

Approved 1/16/2024

**Grain Train (GT) Natural Food Cooperative  
Board of Directors December 12<sup>th</sup>, 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, Hal Willens, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mary Lake – Staff Member

**Absent:** Greg Fuller, George Robson, Amanda Weinert

**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.

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**Meeting called to order:** (5:30 pm) Quorum determined.

**Preliminaries**

**Agenda Review** – Self-Monitoring Reports D4: Monitoring the GM and D5: GM Compensation were removed from the Consent Agenda and moved to the January meeting.

**Open Owner Forum** – Owner and staff member Mary Lake was present to observe and introduced herself to the newer Board members.

**General Business**

**Committee Updates** – The following committees provided updates:

**Owner Engagement:** Paula provided an update on the committee’s Board perpetuation work.

**Finance Committee Recommendation** – Erik provided an update. The committee provided a draft 2024 board budget in advance. **“Accept the Board budget for 2024 as presented.”** Motion brought by Paula, seconded by Erik, and **unanimously approved.**

**Certificate of Deposit (CD) Resolution** – Liz provided information on a CD offer at Citizens National Bank in advance and the Board discussed. **“Authorize Bob to open a 5-month CD at Citizens National Bank.”** Motion brought by Paula, seconded by Joe, and **unanimously approved.**

**Board Decisions**

**GM Monitoring Report B2: Business Planning and Financial Budgeting** – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B2: Business Planning and Financial Budgeting as written.”** Motion brought by Katie, seconded by Lindsay, and **unanimously approved.**

**Board Education**

**Expansion Scenarios, Continued** – The Board continued its discussion of possible expansion scenarios, weighing benefits and limitations.

**Consent Agenda**

**Approved unanimously:** Draft November Meeting Minutes, GM Report for December, Self-Monitoring Report D3: Delegation.

**Closings**

**Next Meeting Tasks:**

GM Report January

Self-Monitoring Reports D4 & D5 – Greg, C6 – Hal

GM Monitoring Reports B & B9

Board Education: Expansion Continued

Owner Engagement Committee – Board Candidate documents and timing

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

**7:24 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 9<sup>th</sup>, 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 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.

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