

Approved 4/18/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors March 21st, 2023 Meeting
Grain Train Administration Offices, 5:30 PM**

In attendance: Joe Graham – President, Paula Welmers – Vice President, Erik Hagstrom – Treasurer, Katie Hartlieb, Amanda Weinert, George Robson, Greg Fuller, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Lindsay Hall – Secretary, Hal Willens

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: (5:32 pm) Quorum determined.

Preliminaries

Agenda Review – Self-Monitoring Report C7: Committee Principles was removed from the Consent Agenda for discussion of the proposed policy language changes. An update on Joe’s call with consultant Ben Sandel was added to General Business. A correction was made to the draft March minutes to add Greg’s name to the list of attendees; the minutes, with his change, remain in the Consent Agenda.

Open Owner Forum – no owners were present.

General Business

Owner Engagement Committee Update – Paula provided an update and the Board discussed additional plans for the GMM.

Greg joined the Owner Engagement Committee.

Board Work Check-In – Joe led a review and discussion of parking lot topics for future Board work.

Consultant Call Update – Joe provided an update on his call with Ben.

CCMA Conference Reminder – Paula provided information about upcoming professional development opportunities available to Board members.

Committee Work, Minutes, Assignments – Paula provided a copy of the Template for Committee Work and Reporting referred to in the policy as a reminder to Board members to use it to structure their committee work. Paula also provided a template for recording committee minutes for appropriate committee recordkeeping.

Self-Monitoring Report C7: Committee Principles – Paula provided the report in advance. **“Accept the proposed additions to Policy C7: Committee Principles from the CBLD template policy register.”** Motion brought by Paula, seconded by Katie, and **unanimously approved.** **“Accept**

Self-Monitoring Report C7: Committee Principles. Motion brought by Katie, seconded by Erik, and **unanimously approved.**

Board Decisions

GM Monitoring Reports B4: Owners & B5: Customers – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Reports B4: Owners & B5: Customers.”** Motion brought by Paula, seconded by George, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft February Meeting Minutes, GM Report for March, Self-Monitoring Report C5: Directors’ Code of Conduct.

Closings

Call for CCMA attendees. The Early Board deadline is 4/14.

Next Meeting Tasks:

Self-Monitoring Reports C&D

GM Report April

Board Education: Finance 101

Owner Engagement Committee update

Annual Reports Approved

Committees complete Template for Committee Work and Reporting

Bylaws review update (?)

Motion to adjourn brought by George, seconded by Paula, 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: Erik. Members: Hal, Katie(?), owner David Heidtke.

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.

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?

Outstanding Board Work Reminders

Bylaw clarifications:

Individual vs. household membership - patronage

Board Procedural Handbook section(s):

Board Member Exit Interviews