

Approved 2/21/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors January 17th, 2023 Meeting
Held Remotely via Zoom, 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

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 – Board Education was postponed until the February meeting.

Open Owner Forum – no owners were present.

Board Decisions

GM Monitoring Reports B2: Planning & Budgeting, B: Global Constraint, and B9: GM Succession – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B2: Planning & Budgeting, B: Global Constraint, and B9: GM Succession.”** Motion brought by George, seconded by Paula, and **unanimously approved.**

General Business

Employee Grievance – Joe provided a grievance from an employee, a summary of the Executive Committee’s discussion of the grievance, and a draft letter of response to the employee to the Board in advance. The Board discussed. **“Approve the letter to be sent in response on behalf of the Board.”** Motion brought by Erik, seconded by Katie, and **unanimously approved.**

Owner Engagement Committee Update – Paula provided an update. **Planning and execution of the 2023 General Membership Meeting (GMM) will be added to this committee’s charter until complete.**

Finance Committee Audit Recommendation – Katie provided an update and a recommendation for the engagement of accounting services for 2022 finances. **“Accept the finance committee’s recommendation to engage Wegner for a review of FY 2022 finances.”** Motion brought by Paula, seconded by Katie, and **unanimously approved.**

Katie has asked Erik to step into the Treasurer role given his deeper experience in finance; Erik is open to serving as Treasurer.

“Accept Katie’s resignation as Treasurer and nominate Erik to fill the role.” Motion brought by Hal, seconded by George, and **unanimously approved.**

GM Review – Bob provided answers to a brief self-interview in advance. The executive committee met with him in advance and provided a summary of their conversation. The Board discussed.

Consent Agenda

Approved unanimously: Draft November Meeting Minutes, GM Report for January, Self-Monitoring Reports D4: Monitoring the GM (including policy language changes) and D5: GM Compensation

Closings

Next Meeting Tasks:

Board work annual check-in

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

Self-Monitoring Reports C5: Code of Conduct – HW

GM Monitoring Report – B1: Financial Condition Q4 & Year-End

GM Report February

Board Education: Microsoft Teams

Owner Engagement Committee update – Discuss GMM

High-yield operating account recommendation

Retreat Committee Proposal

Cover Letter

Talking with Ben

Lawyer feedback on GM Contract

GM Compensation – The Board entered Closed Session at 6:27 pm to discuss the GM’s Compensation offer for 2023. **Motion to end closed session** brought by Lindsay, seconded by Hal, and **unanimously approved.** Closed Session ended at 7:12 pm.

“Approve 2023 GM Contract as reviewed in closed session for presentation to the GM.” Motion brought by Paula, seconded by Lindsay, and **unanimously approved.**

“Nominate Greg Fuller to fill the vacant Board seat until the April elections.” Motion brought by Hal, seconded by Erik, and **unanimously approved.**

Motion to adjourn brought by Amanda, seconded by Erik, and **unanimously approved.**

7:21 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