

Approved 4/16/2024

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 19th, 2024 Meeting
Grain Train Administration Offices, 5:30 PM**

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

Absent:

Timekeeper: Joe

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: (5:33 pm) Quorum determined.

Preliminaries

Agenda Review – Adjust time for Board Education to begin at 6:50 pm to make time for added discussion for GOM Committee Update.

Open Owner Forum – Joe gave a shout out to Nick, GT staff member for his excellent customer service.

General Business

Committee Updates – The following committees provided updates:

Executive Committee – Discussion among Board members and the GM regarding 2024.

Finance Committee – The committee plans to meet with Bob to discuss B1 quarterly finance reports and possible changes to the language of the policy. Dave Heidke is interested and willing to sit on the Finance Committee to support this discussion.

Bylaws Update – All materials for the GOM should be ready and submitted by March 31st. Discussion regarding legal review.

Data for Report of Condition – Liz sent the draft report to Joe today with updated figures for 2023.

CCMA – Discussion regarding who on the Board would like to attend this year's CCMA Conference.

General Ownership Meeting (GOM) Update – Request for several Board members to arrive at 10:30 am to support GOM preparation; all others to arrive by 11:30 am. GM and Board agreed to frame GOM presentations around the GT Focused Ends. Discussion about potential exhibitors for

the GOM and for plans regarding kids' entertainment during the GOM. A quote from Local Eats has been provided for catering. "**Hire Local Eats to cater the General Ownership Meeting.**" Motion brought by Paula, seconded by Lindsay, and **unanimously approved.**

Board Decisions

GM Monitoring Report B4: Owners and GM Monitoring Report B5: Customers. Bob provided the reports to the Board in advance of the meeting. "**Approve GM Monitoring Report B4: Owners and GM Monitoring Report B5: Customers as written.**" Motion brought by Erik, seconded by George and **unanimously approved.**

Board Education

Retreat Feedback – Discussion regarding the Board Retreat and the need to develop a work plan.

Consent Agenda

Approved unanimously: Draft February Meeting Minutes, GM Report for March, Self-Monitoring Report C7: Committee Principles.

Closings

Motion to adjourn at 7:43 by Katie, seconded by Joe. Unanimously approved.

Next Meeting Tasks:

GM Report April

Self-Monitoring Reports C: Global Governance and D: Global BOD Management – Erik

Expansion Work Plan – Joe

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 meet-
ings and for what reasons?*

Outstanding Board Work Reminders

Bylaw clarifications:

Individual vs. household membership - patronage

Board Procedural Handbook section(s):

Board Member Exit Interviews