

Approved 5/19/20

**Grain Train (GT) Natural Food Cooperative  
Board of Directors April 21<sup>st</sup>, 2020 Meeting  
Remote Meeting, 6:00 PM**

**In attendance:** Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Lindsay Hall, Mark Blaauw-Hara, Mike Holifield, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Ben Sandel – Columnate Consultant

**Absent:**

**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:** (6:10 pm) Quorum determined

**Preliminaries**

**Agenda Review** – An update from Ben was added to the beginning of General Business. Self-Monitoring Report C7: Committee Principles was removed from the consent agenda and added to General Business.

**Open Member Forum** – no members were present

**General Business**

**Update from Ben** – Ben provided information pertaining to the response of other co-ops and their Boards to the COVID-19 pandemic.

**Attorney Revisions** – Hal and Paula reviewed the proposed revisions from the attorney and brought their recommendations to the Board for discussion. A proposal from Paula will be included in the May Packet.

**Financial Policies Review Committee** – David provided an update and the Board discussed.

**GMM Committee Update** – Lynn provided an update on the plans to provide information to members and conduct the vote electronically. Discussion.

**Loan Discussion** – Bob provided an update on the Grain Train’s loan application in advance and the Board discussed the further information they will need in order to decide whether to accept the loan.

**Nominations for Officers** – Lynn reminded the Board that officer positions will need to be filled soon; all current officers indicated a willingness to continue to serve.

**Ends Committee** – The committee provided a report in advance; this topic will be addressed on a future agenda.

**C7: Self-Monitoring** – David provided the report in advance; discussion of non—compliant results will take place in a future meeting.

### **Board Decisions**

**GM Monitoring Report B1: Financial Condition Q4 and Year-End 2019, continued** – Bob provided the report in advance and the Board continued discussion from the February Meeting. **“Accept GM Monitoring Report B1: Financial Condition Q4 and Year-End 2109 as written.”** Motion brought by HHal, seconded by Paula and **unanimously approved.**

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

### **Consent Agenda**

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

### **Closings**

#### **Next Meeting Tasks:**

Conduct/Ethics revisions

Member Communication Committee

Loan Decision

Financial Policies Review Committee Recommendations

Board Education: Bob request: envisioning the future in a changing environment – maybe this will be a separate conversation?

Self-Monitoring Report C7: Committee Principles – DH (Gen Business)

GM Monitoring Report B1: Financial Conditions Q1 2020

Draft April Minutes

GM Report May

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

**8:03 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 9<sup>th</sup>, 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 15<sup>th</sup>, 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 16<sup>th</sup>, 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