

Approved 7/21/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 16th, 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, Marty Parks, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

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 –Self-Monitoring Report C2: The Board’s Job was removed from the Consent Agenda.

Open Member Forum – Liz and Marty each spoke briefly as a member.

General Business

B1 Policy – David provided an update and the Board discussed.

Executive Committee Limitations – The Board discussed the official chartering and ideal composition of a standing Executive Committee. The current Board Officers will bring recommendations to a future meeting.

Café Reopening Plan – Bob presented his recommendation and the Board discussed.

“Permanently close the café and proceed with selling off the assets.” Motion brought by David, seconded by Mark, and **tabled until the July Meeting.**

Nominations for Officers – No new nominations. All current officers are nominated to continue in their positions.

Revision to C5: Code of Conduct – The committee provided a final draft of revisions to Policy C5: Directors’ Code of Conduct and the accompanying agreement in advance. **“Accept the proposed revisions to Policy C5: Directors’ Code of Conduct and Code of Conduct Agreement as written.”** Motion brought by David, seconded by Hal, and **unanimously approved.**

GM Compensation Committee – Discussion. **“Revise the charter of the GM Compensation Committee to: ‘Execute the GM evaluation based on current policies for 2020.’”** Motion brought by David, seconded by Paula, and **unanimously approved.** David joined the committee.

Black Lives Matter – The Board discussed the Grain Train’s ability to make a statement relative to Article VIII of the Bylaws. **“Resolve that it is acceptable within the Grain Train’s Bylaws to**

proceed with commenting on current protests and task the Member Communication Committee with crafting a statement regarding how our cooperative principles align with the current movement and stating support for the work staff will be doing to ensure that the co-op is living up to those principles. Motion brought by Hal, seconded by Joe, and **unanimously approved.**

Self-Monitoring Report C2: The Board's Job – Postponed until July.

PPP Loan Update – moved to July.

Board Decisions

GM Monitoring Report A: Ends – moved to July.

Board Education

Virtual CCMA Review – Paula touched on some of the topics during other discussions and will share the recordings with the Board via email.

Consent Agenda

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

Closings

Next Meeting Tasks:

GM Compensation Committee

Financial Policies Review Committee Recommendations

Board Education: Columinate Policy Register Template

Self-Monitoring Report C2: The Board's Job – Mark

Self-Monitoring Report C3: Agenda Planning - Lynn

GM Monitoring Report A: Ends

GM Monitoring Report B6: Staff

Draft June Minutes

GM Report July

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

8:14 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 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.

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.

Task assigned Spring 2020: Review attorney's revisions to Bylaws 5.4 and 5.4, Policy C5, and Directors' Statement of Agreement and present a recommendation to the Board.

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: Execute the GM evaluation based on current policies for 2020. Beginning June 16th, 2020 and ending upon acceptance

Chair: Lynn. Members: Paula, Mike, David

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: Mark, Mike, Bob

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