

Approved 10/19/2021

**Grain Train (GT) Natural Food Cooperative
Board of Directors September 21st, 2021 Meeting
Home of Katie Hartlieb, 5:30 PM**

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

Absent:

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: (5:30 pm) Quorum determined.

Preliminaries

Agenda Review – Retreat Committee Charter and Board Packet Discussion were added to General Business. **“Push this month’s Board Education to the October Meeting to add time to the Closed Session.”** Motion brought by Joe, seconded by Paula, and **unanimously approved.**

Open Member Forum – Matthew introduced himself and spoke about his values and his changing relationship to the co-op over time.

Strategic Conversation

Self-Evaluation Review – The Board provided follow-up questions on the GM self-evaluation to Bob in advance of the meeting and he provided answers in advance. The Board discussed.

General Business

Product Guidelines – The Board discussed the current Product Guidelines with Bob.

Patronage Rebate – The co-op will have no tax-basis net income for 2020. **“Consider a motion to distribute a portion of retained patronage at the next meeting.”** Motion brought by David, seconded by Joe, and **unanimously approved.**

Retreat Committee – The Board chartered a committee tasked with planning the 2021 Board Retreat, with Joe, Hal, Paula, and Lynn as members and co-chairs.

Board Packet – The Board discussed what to do about documents and communications for the agenda coming after the Board Packet is sent each month.

Taylor informed the Board that she is moving away from the area and will be resigning from the Board.

Closed Session

GM Compensation – The Board entered Closed Session at 7:10 pm; Closed session concluded at 7:59 pm.

Consent Agenda

Approved unanimously: Draft August Meeting Minutes, GM Report for September, Policy Register with approved changes incorporated

Closings

Next Meeting Tasks:

Board Education – AI Debrief and Tolerance

Self-Monitoring Report – D: Global Board-Management Connection & D1: Unity of Control – Paula

GM Monitoring Report – B3: Asset Protection

Draft September Minutes

GM Report October

7:59 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: 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.

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: 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:

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.

2021 Retreat Committee

Charter: Plan the 2021 Board Retreat

Members: Joe, Hal, Paula, 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