

Approved 6/21/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors May 17th, 2022 Meeting
Grain Train Administrative Office, 5:30 PM**

In attendance: Lynn Wolf – President, Joe Graham – Vice President, Katie Hartlieb - Treasurer, Hal Willens, Lindsay Hall, Amanda Weinert, Erik Hagstrom, George Robson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Paula Welmers – Secretary

Time Keeper: Joe

Secretary: Paula

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: (5:35 pm) Quorum determined.

Preliminaries

Agenda Review – Nomination of Officers and Retreat Recap were added to the end of General Business.

Open Owner Forum – no owners were present

General Business

Welcome New Members – The Board welcomed Erik and George.

General Membership Meeting (GMM) Review and Survey – Amanda provided an overview of the owner survey from the GMM and the Board discussed.

Member Communication Committee – Lindsay provided an update.

Self-Monitoring Report C8: Governance Investment – Hal provided the report in advance and the Board discussed the “Poorly Compliant” result. **“Accept Self-Monitoring Report G8: Governance Investment as written with the stated action plan that the Board will increase its efforts to solicit feedback from owners with each Owner Communication Email.”** Motion brought by Lindsay, seconded by Hal, and **unanimously approved.**

Code of Conduct Agreement – The Board reviewed the Code of Conduct Agreement in advance and discussed, then signed Agreements.

Retreat Recap – The Board members discussed their key takeaways from the May 14, 2022, Retreat.

Nomination of Officers – Joe nominated Lindsay for Secretary and Lindsay accepted. Lindsay nominated Joe for President and Joe accepted. Hal nominated Katie for Treasurer and Katie accepted. Lindsay nominated Paula for Vice President; nomination pending Paula’s acceptance.

Board Education

Hal presented an overview of Policy Governance. The Board used their recent discussions of a Grain Train hiring policy as an example to deepen their understanding of Policy Governance and Board Holism.

Board Decisions

GM Monitoring Report B1: Financial Condition Q1 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Condition Q1.”** Motion brought by Lynn, seconded by Lindsay, and **unanimously approved.**

“Add to the Finance Committee’s charter the task of assessing the frequency and structure of reporting for GM Monitoring Report B1: Financial Conditions” Motion brought by Hal, seconded by Joe, and **unanimously approved.**

Consent Agenda

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

Closings

Next Meeting Tasks:

Self-Monitoring Report – C2: The Board’s Job – LW

GM Monitoring Report – A: Ends

Committee Assignments

Officers Elections

2021 Patronage Rebate – recommendation from Finance Committee

Bob’s Business Plan

Draft May Minutes

GM Report June

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

7:30 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.

Chair: Paula. Members: Rotating: Hal, Amanda, Katie.

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: Joe, Hal, owner David Heidtke.

Member Communication 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. Updates are to be brought before the Board monthly.

Chair: Lindsay. Members: Katie, Amanda, Paula.

Board Perpetuation Committee

Charter: Recruit and endorse Board Candidates, maintain candidate reference documents and applications, and oversee new Board Member Orientations.

Chair: Lynn. Members: Paula.

Open Ad-Hoc Committees:

2021 Retreat Committee

Charter: Plan the 2021 Board Retreat.

Chair: Hal. Members: Joe, Paula, Lynn.

2022 GMM Committee

Charter: Plan and execute the 2022 GMM
Members: Paula, Amanda, Lynn.

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