

**Wheatville Board of Directors  
Meeting Agenda  
Tuesday, April 29, 2008  
6:00 – 9:00 pm @ the temporary Wheatville Annex,  
406 West 30<sup>th</sup> Street (30<sup>th</sup> & Fruth, across from Trudy's)**

TIME	TOPIC	ACTION
6:00pm	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	LISTEN
6:10pm	<b>AGENDA REVIEW</b> <b>2. CONSENT AGENDA:</b> March (regular) Meeting Minutes March (new format) Meeting Minutes March Special Meeting Minutes GM Report	DISCUSS VOTE
<b>6:15pm</b>	<b>3. LINKAGE/COMMITTEE WORK</b> Committee Work:	
(10 min)	Nominations – meet staff-director candidates	DISCUSS
(5 min)	Finance—FY09 board budget	VOTE
(45 min)	Bylaws – update on progress	DISCUSS
(20 min)	Owner Survey—discussion of board-related questions/results	DISCUSS
<b>7:35pm</b>	<b>BREAK</b>	ENJOY
<b>7:45pm</b>	<b>4. POLICY MONITORING</b> Proposed GM Policy Monitoring schedule B4 – board evaluation using collaborative approach C1 – board evaluation using collaborative approach D3– evaluation using GM policy monitoring worksheet D4– evaluation using GM policy monitoring worksheet	VOTE
<b>8:00pm</b>	<b>5. STRATEGIC LEARNING</b> Benefitting Community Our fabulous board advisor, Mark Goehring, will be joining us by telephone to discuss learning questions and study process.	DISCUSS
<b>8 :35pm</b>	<b>7. EXECUTIVE SESSION</b> Discuss filling vacant board seat	DISCUSS
<b>8:50pm</b>	<b>6. HOUSEKEEPING/CLOSING ITEMS</b> Administrative update – miscellany Review action items/upcoming agenda items Board self-evaluation	DISCUSS
<b>9:00pm</b>	<b>ADJOURN</b>	

**Wheatsville Food Co-op  
Board of Directors  
29 April 2008  
Meeting Minutes**

**Present:** Mike Crissey, David Pease, Jimmy Robertson, Bob Kinney, Rose Marie Klee, Tom Wald, Stephanie Johnson (left at 7:45 pm)

**Absent:** Jane Kurzawa Cravey

**Vacant:** Staff Representative

**Also present:** Dan Gillotte, General Manager; John Perkins, Finance, Manager; Marisa Newell, Administrative Assistant; Mariah Downing, staff and prospective staff rep; Theron Beaudreau, staff and prospective staff rep; Therese Adams, HR Coordinator

**Call to Order** **6:05 pm**

Introductions of Board directors to visitors

**CONSENT AGENDA** **6:09 PM**

- March (regular) meeting minutes
  - March (new format) meeting minutes
  - March special meeting minutes
  - GM report
- Jimmy pulls GM report
- Rose Marie (on behalf of Jane) pulls March meeting minutes
- In March Special Meeting minutes, Jane would like her full name listed as seconding the motion to approve NCB loan → desired changes will be made
- Rose Marie moved to approve long and short version of minutes, Bob seconded. Motion passed 7-0-0.
- Jimmy inquired about GM offering the Board a schedule of renovation events in future GM reports
- Rose Marie moved to accept GM report and special meeting amendments, Jimmy seconded. Motion passed 7-0-0.

**LINKAGE/COMMITTEE WORK**

**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.**

**Nominations Committee** – follow up on work of the committee **6:20 pm**

-- Introduction of potential staff directors – Mariah and Theron

**Finance** – FY09 board budget **6:28 pm**

- Discussion of not mailing ballots this year since so many were returned, an incurred cost for Wheatsville
- Board asked finance committee to make adjustments on FY08 budget to prepare for FY09, including rearranging and re-categorizing line items
- Stephanie moved to approve a board budget amount of \$55,000 for FY 09, Rose Marie seconded. Motion passed 7-0-0.

