

Approved 1/17/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors November 18th, 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, Dustin Mueller – visiting owner

Absent:

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 January meeting.

Open Owner Forum – owner Dustin Mueller was present to observe; Board members shared feedback as owners.

General Business

Staff Survey Recap – Discussion.

Staff Holiday Gift – Bob provided an update.

Owner Engagement Committee Update – Joe provided an update.

Reminder: No December Meeting

Lynn Resignation/Thank-you – Lindsay provided a draft thank-you letter to Lynn in advance and the Board approved.

Finance Committee Update – Katie provided an update.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q3 – Bob provided a dashboard with key indicators and trends in advance and the Board discussed. **“Accept the key indicators dashboard as a quarterly update on GM Monitoring Report B1: Financial Conditions.”** Motion brought by Hal, seconded by Katie, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft October Meeting Minutes, GM Report for November, D: Global Board-Management Relationship and D1: Unity of Control, D2: GM Accountability & D3: Delegation to the GM

Closings

Discuss Board Candidates

Both potential appointees provided applications in advance. The Board discussed. Because the next Board election is coming soon, the Board decided to invite both Dustin Mueller and Greg Fuller to participate, but not vote, in the January through April Board meetings and encourage both to run in the April election.

Next Meeting Tasks:

Board work annual check-in

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

Self-Monitoring Reports D4: Monitoring the GM & D5: GM Compensation – JG

GM Monitoring Report – B1: Financial Condition Q3

GM Monitoring Reports – B2: Planning & Budgeting, B: Global Constraint, & B9: GM Succession

Draft November Minutes

GM Report January

Board Education: Microsoft Teams

Owner Engagement Committee update

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

7:01 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 fulfil 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