

Approved 8/17/2021

**Grain Train (GT) Natural Food Cooperative  
Board of Directors July 20<sup>th</sup>, 2021 Meeting  
Home of Hal Willens, 5:30 PM**

**In attendance:** Lynn Wolf – President, Hal Willens – Vice President, David Heidtke – Treasurer, Paula Welmers – Secretary, Joe Graham, Katie Hartlieb, Amanda Weinert, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

**Absent:** Lindsay Hall, 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.

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**Meeting called to order:** (5:40 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – The GM Compensation Committee Report was moved to precede Self-Monitoring Report C2. Strategic Discussion/Board Education was moved to follow Board Decisions.

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

**General Business**

**GM Compensation Committee** – Paula presented an update and the Board discussed.

**Self-Monitoring Report C2: The Board's Job** – Hal provided the report in advance and the Board discussed. **“Accept report with the following changes: “objective criteria” in Interpretation to “systematic processes”; “is currently working on objective methodology” in Supporting Data to “has recently adopted a systematic process”; Compliance status to “Compliant”.”** Motion brought by Joe, seconded by David, and **unanimously approved.**

**Election of Officers** – the following nominees were **elected unanimously:**

**President:** Lynn Wolf

**Vice President:** Joe Graham

**Treasurer:** David Heidtke; Katie Hartlieb to prepare for succession.

**Secretary:** Paula Welmers; Lindsay Hall to prepare for succession.

**Focused Ends** – Joe provided the most recent draft of the focused ends in advance. **“Accept the proposed Focused Ends as presented and add them to the Policy Register as subsections of Policy A: Ends.”** Motion brought by Hal, seconded by Paula and **unanimously approved.**

**Board Decisions**

**GM Monitoring Report B6: Staff** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B6: Staff as written.”** Motion brought by Paula, seconded by David, and **unanimously approved.**

**Strategic Discussion/Board Education**

**Appreciative Inquiry (AI) Activity** – Katie presented an activity designed to help the Board articulate how the Grain Train embodies its values and how it might do so in the future.

**Consent Agenda**

**Approved unanimously:** Draft June Meeting Minutes, GM Report for July

**Closings**

**Next Meeting Tasks:**

Board Education

Strategic Discussion

GM Compensation Committee Report

GM Monitoring Report B1: Financial Condition Q2

Self-Monitoring Report C4: Meetings – David

Draft July Minutes

GM Report August

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

**7:33 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 9<sup>th</sup>, 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.

### **GM Compensation Committee**

Charter: Follow established procedures to help the Board evaluate the GM's performance and prepare a compensation package for 2021-22.

Chair: Paula. Members: Katie, David, Lynn.

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