self-Monitoring Report C7: Committee Principles was removed from the Consent agenda to the end of General Business.

Open Member Forum – Owner George Robson introduced himself to the Board.

General Business

General Membership Meeting (GMM) Committee – The Committee presented the Board with options in advance. The Board discussed the structure of the 2022 GMM. **“Present the 2022 GMM in electronic/email format involving pre-prepared reports and a questionnaire about the desires of Owners for future events.”** Motion brought by Joe, seconded by Lindsay, and **unanimously approved.**

Retreat Committee – Hal provided an update on Retreat planning and the Board discussed.

CCMA – Paula encouraged other Board members to consider attending CCMA, either virtually or in person. Discussion.

Staff Survey – Joe updated the Board on his meeting with James Morell from Columinate and Bob, Bailey, and Mary from the Grain Train staff. The Board reviewed its goals for the staff survey: to provide supporting data for Policies A2: Ends – Model Workplace and B6: Staff Treatment, and to measure trends in staff satisfaction over time.

Owners on Board Committees – Discussion. **“Appoint Katie to serve as Treasurer until the next Officers’ Election.”** Motion brought by Lynn, seconded by Joe, and **unanimously approved.**

“Appoint Katie to chair the Finance Committee and invite Owner David Heidtke to serve as a non-Board member.” Motion brought by Joe, seconded by Paula and **unanimously approved.**

Self-Monitoring Report C7: Committee Principles – Joe provided the report in advance and the Board discussed the potential policy wording change. **“Accept Self-Monitoring Report C7: Committee Principles”** Motion brought by Hal, seconded by Lindsay, and **unanimously approved.**

Board Decisions

GM Monitoring Reports B4: Owners and B5: Customers – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B4: Owners and B5: Customers.”** Motion brought by Hal, seconded by Paula, and **unanimously approved.**

Consent Agenda

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

Closings

Next Meeting Tasks:

Self-Monitoring Reports – C: Governance and D: Board-Management – Hal

GMM Update

Retreat Committee

CCMA Reminder

Draft March Minutes

GM Report April

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

7:02 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: Katie. Members: Joe, Hal, owner David Heidtke.

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