

Approved 10/18/2022

**Grain Train (GT) Natural Food Cooperative
Board of Directors September 20th, 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, George Robson, Robert Struthers (Bob) - General Manager (GM), Liz Meeks – Support Services, Greg Fuller – visiting owner, Dustin Mueller – visiting owner

Absent: Lynn Wolf

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: (5:30 pm) Quorum determined.

Preliminaries

Agenda Review – Self-monitoring reports were removed from the consent agenda

Open Owner Forum – owners Greg Fuller and Dustin Mueller were present and introduced themselves to the Board. Both are interested in serving on the Board and discussed their backgrounds.

General Business

Board Attendance – Joe provided a report of attendance in the packet and reminded Board members of attendance expectations.

Conflict of Interest – The Grain Train’s lawyer, Janis Adams, provided advice in writing on George’s conflict of interest as it relates to the Code of Conduct Agreement and the Board discussed. A new draft of the Code of Conduct policy and agreement from Ms. Adams will be presented in the next packet.

Schedule Staff Survey Presentation – The Board discussed how long to allocate to James Morell’s presentation and scheduled 1 hour at the October Board Meeting.

Charter Owner Survey Committee – The Board tasked the Education Committee with determining the next steps for the Board to take based on the feedback from the owner survey.

Owner Engagement Committee Update – Joe provided an update of the Committee’s plans.

Board Decisions

GM Monitoring Reports B7: Board Communication & B8: Board Support – Bob provided the report in advance and the Board discussed. **“Accept GM Monitoring Reports B7: Board Communication & B8: Board Support.”** Motion brought by Erik, seconded by Lindsay, and **unanimously approved.**

Board Education

Store Field Trip –

Paula provided a checklist in advance for Board members to use as a guide for observations of the store.

The Board went to the store to tour the back room and kitchen space.

Consent Agenda

Approved unanimously: Draft August Meeting Minutes, GM Report for September.

Closings

Next Meeting Tasks:

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

Self-Monitoring Reports D: Global Board-Mgmt Relationship & D1: Unity of Control – AW

GM Monitoring Report – B3: Asset Protection

Draft September Minutes

GM Report October

Expansion/Retreat Follow-Up Committee

Further discussion of B1 implications

Conflict of interest language from attorney

Board Education:

Owner Survey: so what next?

Owner Engagement Committee update

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

7:07 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: 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: Paula. Members: Katie, Amanda, Joe, 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