

Approved 8/15/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 20th, 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, Greg Fuller, Hal Willens, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: George Robson, Amanda Weinert

Timekeeper: Lindsay

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 – A discussion of Patronage Rebates for 2022 was added to General Business. CCMA summary was moved to the end of the meeting.

Open Owner Forum – no owners were present.

General Business

Election of Officers – **“Elect all nominees for Officer positions.”** Motion brought by Erik, seconded by Paula, and **unanimously approved.**

Retreat Committee Update – Hal provided a report from the Committee’s meeting in advance and presented. The Board discussed the proposed agenda topics and dates.

Committee Check-ins – Hal recommended dissolving the Visioning Committee and folding that charter into the Retreat Committee’s charter. The Board will revisit this suggestion at the August meeting.

Patronage Rebate – Discussion. **“Declare all 2022 net income attributable to owners as a patronage rebate and distribute 100%.”** Motion brought by Hal, seconded by Paula, and **unanimously approved.**

Code of Conduct Agreement – The old Code of Conduct Agreement was included in the packet. The Board will review and sign the correct Agreement over email.

Board Decisions

GM Monitoring Report A: Ends – Bob provided an update in advance and the Board discussed. **“Accept GM Monitoring Report A: Ends as written.”** Motion brought by Paula, seconded by Erik, and **unanimously approved.**

Expansion Update – No updates from Bob. The Board discussed possibilities and progress briefly.

Loyalty Program – Bob and Liz described the new owner loyalty program and the Board discussed.

Board Education

Due to low attendance and the absence of key newer Directors, this Board education is postponed until the August meeting.

Consent Agenda

Approved unanimously: Draft May Meeting Minutes, GM Report for June, Self-Monitoring Report C2: The Board’s Job.

Closings

CCMA Summary – Katie and Erik spoke about their experiences at the conference and the Board discussed.

Next year’s CCMA is May 30 – June 2 in Portland, ME.

Next Meeting Tasks:

Code of Conduct signing over email

Retreat date decision over email

Self-Monitoring Report C4: Meetings – AW (August)

GM Monitoring Reports B6: Staff and B1: Financial Conditions Q1

GM Report July - August

Motion to adjourn brought by Paula, seconded by Erik, and **unanimously approved.**

7:29 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