

Approved 4/20/2021

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 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 – A discussion of Bylaws Article 5.1: Size and Eligibility was added to the agenda.

Open Member Forum – no members were present.

Strategic Discussion – The Board engaged in strategic discussion about the proposed Focused Ends and the role of ownership in the Board’s strategic decision-making.

“The Grain Train will begin to shift wording in documents and communications from “members” to “owners”. Motion brought by Paula, seconded by Joe, and **unanimously approved.**

General Business

GMM Committee Update – Committee members provided an update on planning progress and sought feedback from the Board regarding the structure of the 2021 GMM. **“Adopt the strategy of written reports with no live events for the 2021 GMM.”** Motion brought by David, seconded by Mark, and **unanimously approved.**

B6: Possible Motion to Monitor Early – Discussion. **“Monitor Policy B6: Staff in July as scheduled.”** Motion brought by David, seconded by Mark, and **unanimously approved.**

C7 Self-Monitoring Report – Lynn provided the report in advance and the Board discussed. **“Accept the self-monitoring report with the action plan that Chairs of standing committees will review charters and suggest potential changes at the April meeting.”** Motion brought by Hal, seconded by Lindsay, and **unanimously approved.**

“Accept the proposed language changes to Policy C7: Committee Principles.” Motion brought by David, seconded by Paula, and **unanimously approved.**

Bylaw 5.1: Size and Eligibility – The Board discussed whether to propose an amendment to Article 5.1 of the Bylaws to the owners. **“The Board believes that Article V: Board of Directors,**

subsection 5.1: Size and Eligibility is adequate and declines to propose a modification at this time. Motion brought by Joe, seconded by Lindsay, and **unanimously approved.**

Board Decisions

GM Monitoring Reports B4: Membership & B5: Consumers – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B4: Membership & B5: Consumers.”** Motion brought by David, seconded by Mark, and **unanimously approved.**

Consent Agenda

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

Closings

Recommended: Upcoming Art Sherwood webinar – link emailed by Lindsay

Next Meeting Tasks:

Art Sherwood question for Strategic Discussion: how does the co-op provide value to each group it exists to serve?

Board Education – preparation materials for the strategic discussion

C: Global Governance & D: Global Board-Management Relationship – Lindsay

Draft March Minutes

GM Report April

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

7:23 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