

Approved 7/20/2021

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 15th, 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, Katie Hartlieb, Amanda Weinert, Robert Struthers (Bob) - General Manager (GM)

Absent: Taylor Huntman

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 – Board Education was moved to the beginning of the meeting.

Open Member Forum – no members were present.

Board Education

Appreciative Inquiry (AI) – The Board watched a video explaining Appreciative Inquiry and Paula and Katie lead the Board in a discussion about the concept and how the Board might apply it in the future.

Strategic Discussion

Diversity, Equity, and Inclusion (DEI) Operational Ideas – Bob discussed ideas that he has for operationalizing DEI values if the Board indicates that it is a priority through the focused Ends.

General Business

GM Compensation Committee – The Board chartered the GM Compensation Committee for 2021. Katie, David, Paula, Lynn as members.

Nomination of Officers – Lynn presented a concept for planning for officer succession, providing for a one-year mentorship of individuals for the positions of secretary and Treasurer; the Board **assented**. Lindsay Hall and Katie Hartlieb, respectively, volunteered to become mentees in those positions. Directors were nominated for officer positions and all accepted nominations, as follows:

David Heidtke for Treasurer

Paula Welmers for Secretary

Joe Graham for Vice President

Lynn Wolf for President

Industry Standard of Hours – Bob provided the Board with information about expectations for time a GM should spend in the store based on his perspective on the benefits and feedback from peer co-op GMs.

Board Decisions

GM Monitoring Report A: Ends – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report A: Ends as written.”** Motion brought by Joe, seconded by David, and **unanimously approved.**

Consent Agenda

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

Hal proposed holding July’s meeting at his house and the Board agreed. Board members acknowledged Mindy Taylor’s contributions to the Grain Train over the years in light of her departure from staff for a new opportunity.

Closings

Next Meeting Tasks:

Board Education/Strategic Discussion – Applying AI to outstanding questions from prior discussions

Officer Vote

GM Monitoring Report B6: Staff

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

Draft June Minutes

GM Report July

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

7:53 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