

Approved 6/20/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 16th, 2023 Meeting
Grain Train Administration Offices, 5:30 PM**

In attendance: Joe Graham – President, Paula Welmers – Vice President, Erik Hagstrom – Treasurer, Lindsay Hall – Secretary, Katie Hartlieb, Amanda Weinert, George Robson, Greg Fuller, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Scott Schornak – visiting owner/staff member

Absent: 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 – no changes were made.

Open Owner Forum – Directors commented as owners.

General Business

Nomination of Officers – Lindsay nominated Joe to serve another year as President. Erik seconded. Paula nominated Katie to serve as Vice President. Lindsay seconded.

Katie nominated Erik to continue serving as Treasurer. Paula seconded.

Paula nominated Lindsay to serve as Secretary for another year. Katie seconded.

All nominees accepted the nominations.

General Ownership Meeting (GOM) Recap – Paula provided a summary of the Owner Engagement Committee’s assessment of the GOM and the Board discussed.

Committee Check-ins – Chairpersons of the following committees summarized their charters and upcoming committee work: Owner Engagement, Bylaws, Finance, Education.

The Board discussed committee structures, processes, and upcoming work.

Women’s Resource Center Gift Cards – Joe proposed a new way the Grain Train can support the Women’s Resource Center. Bob was receptive to the idea and the staff will implement the proposal.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q1 Data Dashboard – Bob provided an update in advance and the Board discussed. **“Accept the key indicators dashboard as a quarterly update on GM Monitoring Report B1: Financial Conditions.”** Motion brought by Lindsay, seconded by Katie and **unanimously approved.**

Board Update

Bob provided an update on his conversations with the Store Development consultant from National Cooperative Grocers (NCG).

Consent Agenda

Approved unanimously: Draft April Meeting Minutes, GM Report for May, Self-Monitoring Report C1: Governing Style.

Closings

Next Meeting Tasks:

Election of Officers

Retreat and Visioning Committee Check-ins

Self-Monitoring Report C2: The Board's Job – George

GM Monitoring Report A: Ends

GM Report June

Review and Sign Code of Conduct

CCMA recap

Regional Co-op collaboration ideas

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

7:28 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 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.

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.

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