

Wheatsville Board of Directors Meeting
Tuesday, January 22, 2008
6:00 to 9:00 pm at Wheatsville
AGENDA

Time	Topic	Action
6:00 pm	CALL TO ORDER	
6:00	OPEN TIME	
6:10	CONSENT AGENDA	
	Financials – 1 st & 2 nd quarter reports	ACCEPT
	December meeting minutes	APPROVE
6:20	VISION	
	Board goals – annual, long-term	DISCUSS
7:05	POLICY MONITORING	
	General monitoring/Monitoring worksheet	DISCUSS
	B1: Policy Governance	ACCEPT
	B10: Boycotts (policy revision)	APPROVE
	D3: Planning and Budgeting	ACCEPT
7:30	LINKAGE	
	Bylaw committee update	DISCUSS
	Outreach committee update	DISCUSS
	First quarter owner dinner (schedule)	DISCUSS
	Spring member gathering	DISCUSS
7:50	BUSINESS	
	GM Report	ACCEPT
	Investor shares	DISCUSS
	Meeting facilitation	DISCUSS
	Meeting schedule	DISCUSS
	Board calendar 2008	DISCUSS
	CDS consultant, retreat, etc.	DISCUSS
8:50	CLOSING ITEMS	
	Review January meeting actions	
	Review action items/upcoming agenda items	
	Board self-evaluation	
9:00	ADJOURN	

We are
Visionary – Progressive – Honest – Consumer-owned

Active – Fair – Caring – Exciting – Cooperative

**Wheatsville Food Co-op
Board of Directors
22 January 2008
Meeting Minutes**

Present: Jane Kurzawa Cravey, Mike Crissey, David Pease, Bryan Butler, Jimmy Robertson, Bob Kinney, Rose Marie Klee, Tom Wald, Stephanie Johnson

Absent: n/a

Also present: Dan Gillotte, General Manager; Marisa Newell, Administrative Assistant; Paul Thraikill, owner

Call to Order

6:02 pm

OPEN TIME

- Paul Thraikill made a presentation concerning the economic system in the US (suggested Amero might replace dollar, with consolidation of Mexico, Canada, and US economic systems).
- He suggested Wheatsville invest in gold and other solid currency to secure finances.
- Paul also presented a resolution for world peace to the board, and shared information about this project.
- The board thanked Paul for coming to share his ideas and invited him to stay for the rest of the meeting.

CONSENT AGENDA

6:15 PM

- Financials – 1st and 2nd quarter
 - o Pulled because John Perkins, Wheatsville Financial Manager, not present; postponed until next month
- December meeting minutes
 - o Jimmy moved to approve December minutes, Mike seconded. Motion passed 8-0-1.

VISION

The purpose of the vision discussion is for the board of directors to spend time thinking of the future of the co-op and to develop a vision of where the co-op wants to go as well as explore ways to get there.

Board Goals

6:19 pm

- Rose Marie suggested that discussion could focus on Board members' impressions from previous Board goals, as well as goals from other food co-ops.
- Jane recommended the Board also use the framework of ideas from the Board's recent orientation held in January to expand cooperative goals.
- Jimmy clarified these are all long-range and not annual goals.
- Rose Marie added that the Board could focus on the three main ideas from previous year's Board retreat:
 - o How can Wheatsville benefit community?
 - o What is the importance of the co-op economy?
 - o What are the most important ways that Wheatsville should promote the transformation of society?
- Though these are the three general topics, there are a number of other subtopics needing to be addressed as well, such as Board-Owner relations.
- Dan suggested that it would behoove the Board to break these ideas down for better organization at the Board retreat.
- Per Jimmy's suggestion, a Goals Committee was formed with the following parameters:
 - o Expectations: to create a one-year plan of action for pursuing these three large vision topics
 - o Composition: Rose Marie, Mike, Bryan
 - o Authority: n/a
 - o Time Frame: report back at next month's meeting
 - o Resources: none

