

Approved 8/18/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors July 21st, 2020 Meeting
Remote Meeting, 6:00 PM**

In attendance: Lynn Wolf – 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: Hal Willens – Vice President, 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 – Café Motion from the June meeting was moved to #1 in General Business; Self-Monitoring Report C3: Agenda Planning was moved to the August Meeting; GM Monitoring Report A: Ends was added back to Board Decisions from the June Meeting.

Open Member Forum – no members were present.

General Business

Café Motion – The following motion was brought by David, seconded by Mark, and tabled during the June Meeting: **“Permanently close the café and proceed with selling off the assets.”** Discussion ensued, and the motion was **approved unanimously**.

GM Compensation Committee – Paula presented an update from the committee and the Board discussed. **“Add the following line to Policy D.5 – GM Compensation: ‘The process will follow the steps enumerated in the document titled, ‘GM Compensation Review Process’ in the Board’s Procedure Manual.’”** Motion brought by Paula, seconded by Lindsay, and **unanimously approved**. The committee will provide the procedure for the manual at the August Meeting.

Executive Committee Limitations – David presented a proposal for the role of the executive committee in advance and the Board discussed. **“Create an Executive Committee composed of elected officers, the charter, including roles and responsibilities, of which will be defined at the August meeting.”** Motion brought by David, seconded by Lindsay, and **unanimously approved**.

Self-Monitoring Report C2: The Board’s Job – Mark provided the report in advance and the Board discussed. Mark will conduct a review of the newest Columinate policy template and propose revisions to Policy C.2 at the August meeting.

PPP Loan Update – Liz provided an update on spending and likelihood of forgiveness.

Election of Officers – “Given the lack of competitive elections for officer positions, consider all nominees from the June meeting as duly elected.” Motion brought by Joe, seconded by Mark, and **unanimously approved.** The following officers are elected for one year: President: Lynn Wolf, Vice President: Hal Willens, Treasurer: David Heidtke, Secretary: Paula Welmers.

Retreat Committee – The Board discussed the likelihood that the retreat will be held electronically. **“Charter the 2020 Retreat Committee, for the express purpose of planning and executing the 2020 Board Retreat. To be chaired by Lindsay with Lynn as a member.”**

Board Decisions

GM Monitoring Report A: Ends – Bob provided the report in advance of the June Meeting and the Board discussed.

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

Consent Agenda

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

Closings

Next Meeting Tasks:

GM Compensation Committee Update
Retreat Committee Update
C2: proposed revisions
Self-Monitoring Report C3: Agenda Planning – Lynn
Self-Monitoring Report C4: Meetings – Lindsay
Member/nonmember sales data
PPP loan Update
Board Budget
GM Monitoring Report B1: Financial Conditions Q2
Draft July Minutes
GM Report August

8:03 pm, meeting adjourned.

Standing Committees:

Executive Committee

Charter: to be defined at the August 2020 meeting.

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

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.

Chair: Lindsay. Members: Mark, Joe.

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.

2020 Retreat Committee

Charter: Plan and execute the 2020 Board Retreat

Chair: Lindsay. Member: 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