**Bylaws** – update on progress **6:41 pm**

- Cooperative Development Services (CDS) consultant, Thane Joyal, will be using the CDS template as a basis for revising WV bylaws
- A rough draft of the new bylaws is expected by the end of April

- The committee presented a schedule for completion of this project as well as a plan to present a draft to owners over the next several months
- The committee also introduced discussion on 3 topics that the board still needs to resolve for the proposed bylaws: director compensation, owner decision-making, and director impeachment.

### **Owner Survey**

**7:31 pm**

- The board continued its discussion of Owner Survey results from last fall
- The board agrees that two questions are of particular interest:
  - o Ranking the importance of owners' food priorities/choices: organic, local, fair trade, family farm, from a co-op, gourmet, inexpensive
  - o Besides opening new stores or retail outlets, what could Wheatsville do to have a positive impact on our greater community?

### **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 separate policies set up for the General Manager as well as for the Board of Directors to follow that are reported on monthly.**

### **Proposed GM Policy Monitoring calendar**

**7:55 pm**

- Proposed changes include: changes in monitoring month(s) for policies D2, D3, D4, D9; also, policies D3 (Planning and Budgeting) proposed to be monitored annually rather than quarterly
- D1 (Staff Treatment) will be monitored in June rather than March 2008 due to timing of staff survey
- Mike moved to adopt new monitoring calendar as amended, Bob seconded. Accepted 6-0-0.

### **D3 – Planning and Budgeting**

**8:01 pm**

- Bob moved to accept, Rose Marie seconded. D3 accepted.

### **D4 – Financial Condition**

**8:45 pm**

**This policy will be monitored in May—third quarter financials were not available in time.**

### **B4 and C1**

Bob moved to accept, David seconded. Motion passed 6-0-0.

### **STRATEGIC LEARNING**

**8:03 pm**

- Board received a call from Mark Goehring, Board of Directors advisor, for a discussion on learning questions
- It is evident that Board members have many questions and many desires for an ideal co-op and what leadership at the board level entails
- It is necessary to prioritize these concepts and decide how the Board can start building with current resources and create a plan
- Rose Marie and Mike will work on developing learning questions and a more specific plan for the board's work in the near-term

### **Executive Session**

**8:46 pm**

- The board chair moved to enter into executive session to discuss filling the vacant staff-director seat
- Mike moved to come out of executive session at 9:05 pm

### **HOUSEKEEPING**

**Administrative updates, discussion of logistical items, discussion of meeting mechanics.**

## **Administrative Update**

**9:06 pm**

- Minutes will now be regularly provided in a shortened, more concise, version
- Interested CCMA attendees? Jane, Stephanie, Rose Marie, Jimmy, Mike

## **Board Self-evaluation**

-- Plusses:

- o Good honesty by directors throughout meeting
- o Two great staff rep candidates *and* another guest from a different co-op Board
- o Nice new space for meeting
- o Good facilitation Mike

-- Things to improve:

- o Lots of tedious works demands detailed attention
- o Missed Jane

-- Jimmy moved to adjourn, Mike seconded. Motion passed 6-0-0.

## **Meeting Adjourned at 9:20 pm.**

### **Action Items**

- Finance committee to revise board budget breakout details
- HOMEWORK: think about owner survey questions 8 and 29 and be prepared to discuss your synthesis and/or highlights from the responses
- Mike and RMK will work on strategic questions and develop a plan for exploration for the near-term strategic learning
- RMK will check in with Jane and Steph regarding staff rep discussion, and follow-through as discussed during exec session
- CCMA - board needs to let Dan know who is going before the early registration deadline
- bylaws committee - keep up the great work!, board will continue discussions at next meeting, directors are responsible for PAYING ATTENTION to help keep us on track
- nominations committee - keep up the great work!, board will discuss nominations slate and other items related to nominations process in May
- JR would like to sponsor an initiative regarding store discount for board chair

### **Parking lot**

- should there be some written language regarding (not) having staff on the board who are direct reports to the GM?