- The Board viewed a video clip of Michael Pollan (author of *The Omnivore's Dilemma*, doing a Q&A: *The Future of Food*).
- The Board discussed American's practices with food, and Wheatsville's role in providing food and knowledge to the community at an affordable rate.
- Off topic but related to other Board business: Pertaining to finances, Jane suggested the Board have a special meeting for discussion of monthly, quarterly and annual financial statements, project sources and uses, etc.
- Wheatsville Financials Meeting: TBD

POLICY MONITORING

The Wheatsville Board of Directors subscribes to the principles of Policy Governance™ in order to guide the actions of the Board and the General Manager. Monitoring (reviewing) selected policies occurs every month during the regularly scheduled Board meeting. There are policies set up for the General Manager to follow that are reported on monthly and there are policies set up for the Board of Directors to follow, also reported monthly.

General Monitoring/Monitoring Worksheet for the General Manager

7:13 pm

- Jane suggested the Board consider completing a Policy Governance Review sheet for each of the General Manager's policy reports. These reviews would be completed by each Board member before each Board meeting as a way to focus on how well policy monitoring is being performed.
- Rose Marie suggested Board policies do need work, and this worksheet may help clarify questions Board Members already hold. She suggested the Board perform this on a one-time trial basis. She is concerned that the board must speak with one voice so that Dan does not receive too many differing opinions.
- Dan commented that getting feedback at the meeting is ideal so that a clearer voice from the Board is heard all at once. Also, he generally suggested the Board review his monitoring reports using a 'reasonable' perspective and not from a personal perspective, so that it is fair for all.
- Jane will send out review worksheet and Board will complete this one time on a trial basis.

General Monitoring/Monitoring Worksheet for the Board of Directors' Policies

- Rose Marie discussed a suggestion from Marshall Kovatz (Board consultant): each Board member monitors each policy to create a more thorough and diverse assessment. His recommendation is for Board member to use a scale to indicate how fully the Board member thinks the Board is in compliance with the policy.
- Similar to a Board self evaluation, using a scale for the monitoring would allow the Board to understand where the group thinks it is strong and where it is weak; would help focus meaningful energy for improvement.
- Jane replied that while the idea of the entire Board evaluating would be interesting, it would be difficult because the monitoring usually entails more thorough responses.
- Dan suggested synthesizing these two ideas, in which the Board determines which policies are more specific and/or need additional input, and assign one person for this job, while the rest of the Board continues to complete the numeric review as suggested by Marshall.
- Rose Marie added that this would be a big shift because this would mean all the policy monitoring would be postponed until later in the year, so that newer directors have a basis for evaluating board performance.
 - Two main ideas:
 - o Policies grouped together and evaluated all at once
 - o Use monitoring calendar now, but incorporate scale system
- Jimmy suggested performing on a trial run (using the current calendar) and use the scaling system this month only.
- Dan suggested the Board could attempt a better clumping system (i.e. quarterly) to ensure Board and policies are maintained, as opposed to completing all monitoring at once.
- Mike wondered if there was a sample system to have a look at from another Board, but Rose Marie suggested other Boards' policies are different so it is difficult to evaluate on that basis.
- Rose Marie will create this chart for distribution in February to Board for trial run in March.

Board Policy B1: Policy Governance

Monitoring Report: Bob Kinney reporting

7:33 pm

-- Accepted.

Board Policy B10: Boycotts Policy (revision)

7:34 pm

--Tom presented changes to the B10 policy as discussed in the December meeting.

-- Dan mentioned that the store is considering removing the necessity of voting on boycotts annually; in other words, the boycotts would stay in practice until a major change (such as owners' decision to change).

-- Rose Marie added that owners may enjoy seeing and knowing of on-going boycotts every year (such as the ban on products tested on animals); also, this concern could be addressed by more careful wording in the actual petition.

-- David added that a discrepancy exists between two documents; 'member-owners' is included in B10 and should be transitioned to 'owners'—will be changed.

