

Approved 7/19/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors June 21st, 2022 Meeting
Grain Train Administrative Office, 5:30 PM**

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

Absent: Katie Hartlieb – Treasurer, George Robson

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: (5:36 pm) Quorum determined.

Preliminaries

Agenda Review – Self-Monitoring Report C2: The Board’s Job was removed from the Consent Agenda and moved to the July meeting.

Open Owner Forum – no owners were present.

General Business

Conflict of Interest – The Grain Train’s attorney, Janis Adams, provided the Board with an opinion on George’s potential conflict of interest in advance and the Board discussed.

Election of Officers – **“Elect all 4 nominees as put forth at the May Meeting.”** Motion brought by Lynn, seconded by Amanda, and **unanimously approved.**

Committee Assignments – The list of committees was provided in advance and the Board discussed membership and the scope of the committees. **“Merge the Member Communication and Board Perpetuation Committees into a new committee named Owner Engagement, combining their charters.”** Motion brought by Hal, seconded by Lynn, and **unanimously approved.**

2022 Business Plan – Bob provided the Business Plan in advance and the Board discussed.

Mitchell St. Market Location – The Board discussed a neighboring plot that is for sale and what they would like to see from Bob for expansion options.

Board Decisions

GM Monitoring Report A: Ends – Bob provided the report in advance and the Board discussed. Further discussion and acceptance of this report is tabled until the July meeting.

Consent Agenda

Approved unanimously: Draft May Meeting Minutes, GM Report for June.

Closings

Next Meeting Tasks:

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

Self-Monitoring Report – C3: Agenda Planning – Katie

GM Monitoring Report – A: Ends

GM Monitoring Report – B6: Staff

Draft June Minutes

GM Report July

Scenario Planning continued discussion to determine what to ask a consultant

Additional conflict of interest clarity

Finance Committee – Patronage Rebate recommendation

Motion to adjourn brought by Paula, seconded by Erik, 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: Amanda. Members: Rotating: Lindsay, Paula, 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: Hal, Erik, 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.

Chair: Joe. Members: Katie, Amanda, Paula, Erik.

Open Ad-Hoc Committees:

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