

Approved 12/12/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors November 21st, 2023 Meeting
Grain Train Administration Offices, 5:30 PM**

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

Absent:

Timekeeper: Katie

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 – Self-Monitoring Report D3: Delegation was removed from the Consent Agenda.

Open Owner Forum – no owners were present.

General Business

Committee Updates – The following committees provided updates:

Finance Committee: Erik provided an update on 2024 Board Budget planning.

Owner Engagement: Paula provided an update on newsletters and board candidate materials.

Education: Lindsay provided an update.

Bylaw: The Board discussed a February deadline for this work.

Policy Committee: no update.

Executive Committee: Joe provided an update.

Staff Gifts – The Board discussed a gift for the staff for the holiday season and Bob provided a recommendation. **“Tentatively approve a gift/bonus of \$100 to each staff member from the Board, pending final review of the budget by the Finance Committee.”** Motion brought by Joe, seconded by Katie, and **unanimously approved.**

Lindsay will also purchase cards for Board members to write messages in. These should be returned to the administrative office, completed, by December 15th.

C5 Policy Review/Recommendation – The Executive Committee provided a proposed change to the language in policy C5: Directors’ Code of Conduct in advance. The Board discussed. **“Approve the recommended change to policy C5: Directors’ Code of Conduct.”** Motion brought by Paula, seconded by Erik, and **unanimously approved.**

Retreat Date – The retreat is scheduled for Friday, February 9 from 5:30 – 8:00 pm and Saturday, February 10 from 9:00 am – 2:00 pm. The Board discussed topics for the agenda.

Board Decisions

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

Board Education

Expansion Scenarios – Joe presented a template on potential expansion scenarios to structure conversation and the Board discussed.

Consent Agenda

Approved unanimously: Draft October Meeting Minutes, GM Report for November, Self-Monitoring Report D2: GM Accountability.

Closings

The December Board meeting will be held on Tuesday, December 12th at 5:30 pm.

Next Meeting Tasks:

GM Report December

D3: Delegation – Joe/Lindsay

Self-Monitoring Reports D4 & D5 – Greg

GM Monitoring Report B2

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

7:35 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