

Approved 9/20/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors August 16th, 2022 Meeting
Grain Train Administrative Office, 5:30 PM**

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

Absent: Lynn Wolf, George Robson

Timekeeper: 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 – Paula reviewed the agenda; no changes were made.

Open Owner Forum – no owners were present.

General Business

Schedule Staff Survey Presentation – The Board would like to schedule this presentation for the October meeting. Bob will ask James at Columinate how long he needs for a summary.

Charter Retreat Committee – The Retreat Committee was chartered for the express purpose of planning and executing the 2022/3 retreat. To be chaired by Hal with Paula and Erik as members.

Charter GM Compensation Committee – The 2022 GM Compensation Committee was chartered to follow established procedures to help the Board evaluate the GM’s performance and prepare a compensation package for 2023. Katie, Joe, and Lindsay will serve on the committee.

Member Engagement Committee Update – Paula provided an update on the committee’s meeting.

Board Decisions

GM Monitoring Report B1: Financial Conditions Q2 – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Report B1: Financial Conditions Q2.”** Motion brought by Erik, seconded by Katie, and **unanimously approved.**

Board Education

CCMA Recap – Amanda and Hal presented a recap of their experiences at CCMA.

Owner Survey Results and Next Steps – Paula reviewed the survey results and the Board discussed.

Consent Agenda

Approved unanimously: Draft July Meeting Minutes, GM Report for August, Self-Monitoring Report C4: Meetings.

Closings

Next Meeting Tasks:

Self-Monitoring Reports C: Global Governance & D: Global Board-Mgmt Relationship - GR

GM Monitoring Report – B7: Board Communication & B8: Board Support

Draft August Minutes

GM Report September

Further discussion of B1 implications

Schedule staff survey presentation – info from Bob

Conflict of interest language from attorney

Board Education: store field trip

Owner Survey: so what next?

Owner Engagement Committee update

Land Acknowledgement/DEI work planning – committee, Board Ed, etc?

Motion to adjourn brought by Katie, 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.

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:

2022/3 Retreat Committee

Charter: Plan and execute the 2022/3 Board Retreat.

Chair: Hal. Members: Paula, Erik.

GM Compensation Committee

Charter: Follow established procedures to help the Board evaluate the GM's performance and prepare a compensation package for 2023.

Members: Joe, 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?

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