-- Tom moved to approve B10 revision, Rose Marie seconded. Motion passed 8-0-1.

General Manager Policy D3: Planning and Budgeting

7:42 pm

-- Report was not included in the Board packet. Will be monitored next month.

LINKAGE

Linkage is synonymous with outreach: it's what the Board does to communicate and interact with the owners of the co-op, members of the community and the world at large. It is creating a link between the owners of the co-op and the members of the Board.

Bylaw Committee Update

7:43 pm

-- Jimmy stated that he and John have spoken with Laddie (co-op bylaws expert), and they agree that Laddie substantially has all of the information that he needs to go forward with his work on the project.

-- He added that percentages for owner acceptance voting are still up in the air (as per previous discussion).

-- David and Stephanie would like to join the committee; the four will be meeting to discuss soon and will report back at next month's meeting.

Outreach Committee Update

7:46 pm

-- The already created Outreach Committee has a 'first contact' document that it is working on. But needs to meet to re-examine goals and priorities. They will have a more complete report next month.

-- Jane and Rose Marie attended a meeting in Canyon Lake, regarding the prospective organization of a cooperative; helped the group understand what was necessary for beginning steps.

-- Also, Dan, Jane and Tom attended a meeting in South Austin regarding individuals wanting to start a food co-op in their neighborhood. Dan offered insight and ideas for them and will be attending another meeting with them.

First Quarter Owner Dinner

7:59 pm

-- Jane clarified that this is a dinner at the co-op with roughly 10-15 owners the purpose of which is for owners to connect with the Board and share their ideas and ideals for the co-op.

-- Dan suggested Thursday 21 February; Stephanie, David, and Mike will be present.

Spring Owner Gathering

8:03 pm

-- Dan, Board, and many owners all expressed interest in another Alamo Drafthouse gathering.

-- Dan will set a date and share with Board. Likely dates are the end of March or beginning of April.

BUSINESS

Routine reports, discussion of logistical items, discussion of meeting mechanics.

General Manager (GM) Report

8:05 pm

- Recent Member Appreciation Day was a record breaker financially. Sales totals were over \$49,000-which annualizes to \$10 million a year. Sales for the week were also the highest per week sales yet at Wheatsville.
- Dan added that all day training is taking place for staff in the next two days(January 23-24); will help staff and others understand expectations for the future new store.
- National Co-op Bank (the lender for the renovation project) was to contact Dan for a closing date on loan; will hopefully take place this week.

Investor Shares

8:15 pm

- In response to Michael Owens' (an owner of the co-op) letter regarding investor shares (he wondered if there was a benefit to investors that WV is not currently offering—i.e. if Wheatsville were to dissolve, a routine loss might negatively effect all the investors without this benefit).
- John (Financial Manager) sent an email to financial expert for an answer; he is awaiting a response.
- Dan will report back once he receives a response.

Meeting Facilitation

8:22 pm

The Board has been discussing the possibility of engaging a meeting facilitator to help with the Board's meeting process.

- Laird Shaub, one possibility for training in facilitation, will be in town and could potentially train in March.
- Jimmy responded that the skill is good to have in general, so training would be beneficial; however, he also believes the current Board could attempt facilitation on a rotational basis.
- Mike suggested that having someone in to observe might not be a bad idea either.
- Rose Marie added that the Board would need to figure out a cost.
- David and Bob both agreed that training for the current Board seems the best option.
- Jane suggested that having a one-time facilitator (to see how it's done) would be an interesting experiment.
- Dan added that having an independent facilitator would enable all Board members to participate thoroughly and objectively throughout the meetings.
- Jimmy suggested that perhaps the Board could hire a facilitator on a trial run and see if the practice is worth the Board's money.
- Stephanie suggested that the first action would be to decide how much a trainer would cost and see if folks are available when Laird Schaub is around for training. Also, Board would then be able to determine what costs and expectations would be present in hiring an independent facilitator.
- Rose Marie will contact Laird to find out if he would in fact be available for training on any of the days he is in town in March.
- Also, Board could explore cost and further information for pursuing another facilitator.
- Dan will send out some information he has about potential facilitators by Friday, January 25.

