

Approved 11/21/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 17th, 2023 Meeting
Grain Train Administration Offices, 5:30 PM**

In attendance: Joe Graham – President, Erik Hagstrom – Treasurer, Lindsay Hall – Secretary, Paula Welmers, George Robson, Greg Fuller, Hal Willens, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Katie Hartlieb – Vice President, Amanda Weinert

Timekeeper: Joe

Secretary: Lindsay

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 Update, Owner Engagement Committee Update, and Grievance Response Letter were added as topics to General Business.

Open Owner Forum – no owners were present.

General Business

Education Committee Update – Greg and Lindsay provided an update on the committee’s current work and the Board discussed.

Finance Committee Update – Erik provided an update. The Finance Committee recommends a review for 2023 financials. **“Request a Review of the Co-op’s 2023 Finances by Wegner CPAs.”** Motion brought by Hal, seconded by Erik, and **unanimously approved.**

Committee Roles – Joe provided a summary of committee work and roles in advance and the Board reviewed and discussed.

Parking Lot – Bob provided an update on the market study in the packet and the Board discussed.

Retreat Committee Update – The Board discussed scheduling for the retreat.

Owner Engagement Committee Update – Paula provided an update.

Employee Grievance Response – Joe provided a draft of the response letter to board members in advance and the Board discussed. **“Approve the draft letter to be sent on the Board’s behalf.”** Motion brought by Lindsay, seconded by Paula, and **unanimously approved.**

Board Decisions

GM Monitoring Report B3: Asset Protection – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B3: Asset Protection as written.”** Motion brought by Paula, seconded by Joe, and **unanimously approved.**

Board Education

Board Perpetuation – Paula gave a presentation on Board Perpetuation, to give Directors the information needed to determine the scope of a Board perpetuation effort.

Consent Agenda

Approved unanimously: Draft September Meeting Minutes, GM Report for October, Self-Monitoring Reports D: Globally Board-Management Relationship and D1: Unity of Control.

Closings

Next Meeting Tasks:

GM Report November

Self-Monitoring Reports D2 & D3 – Joe

GM Monitoring Report B1 Dashboard

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

7:39 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. Determine the next steps for the Board to take based on the feedback from the owner survey.

Chair: Greg. Members: Rotating: Lindsay, Paula, George, Amanda.

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.
- Assess the frequency and structure of reporting for GM Monitoring Report B1: Financial Conditions.

Beginning upon authorization and reauthorized annually. Updates are to be brought before the Board at least annually.

Chair: Erik. Members: Hal, Katie

Owner Engagement 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.

Recruit and endorse Board Candidates, maintain candidate reference documents and applications, and oversee new Board Member Orientations.

Updates are to be brought before the Board monthly.

Plan and execute the 2023 General Membership Meeting (GMM).

Chair: Paula. Members: Katie, Amanda, Joe, Erik, Greg.

Open Ad-Hoc Committees:

2022/3 Retreat Committee

Charter: Plan and execute the 2022/3 Board Retreat.

Chair: Hal. Members: Paula, Erik.

Bylaws Committee

Charter: Conduct an overall review of the Bylaws and recommend resolutions to unclear language, particularly items in the Board's Parking Lot. Recommendations to be brought to the Board by December 2023.

Chair: Lindsay. Members: Greg, Bob, Liz.

GM Compensation Committee

Charter: Follow established procedures to help the Board evaluate the GM's performance and prepare a compensation package for 2024.

Members: Katie, Lindsay.

Expansion Policy Committee

Charter: Identify the relevant policies and propose sub-policies as needed to assist with future communication pertaining to expansion updates. Beginning 9-19-2023 and ending upon submission of recommendations to the Board.

Chair: Erik. Members: Joe, Hal, Bob.

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