

Approved 3/19/2024

**Grain Train (GT) Natural Food Cooperative
Board of Directors February 20th, 2024 Meeting
Little Traverse Conservancy, 5:30 PM**

In attendance: Joe Graham – President, Katie Hartlieb – Vice President, Erik Hagstrom – Treasurer, Lindsay Hall – Secretary, Hal Willens, Greg Fuller, Robert Struthers (Bob) - General Manager (GM), Mary Lake – Staff Member

Absent: Paula Welmers, 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.

Meeting called to order: (5:32 pm) Quorum determined.

Preliminaries

Agenda Review – Self Monitoring Report C5: Code of Conduct was removed from the Consent Agenda and moved to General Business. Additional topics for discussion were added to General Business including “Board Assistant” after the Bylaws Committee and CCMA. Added before Closed Session was Questions/Discussion with Bob.

Open Owner Forum – No owners were present.

General Business

Committee Updates – The following committees provided updates:

Owner Engagement Committee: Paula updated the Board via email regarding plans send out the next newsletter next Tuesday and early planning for the GOM, scheduled for April 21st 12p-2:30p. Meeting needed with staff to discuss roles and responsibilities in planning/supporting the GOM. The final draft of the Prospective Candidate handbook is complete and ready to be published to the website. General request made to communicate via email to the full Board of any discussions of Board candidacy with prospective owners.

Bylaws Committee: Committee presented proposed changes to the Bylaws for Board discussion. Discussion specific to Owner of Record, Board eligibility, Board compensation, and removal of Directors. The Committee will send revisions to the attorney for review and will present a final draft at the March meeting.

Board Assistant – The Board briefly discussed language in the Bylaws associated with an administrative assistant to the Board regarding hiring, supervision and discharging (Article 5, section 5.2, subsection c).

Self-Monitoring Report C5: Code of Conduct – The Board discussed the report as presented with added/modified language recommended from CBLD. **“Accept C5 Report with recommendations provided by Paula from CBLD.”** Motion brought by Joe, seconded by Lindsay, and **unanimously approved.**

CCMA Conference – Will be held in Maine May 30th through June 1st. April 12th is the deadline for early-bird pricing. The Board has budgeted to send three or four people to this conference.

Board Decisions

GM Monitoring Reports B1: Financial Conditions Q4 & YE 2023 – Bob provided the report in advance and the Board discussed. **“Approve GM Monitoring Report B1: Financial Conditions Q4 & YE 2023 as written.”** Motion brought by Lindsay, seconded by Katie, and **unanimously approved.** Recommendation for the Finance Committee to meet with Bob to discuss the interpretation regarding compliance with regard to this policy.

Questions/Discussion with Bob

Closed Session

“Enter into Closed Session to discuss the GM Compensation Offer for 2024 and Board Retreat Review” Motion brought by Joe, seconded by Erik, and **unanimously approved** at 7:02pm.

“Exit Closed Session and adjourn.” Motion brought by Joe, seconded by Katie, and unanimously approved at 7:40pm.

Next Meeting Tasks:

GM Report March

Self-Monitoring Reports C7: Committee Principles - Katie

GM Monitoring Report: B4: Owners & B5: Customers

CCMA Enrollment (Early Bird Prices end April 12th)

Finance Committee to meet on B1 discussion

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
- 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