

Approved 9/19/2023

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 15th, 2023 Meeting
Grain Train Administration Offices, 5:30 PM**

In attendance: Katie Hartlieb – Vice President, Erik Hagstrom – Treasurer, Lindsay Hall – Secretary, Paula Welmers, George Robson, Amanda Weinert, Greg Fuller, Hal Willens, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services

Absent: Joe Graham – President

Timekeeper: Katie

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: (5:30 pm) Quorum determined.

Preliminaries

Agenda Review – The proposed change to the Visioning committee was moved forward to the September meeting. Self-Monitoring Report C4: Board Meetings was removed from the Consent Agenda and tabled until the September meeting.

Open Owner Forum – no owners were present.

General Business

Retreat Committee Update – The Committee provided a written update in advance and the Board discussed.

Bob provided a summary of the work the consultants are providing for us and the likely timing of that work's completion.

The committee will return to the Board with proposed dates at a future meeting.

Owner Engagement Committee Update – Paula provided an update.

Charter GM Compensation Committee – the Board agreed to “**charter the ad-hoc GM Compensation Committee to follow established procedures to help the Board evaluate the GM’s performance and prepare a compensation package for 2024.** Lindsay, Katie, Joe, and Erik as members.

Volunteer Schedule for G2G Survey – Liz stated the times that Board members are scheduled to help conduct the survey. Discussion.

CCMA Board Education Follow-Ups – Directors who attended CCMA shared their takeaways from the conference for and ideas for future Board work. Katie and Amanda will reach out to the Marquette Co-op contacts about a potential Board Education and report back at the September meeting.

Board Decisions

GM Monitoring Reports B6: Staff Treatment and B1: Financial Conditions Q2 – Bob provided the reports in advance and the Board discussed. **“Accept GM Monitoring Report B6: Staff Treatment as written and Financial Dashboard for Q2.”** Motion brought by Lindsay, seconded by Hal, and **unanimously approved.**

Board Education

Board Member Orientation – Paula introduced the topic and the value of having a review of the orientation we provide for new board members. Liz briefly presented the new director orientation and the Board discussed.

Consent Agenda

Approved unanimously: Draft June Meeting Minutes, GM Reports for July and August.

Closings

Next Meeting Tasks:

Visioning Committee Question

GM Report September

Self-Monitoring Report C4: Board Meetings – AW

Code of Conduct Agreement – collect remaining signed agreements

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

7:32 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.

GM Compensation Committee

Charter: Follow established procedures to help the Board evaluate the GM's performance and prepare a compensation package for 2024.

Members: Katie, Lindsay.

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