

Approved 6/16/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 19th, 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, Joe Graham, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Marty Parks

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 – Lynn reviewed the agenda. The topics “Loan Update” and “Finance Committee update were combined. The May GM Report was removed from the Consent Agenda.

Open Member Forum – no members were present.

General Business

Member Communications Committee – Lindsay provided an update.

Finance Committee Update – Liz provided an update on our progress with meeting the criteria for forgiveness of the Paycheck Protection Program (PPP) loan. Bob shared some strategies that staff are implementing to make the most of the additional funds and set the co-op up for success in the future.

Committee Principles – David provided the report in advance and the Board discussed non-compliant results and David’s recommendations.

Code of Ethics/Conduct – Paula provided draft revisions to Policy C5: Code of Conduct, Directors’ Statement of Agreement, and Bylaws 5.1 and 5.4 in advance and the Board discussed. **“Adopt the revisions to Policy C5 as written with the amendments included.”** Motion brought by Hal and seconded by David. **The revisions will be included in a final draft, which will be presented at the June meeting for any remaining discussion and vote.**

CCMA Online 2020 – Hal included a reminder that CCMA will be held online in 2020, Monday, June 8th – Friday, June 12th

Board Decisions

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

May GM Report – Bob provided the report in advance and the Board discussed. **“Accept the May GM Report.”** Motion brought by David, seconded by Hal and **unanimously approved.**

Board Education

What the Future May Look Like – The Board discussed how the Grain Train might adapt in an uncertain future.

Consent Agenda

Approved unanimously: Draft April Meeting Minutes, Self-Monitoring Reports C: Global Governance Commitment & D: Global Board-Management Connection

Closings

Next Meeting Tasks:

Conduct/Ethics final revisions and vote
Member Communication Committee
Financial Policies Review Committee Recommendations
Board Education: Columinate Policy Register Template
Self-Monitoring Report C2: The Board’s Job – Mark
GM Monitoring Report A: Ends
Draft May Minutes
GM Report June

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

8:01 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 9th, 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 15th, 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 16th, 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