

Approved 5/18/2021

**Grain Train (GT) Natural Food Cooperative  
Board of Directors April 20<sup>th</sup>, 2021 Meeting  
Remote Meeting, 5:30 PM**

**In attendance:** Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Joe Graham, Betsy Schnell, Taylor Huntman, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Katie Hartlieb – visiting owner, Amanda Weinert – visiting owner

**Absent:** Mark Blaauw-Hara

**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.

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**Meeting called to order:** (5:30 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – Board Education was moved to precede Strategic Conversation

**Open Member Forum** – Katie and Amanda introduced themselves

**Board Education** – In advance of the meeting, Directors read *Making Smarter Strategic Decisions through Board Engagement with Owners* by Rebecca Torpie and Thane Joyal of Columinate and *Why Co-ops Die: And Exchange* by Robert Grott, Jesse Singerman, and Dave Gutknecht from Cooperative Grocer Feb-Mar 1987.

Paula presented an overview of Strategic Leadership and its components and the Board discussed. Bob provided a timeline of the Grain Train’s history in advance of the meeting. Discussion.

**Strategic Discussion** – Joe led the Board in strategic discussion about the value the Grain Train provides to its various stakeholders.

**General Business**

**GMM Final Overview** – Lynn provided a final update.

**Self-Monitoring Reports C: Global Governance & D: Global Board-Management Connection** – Lindsay provided the reports in advance. **“Accept Board Self-Monitoring Reports C: Global Governance & D: Global Board-Management Connection as written.”** Motion brought by David, seconded by Joe, and **unanimously approved.**

**Committee Updates and Overview** – Lynn led an overview of the existing committees.

**Consent Agenda**

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

**Closings**

**Next Meeting Tasks:**

Board Education –

GM Monitoring Report B1: Financial Condition Q1

Self-Monitoring Report C1: Governing Style – Joe

Draft April Minutes

GM Report May

The Board thanked Betsy for her service.

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

**7:32 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: 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: Hal, Bob, Betsy Schnell (?)

### **Focused Ends Committee**

Charter: Prepare a final draft of the focused ends based on feedback from the retreat sessions.

Chair: Joe. Members: 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