

Approved 10/20/2020

**Grain Train (GT) Natural Food Cooperative
Board of Directors September 15th, 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, Nadia Elmagrabi – 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.

Meeting called to order: (6:00 pm) Quorum determined

Preliminaries

Agenda Review – The topic ‘Review Employee Agreement’ was removed from General Business and moved to a Closed Session at the end of the meeting. Visitors at meetings was added to General Business.

Open Member Forum – Owners Betsy Schnell and Nadia Elmagrabi were present to observe; Nadia introduced herself to the Board.

General Business

Vote on Betsy – Betsy stepped away and the Board discussed her appointment to the Board. **“Appoint Betsy Schnell to fill the vacant position on the Grain Train Board of Directors.”** Motion brought by Paula, seconded by Lindsay, and **unanimously approved.**

Retreat Committee Update – Lindsay provided an update.

Policy Register – The Board discussed updating the sections C2, C3, and C4 of the Policy Register based on the Columinate Template. **“Accept the new language for policies C2: The Board’s Job, C3: Agenda Planning, and C4: Board Meetings based on Columinate’s Template.”** Motion brought by Mark, seconded by Paula, and **unanimously approved with one abstention.**

PPP Loan Update – Liz provided an update.

Board Budget – David provided the proposed budget in advance. **“Accept the proposed Board Budget for 2021.”** Motion brought by Paula, seconded by Lindsay, and **unanimously approved with one abstention.**

Board Email – The Board discussed email options to facilitate an increase in remote work.

Focused Ends – Mark and Lindsay presented a new draft of the focused Ends to propose and the Board discussed.

Attendance – The Board discussed accommodation of members who would like to attend Board Meetings. **“Post the meeting link on the Grain Train’s website, along with clarification of how the meetings operate and expectations of guests.”** Motion brought by Lynn, seconded by Paula, and approved with 7 in favor and one opposed.

Board Decisions

GM Monitoring Reports B7: Communication to the Board and B8: Board Logistical Support – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B7: Communication to the Board and B8: Board Logistical Support.”** Motion brought by David, seconded by Hal, and unanimously approved.

Change the monitoring interval for Policies B7: Communication to the Board and B8: Board Logistical Support to every other year.” Motion brought by David, seconded by Hal, and unanimously approved.

Self-Monitoring Report C8: Governance Investment – **“Accept the recommendation to increase the monitoring interval for this policy to two years.”** Motion brought by David, seconded by Hal, and unanimously approved.

Board Education

Grain Train Organizational Chart – Bob presented the organizational chart for the Board’s information.

Consent Agenda

Approved unanimously: Draft August Meeting Minutes, Self-Monitoring Report C8: Governance Investment, GM Report for September

Review Employee Agreement – The Board entered closed session at 7:31 pm. The GM Compensation Committee presented a proposed GM Employee Agreement to the Board. **“Accept the Employee Agreement, to be presented to Bob.”** Motion brought by David, seconded by Joe, and unanimously approved.

Closings

Next Meeting Tasks:

Retreat Committee Update

PPP Loan Update

Follow-up with Nadia

Focused Ends decision

Board Education about Ends statements

Self-Monitoring Reports D: Global Board-Mgmt. Relationship and D1: Unity of Control - David

GM Monitoring Report B3: Asset Protection

Draft September Minutes

GM Report October

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

7:46 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 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