

Approved 9/15/2020

**Grain Train (GT) Natural Food Cooperative  
Board of Directors August 18<sup>th</sup>, 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, Joe Graham, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Betsy Schnell – Visiting Member/Owner

**Absent:** Mike Holifield

**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:** (6:10 pm) Quorum determined

**Preliminaries**

**Agenda Review** – Update from ERACCE training added to General Business at #1; GM Compensation Committee topic was combined with the closed session and moved to the end of the meeting.

**Open Member Forum** – Mark introduced Betsy Schnell, a long-time owner from Boyne City with business experience interested in serving on the Board. Betsy introduced herself and described her background and why she is interested in serving on the Board.

**General Business**

**ERACCE Training** – Mark and several staff members attended a two-day training by Eliminating Racism & Celebrating/Celebrating Equity (ERACCE); Mark provided a synopsis.

**Executive Committee Roles/Responsibilities** – David provided a proposal for the roles and responsibilities of the executive committee in advance and the Board discussed. **“Adopt the proposed guide for the actions of the Executive Committee.”** Motion brought by David, seconded by Hal, and **unanimously approved.**

**Self-Monitoring Report C2: The Board’s Job** – Mark provided the report, revised to reflect changes to the policy register template from Columinate, in advance and the Board discussed. **“Revise Policy C2: The Board’s Job to match the Columinate Policy Register Template.”** Motion brought by Lynn and **tabled until the September Meeting.** **“Accept Self-Monitoring Report C2: The Board’s Job.”** Motion brought by David, seconded by Lynn, and **unanimously approved.**

**Self-Monitoring Report C3: Agenda Planning** – Lynn provided the report in advance. The recommended policy revisions and change to the monitoring frequency will be discussed at the September meeting. **“Accept Self-Monitoring Report C3: Agenda Planning as written.”** Motion brought by David, seconded by Hal, and **unanimously approved.**

**PPP Loan Update** – Bob and Liz provided an update.

**Board Budget** – David provided an update on his progress drafting the 2021 Board Budget and solicited input on priorities from the Board. Discussion.

### **Board Decisions**

**GM Monitoring Report B1: Financial Condition Q2** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Condition Q2.”** Motion brought by Hal, seconded by David, and **unanimously approved.**

### **Consent Agenda**

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

### **Closed Session/GM Compensation Committee**

The Board entered Closed Session at 7:44 pm.

**“Accept the proposed new procedure for GM Compensation.”** Motion brought by Paula, seconded by David, and **unanimously approved.**

The Board discussed, then **approved by a vote of 6-1**, a compensation package for the General Manager for 2020-2021.

### **Closings**

#### **Next Meeting Tasks:**

GM Compensation Committee Update

Retreat Committee Update

Policy Register: C2, C3 and C4 revisions considered

PPP Loan Update

Board Budget

Board Education: Focused Ends

Self-Monitoring Report C8: Governance Investment - Hal

GM Monitoring Reports B7: Board Communication and B8: Board Support - Bob

Draft August Minutes

GM Report September

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

**8:36 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

### **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 15<sup>th</sup>, 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 16<sup>th</sup>, 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