

Approved 9/21/2021

**Grain Train (GT) Natural Food Cooperative  
Board of Directors August 17<sup>th</sup>, 2021 Meeting  
Grain Train Remote Office, 5:30 PM**

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

**Absent:** Hal Willens, Lindsay Hall, Taylor Huntman

**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.

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**Meeting called to order:** (5:30 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – Self-Monitoring Report C4: Board Meetings was moved to the Consent Agenda.

**Open Member Forum** – No members were present. Joe and Lynn shared feedback to Bob as members.

**Strategic Conversation**

**Self-Evaluation Review** – postponed until the September Meeting.

**General Business**

**Owner Return on Investment** – The Board discussed owner equity, equity investments, and policies involving the return of owner equity.

**Parking Lot Items: Use and Monitoring** – The Board discussed a proposal to use the Parking Lot more effectively through periodic review. **“The Board Vice President will record, manage, and resolve parking lot items as needed.”** Motion brought by Paula with friendly amendments from Joe, seconded by David and **unanimously approved.**

**Board Decisions**

**GM Monitoring Report B1: Financial Conditions Q2** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Q2 with minor corrections: update compliance status of B1.1 and debt-to-assets ratio no longer includes the PPP loan.”** Motion brought by David, seconded by Joe, and **unanimously approved.**

**Board Education**

**Appreciative Inquiry (AI) Debrief** – postponed until the September Meeting.

**Consent Agenda**

**Approved unanimously:** Draft July Meeting Minutes, GM Report for August, Self-Monitoring Report C4: Board Meetings

**Closings**

**Next Meeting Tasks:**

Board Education – AI Debrief

Strategic Discussion – Self-Evaluation Review

Closed Session: GM Compensation

Draft August Minutes

GM Report September

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

**6:17 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?*

*Explore possibilities for use/investment of our on-hand cash.*

**Outstanding Board Work Reminders**

**Bylaw clarifications:**

Individual vs. household membership - patronage

**Board Procedural Handbook section(s):**

Board Member Exit Interviews