

Approved 11/15/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors October 20th, 2022 Meeting
Grain Train Administrative Office, 5:30 PM**

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

Absent: Lynn Wolf

Timekeeper: Paula

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: (5:34 pm) Quorum determined.

Preliminaries

Agenda Review – Self-monitoring reports C: Global Governance and D: Global Board-Management relationship were removed from the consent agenda and moved to the November meeting.

Open Owner Forum – owner Greg Fuller was present to observe.

General Business

Store Visit Recap – The Board members discussed their observations from the store visit.

Engage with City Regarding Parking Lot – **“Authorize Joe to converse with the City Council and/or Planner to ascertain their current position on the parking lot adjacent to the Petoskey store.”** Motion brought by Paula, seconded by Amanda, and **unanimously approved.**

Charter Visioning Committee – **“Charter a Visioning Committee to work with Bob and other designated staff to delve into what our opportunities are to serve more people. Hal as chair and Joe, Erik, and George as members”** Motion brought by Hal, seconded by Paula, and **unanimously approved.**

Owner Engagement Committee Update – Paula provided an update.

Finance Committee Update –Katie provided an update on a new proposed structure for quarterly B1 reporting.

December Meeting – There will not be a December meeting.

Bylaws – Lindsay volunteered to read through the Bylaws to clarify outstanding issues including ownership, conflict of interest and proposing changes to present to owners.

Board Decisions

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

Board Education

Staff Survey Presentation – Columinate Consultant James Morell presented the results of the staff survey conducted earlier in 2022. Board members asked questions and discussed.

Consent Agenda

Approved unanimously: Draft September Meeting Minutes, GM Report for October, Revised Code of Conduct Policy and Agreement.

Closings

Next Meeting Tasks:

Self-Monitoring Reports C: Global Governance & D: Global Board-Mgmt Relationship – GR

Self-Monitoring Reports D: Global Board-Mgmt Relationship & D1: Unity of Control – AW

Self-Monitoring Reports D2: GM Accountability & D3: Delegation to the GM – LH

GM Monitoring Report – B1: Financial Condition Q3

Draft October Minutes

GM Report November

Staff Gift

Board Education:

Owner Engagement Committee update

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

7:33 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. Added to charter 9/20: Determine the next steps for the Board to take based on the feedback from the owner survey.

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

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: Katie. Members: Hal, Erik, owner David Heidtke.

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.

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

Open Ad-Hoc Committees:

2022/3 Retreat Committee

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

Chair: Hal. Members: Paula, Erik.

GM Compensation Committee

Charter: Follow established procedures to help the Board evaluate the GM's performance and prepare a compensation package for 2023.

Members: Joe, Katie, Lindsay.

Visioning Committee

Charter: Work with Bob and other designated staff to delve into what our opportunities are to serve more people.

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

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