

Approved 6/15/2021

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 18th, 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, Taylor Huntman, Katie Hartlieb, Amanda Weinert, 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 – Thank you letters and Annual Calendar were added to General Business

Open Member Forum – no members were present.

Strategic Discussion

Joe led the Board in strategic discussion about how the Grain Train provides value to its stakeholders and what comes next.

General Business

Self-Monitoring Report C1: Governing Style – Joe provided the report in advance and the Board discussed. **“Accept Board Self-Monitoring Report C1: Governing Style as written and adopt the new wording for Policy C1 as recommended.”** Motion brought by Lynn, seconded by David, and **unanimously approved.**

Committee Assignments – The Board reviewed committees and assignments. The Board renamed the Financial Oversight Committee to Finance Committee and tasked it with maintaining an understanding of the Grain Train’s financial position and a readiness to provide the Board with recommendations for decisions with material financial implications. The Financial Policies Review Committee was disbanded, and its charter was assigned to the Finance Committee. The two committees’ membership was merged.

Amanda and Katie joined the Education Committee. Katie joined and Joe left the Member Communication Committee.

Code of Conduct Agreements 2021 – Lynn asked Board Members to review the agreements, which will be sent electronically for signatures.

Letters to Mark and Betsy – Paula provided letters thanking Mark and Betsy for their service on the Board in advance. **“Approve and mail thank-you letters to Mark and Betsy.”** Motion brought by Joe, seconded by Lindsay, and **unanimously approved.**

Annual Calendar – Lynn led a review of the 2021 Annual Calendar and upcoming Monitoring Report assignments.

Board Decisions

GM Monitoring Report B1: Financial Condition Q1 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Condition Q1 as written.”** Motion brought by Paula, seconded by Hal, and **unanimously approved.**

Board Education

Bob discussing his business plan – Bob provided a 5-year business plan and discussed it with the Board.

“Request that Bob complete his next Ends monitoring report on Focused Ends so the Board can preview his interpretations and the report’s results.” Motion brought by Hal, seconded by Joe, and **approved with 8 in favor and 1 abstaining.**

Consent Agenda

Approved unanimously: Draft April Meeting Minutes, GM Report for May

Closings

Next Meeting Tasks:

Board Education – TBD by the education committee; Paula will email the committee.

Strategic Discussion – TBD

GM Monitoring Report A: Ends

Self-Monitoring Report C2: The Board’s Job – Hal

Draft May Minutes

GM Report June

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

7:34 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: David. Members: Joe, Hal, owner Betsy Schnell.

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: Taylor, Katie.

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:

Focused Ends Committee

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

Chair: Joe. Members: David, Hal.

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