

Approved 8/16/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors July 19th, 2022 Meeting
Grain Train Administrative Office, 5:30 PM**

In attendance: Joe Graham – President, Paula Welmers – Vice President, Katie Hartlieb – Treasurer, Lindsay Hall – Secretary, Lynn Wolf, George Robson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent:, Hal Willens, Amanda Weinert, Erik Hagstrom

Time Keeper: 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: (5:33 pm) Quorum determined.

Preliminaries

Agenda Review – Board Education – store tour was removed from the agenda and delayed until a future meeting.

Open Owner Forum – no owners were present; directors provided feedback as owners.

General Business

Conflict of Interest – The Board discussed and is awaiting further advice from the co-op’s attorney.

Patronage Rebate – The Finance Committee provided a recommendation in advance and the Board discussed. **“Accept the Finance Committee’s recommendation to declare a patronage rebate for fiscal year 2021 and disburse 100% of declared funds.”** Motion brought by Paula, seconded by Lynn, and **unanimously approved.**

Board Decisions

GM Monitoring Report A: Ends – Bob provided the report in advance of the June meeting and the Board continued the discussion in July. **“Accept GM Monitoring Report A: Ends.”** Motion brought by Paula, seconded by Lindsay, and **unanimously approved.**

GM Monitoring Report B6: Staff Treatment – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B6: Staff Treatment.”** Motion brought by Lindsay, seconded by Lynn, and **unanimously approved.**

Consent Agenda

Approved unanimously: Draft June Meeting Minutes, GM Report for July, Self-Monitoring Report C2: The Board’s Job, Self-Monitoring Report C3: Agenda Planning.

Closings

Next Meeting Tasks:

Self-Monitoring Report – C4: Meetings – EH

GM Monitoring Report – B1: Financial Conditions Q2

Draft July Minutes

GM Report August

Schedule staff survey presentation

Additional conflict of interest clarity from attorney

Board Education: CCMA recap (August?)

Board Education: store field trip (September?)

Board Education: Owner Survey Results (?)

Owner Engagement Committee: plans and patronage communication

Charter Retreat Committee

Charter GM Compensation Committee

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

6:55 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