

Approved 5/17/2022

**Grain Train (GT) Natural Food Cooperative  
Board of Directors April 19<sup>th</sup>, 2022 Meeting  
Grain Train Administrative Office, 5:30 PM**

**In attendance:** Lynn Wolf – President, Joe Graham – Vice President, Katie Hartlieb - Treasurer, Paula Welmers – Secretary, Amanda Weinert, Lindsay Hall, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Erik Hagstrom – Visiting Owner/Board Candidate

**Absent:** Hal Willens

**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:** (5:35 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – Self-Monitoring Report C8:Governance Investment was removed from the Consent Agenda and tabled until the May meeting.

**Open Member Forum** – Erik introduced himself to the Board.

**General Business**

**Retreat Committee** – Paula presented the retreat committee report. The Board discussed the structure and intended outcomes of the retreat.

**General Membership Meeting (GMM) Committee** – The Committee presented the proposed owner survey for final comments and approval in advance and the Board discussed.

The President’s letter and Report of Condition were presented in advance. **“Accept the President’s Letter and Report of Condition with the removal of apartment numbers from Directors’ addresses.”** Motion brought by Paula, seconded by Katie, and **unanimously approved.**

**Member Communication Committee** – Lindsay provided an update.

**CCMA** – Liz provided a reminder about the conference and requested that Board members let her know if they would like to attend virtually or in person.

**Consent Agenda**

**Approved unanimously:** Draft March Meeting Minutes, GM Report for April

**Closings**

**Next Meeting Tasks:**

Self-Monitoring Report – C1: Governing Style – PW

GM Monitoring Report – B1: Financial Condition Q1  
New Board Members  
Owner Survey Results  
Board Education – Retreat Recap  
CCMA Reminder  
Draft April Minutes  
GM Report May

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

**6:48 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 9<sup>th</sup>, 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.

## **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