

Approved 2/20/2024

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 16th, 2024 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, Amanda Weinert, George Robson, Greg Fuller, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Mary Lake – Staff Member

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 Reports D4: Monitoring the GM and D5: GM Compensation were removed from the Consent Agenda and moved to the February meeting.

Open Owner Forum – No owners were present. Lindsay asked a question as an owner.

General Business

Committee Updates – The following committees provided updates:

Expansion Policy Committee: The committee sent draft language to Bob for review; will present to the Board at a future meeting.

Owner Engagement: The next newsletter will go out around 2/27. Lindsay will assist this committee with planning and executing the General Ownership Meeting (GOM).

The committee provided a draft revised Prospective Directors Handbook in advance and the Board discussed.

Executive Committee: Provided an update on the GM Compensation timeline, to begin after the retreat.

Bylaws Committee: The committee will bring proposals to the February meeting so the Board can vote at the March meeting.

Retreat Agenda Review – The committee provided the draft retreat agenda in advance. Discussion.

Board Decisions

GM Monitoring Reports B: Global Constraint & B9: GM Succession – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Reports B: Global Constraint & B9:**

GM Succession as written. Motion brought by Erik seconded by Lindsay, and **unanimously approved.**

Board Education

Expansion – The committee provided Getting Started with Expansion from Bill Gessner in advance and Hal presented a summary.

Consent Agenda

Approved unanimously: Draft December Meeting Minutes, GM Report for January, Self-Monitoring Report C6: Officers' Roles.

Closings

Next Meeting Tasks:

GM Report February

Self-Monitoring Reports D4 & D5 – Greg, C5 – Paula

GM Monitoring Report: Q1 Dashboard

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

7:20 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
- [Liz clean up:] GM Compensation

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.

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