Meeting Schedule

8:38 pm

This topic was brought up at the Board retreat in January for discussion at this Board meeting.

- Jane suggested at Board orientation that the Board consider meeting twice a month for shorter time periods as a way to cut down on the current three to three and a half hour meetings. Her idea was to conduct one meeting strictly for vision discussions and the other meeting strictly for business discussions.
- Rose Marie feels that perhaps organizing ad hoc meetings (such as upcoming financials special meeting) and keeping it to once a month would be the best option.
- Tom suggested the Board establish an allotted meeting time of 6-8:30pm, with additional meetings organized when necessary.
- After more discussion the Board decided it would continue monthly meetings, with ad hoc meetings planned only when necessary.

Board Calendar 2008

8:45 pm

This calendar will have important dates listed; deadlines for task and other dates to keep the Board aware of key events.

- Calendar handout (created by Jimmy) distributed.

- Bryan suggested the calendar get hung in the store for informational and member linkage purposes.
- Rose Marie added props for Jimmy, and she suggested the calendar be reprinted only when modifications are made (to save paper), as it will be posted on the WV website.

CDS Consultant

8:49 pm

The Board has a contract with the Cooperative Development Services Company for on going Board training and development. Part of that agreement includes selecting a consultant to work with the Board for the upcoming year.

- Mark Goehring will be the new Board consultant.
- Rose Marie suggested the Board go ahead and pick a date for a retreat with Mark.
- Rose Marie will email him first choice (2 March) and second choice (12 April) and will report back
- Rose Marie brought forward the suggestion that Mark be added to the Board email list; some Board members are uncertain about this.
- Jimmy suggested he doesn't have to be included in all correspondence and only contacted when the Board needs him.
- Bryan suggested the Board CC his address in any emails that might regard him.
- Dan and Jane both agreed that Mark is there to help, and his help is contingent on the extent of his knowledge of the Board's goings-on.
- Jimmy and Bryan reasserted that he could be included, depending on discussion, but he is not necessary at all times.
- Rose Marie will discuss the topic with Mark and explain the Board's hesitations.

Board Self-evaluation

- Plusses:
 - o Beautifully organized agenda packet (kudos to Rose Marie)
 - o Good facilitation Jimmy
 - o Meeting started on time
 - o Board welcomed a visitor
 - o Good vision discussion and visuals
- Things to improve:
 - o GM report not on time – apologies from Dan
 - o Calendars of policy monitoring schedules should be included in each packet
 - o Missed John's absence
- Bob moved to adjourn, David seconded. Motion passed 9-0-0.

Meeting Adjourned at 9:13 pm.

Summary of Action

- December meeting minutes passed 8-0-1.
- A Goals Committee was formed (consisting of Rose Marie, Mike, Bryan), which will report back in one month.
- B1 Policy Monitoring was accepted.
- Revisions of B10 Policy accepted 8-0-1.
- David and Stephanie joined Bylaw Committee.
- Next Owner Dinner planned for Thursday 21 February; Stephanie, David, and Mike will be present.
- Board determined it would continue monthly meetings, with ad hoc meetings planned only when necessary.
- New Board calendar will be posted in the store and on the Wheatsville website.

Action Items

- The visionary Goals Committee will endure for one month and report to the Board at the February meeting.
- RMK and Dan will find suitable dates and arrange to have a special finance meeting before the next regular meeting.
 - o Topics will include financials, operations reports, and the pro-forma.
- RMK will create a Board policy monitoring form that will be used on a trial basis to monitor B2 for the February meeting.
- The bylaws committee (led by Jimmy) will hold a meeting.

- Facilitator: RMK will contact Laird about training the Board on March 3, 4, or 5. Dan will send the quote he has received to the Board on 1/25/08.
- Spring gathering: Dan will look into possible dates at the Alamo Drafthouse in March/April.
- Owner dinner: scheduled for February 21. David, Mike, Stephanie will attend.
- Outreach committee: will provide additional discussion time at February meeting.
- D policies: Jane will create and distribute a monitoring form, Dan will report on D3, D4, D5 in February.
- Renovation: Dan will provide weekly updates to the Board.
- Board calendar: all directors send comments/ideas to Jimmy. Dan will provide Breeze deadines.
- Breeze: next Breeze deadline is February 10. Jane will write about Board retreat discussion. Tom and Stephanie were encouraged to write about the cost of good food (i.e. shopping at WV on a tight budget).
- Admin: ensure that all policies use the term 'owner'; provide tighter timeline for meeting agenda; provide approved November minutes; provide updated policy monitoring calendar.

Declaration of World Peace

We, the people of the world, declare that the time has come for humanity to consciously live in peace.

We declare that war is no longer acceptable. It serves no good or higher purpose and any justifications proposed for war vanish when all come together for the highest good of all.

We dedicate ourselves to truth and we declare that the sovereignty of all human beings be respected.

Humanity is making a fundamental shift from the experience of each other as separate to an experience of unity and the kinship of humankind.

Humanity is making a fundamental shift from priorities of self-interest to the greater possibilities created by service to each other.

It is our desire and intention that fear decrease and love increase.

We also recognize that the peace we create within ourselves is essential to helping create peace on Earth.

We choose to help further the realization of peace on our planet by signing the following statement:

As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

With the help of each other, we come forward as humanity, as brothers and sisters all, creating the basis for world peace. This will be the foundation from which we will rise to a higher level of being, prosperity and consciousness.

We declare peace for the highest good of all: for humanity, for the Earth and for all living things.



Declaration of World Peace Statement of Support

As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail



As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail



As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail

As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail



As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail



As a citizen of the Earth and in declaration of my support for this planetary document and its affirmation of world peace:

I choose peace for our planet.

I choose goodwill towards all on our planet.

Therefore: I intend peace on Earth and goodwill towards all.

Signature

City/Town, State, Country

Phone

E mail

Declaration of World Peace Explanatory Statement

The Declaration of World Peace and its accompanying statement being signed by the people of the world is creating a physical manifestation of humanity's increasing desire for peace. This will begin to energetically consolidate a field of unity within the ever increasing portion of humanity that is calling for peace.

The signing of the Declaration's statement may be viewed as the Earth's first worldwide "vote" or "referendum". We believe that as signers are tabulated and announced a momentum will build. As others become aware of this initiative the reality that peace is possible will gain substance and credibility. The Declaration will crystallize the awareness that now is the time for peace.

When you add your name to the Declaration you contribute to the creation of world peace by consciously choosing for peace, by stating your intention that there will be peace and through the impact made by the creation of a physical document.

You may wish to read the statement aloud in order to further enhance its creative aspect. Two copies are created: one is sent to Austin for tabulation and safekeeping and the other retained within your community.

This first "planetary document" is not a petition and will not be signed over the Internet. We believe a person to person connection will best honor and give respect to this document. Person to person communication also creates a grassroots network with the "common ground" of world peace at its foundation. With humanity's present spiritual awakening, this network may be fundamental in organizing meaningful change and decision making.

As a city or town reaches a critical mass of support for the Declaration it can join in an ever growing network of peaceful geographical areas of the Earth. Within these communities, emissaries of goodwill and intent may be exchanged, strengthening a "people's initiative" for peace.

World peace is a key ingredient of the foundation needed for humanity's quantum leap forward within a fast approaching transformation of consciousness. Peace is an achievable reality. Please come join us. It is time.

For Peace,

Paul Thrailkill

512 916 9450; paulthr@gmail.com

Copy dated 2/11/08