

Wheatsville Board of Directors
April Meeting Agenda
Tuesday, April 28, 2009
6:00 – 9:00 pm @ the new Wheatsville HQ! (3105 Guadalupe)



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	AGENDA REVIEW 2. CONSENT AGENDA: March Meeting Minutes GM Report Board Budget FY2010 B4 – Board Officers C1 – Unity of Control	DISCUSS VOTE
6:15pm	3. GOVERNANCE	
(15 min)	Board communication through Google website	DISCUSS
(30 min)	Board leadership perpetuation and calendar	DISCUSS
(15 min)	Cooperative Consumers Management Association (CCMA) conference	DISCUSS
(15 min)	Conflict of Interest disclosures and learning discussion	DISCUSS
7 :30pm	4. BREAK	ENJOY
7:40pm	5. LINKAGE/COMMITTEE WORK	
(5 min)	Coffee with the Board	DISCUSS
(35 min)	Policy Committee Report/BOD work on CBLD model policies	DISCUSS
(5 min)	Nominations Committee Report	DISCUSS
8 :25pm	6. POLICY MONITORING, PART II *EXECUTIVE SESSION* D4 – Financial Condition Third Quarter Financials Review Pro-forma review *END EXECUTIVE SESSION* Third Quarter Financials D4 – Financial Condition	DISCUSS VOTE VOTE
8 :55pm	7. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	

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Present: Rose Marie Klee, *President*; Jane Kurzawa Cravey, *Treasurer*; Stephanie Johnson, *Secretary*; Bob Kinney (Arrived at 6:09); Mike Crissey; Theron Beaudreau; Ingrid Devilliers; Aditya Rustgi; Steven Tomlinson.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Sam Vaughan, *Board Administrative Assistant*.

Call To Order

6:05 PM

1. OPEN TIME

--With no other owners present at the outset, the board discussed ongoing technical problems with the board email address.

--Staff will continue to try to fix the email problem. In the meantime, board members will reply to Sam each time that they receive a message through the board email address.

Agenda Review

--Theron moved to remove the GM Report from the Consent Agenda to allow Dan to present his report verbally. Steven seconded the motion. The motion was approved 9-0-0.

--A discussion of real estate matters was added to the Executive Session.

--The Pro-forma review was postponed until May's Executive Session. The review of third quarter financials was also moved to May, due to their tie to the pro-forma discussion.

2. CONSENT AGENDA

6:10 PM

- March Meeting Minutes
- Board Budget FY2010
- B4 – Board Officers
- C1 – Unity of Control

--Mike moved to approve the Consent Agenda. Aditya seconded the motion. The motion was approved 9-0-0.

GM Report [removed from the Consent Agenda during Agenda Review]

--Dan presented his report verbally and updated the board on the expansion project, changes to the competitive environment, staff development and other operational issues.

3. GOVERNANCE

6:20 PM

Board communication through the Google Website

--Aditya demonstrated access to and navigation of the Google website he created in order to facilitate board communication. The board discussed their comfort with using the new tool and agreed to explore the site and post any comments related to its ease of use.

--The board determined that email should continue to be used as their primary communications tool until each director had familiarized themselves with the new website.



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Board leadership perpetuation and calendar

--RMK reminded the board of the upcoming director and officer vacancy and recommended that the board begin planning for this change in advance.

--RMK asked if anyone was interested in the upcoming Secretary vacancy and Aditya volunteered. The board agreed that Aditya would start working with Stephanie to “learn the ropes” and make the transition smoother.

--RMK also presented the directors with a “to-do” list, which she hopes will keep everyone in the leadership loop and help create a more transparent institutional memory for the board.

--The board discussed areas in which they could each be personally accountable and decided to create a survey to parcel out the tasks.

CCMA Conference

--RMK described the structure of the weekend conference and directors who’d attended in the past shared some of their experiences.

--After discussion, the board decided to send RMK, Stephanie, Aditya and Theron to this year’s conference.

Conflict of Interest Disclosures and learning discussion

--The board agreed to move their learning discussion to May due to a lack of information and time constraints.

4. LINKAGE/COMMITTEE WORK

7:47 PM

Coffee with the Board (CWB)

--Steven requested that each director sign up for a specific month to lead CWB and be responsible for recruiting another director to attend with them on the day.

--Dan reminded the directors that any requested changes to the normal CWB schedule be sent to him first. The requests should come in time to be included in the next Breeze and to give Dan time to ensure adequate staffing and include the information in his weekly email.

Policy Committee Report

--The committee informed the board that they will provide more information with regard to next steps on the amended CBLD Model Policies at the May meeting.

--Stephanie highlighted additional policies that will require the committee and the board’s attention, which include the co-op vote, which is not fortified by policy, but affected by the bylaws amendment, and the review committee, which is mandated by state law.

--The policy committee was formally charged with developing an action plan to ensure that the board moves forward in the revision process.



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Nominations Committee Report

--The committee discussed updates to the candidate packet and decided to resubmit their April email inquiry to the board in order to finalize the packet prior to May's approval vote.

5. EXECUTIVE SESSION

8:30 PM

--RMK moved to enter into Executive Session to discuss confidential matters relating to Wheatsville's financial condition. Dan Gillotte, John Perkins and Sam Vaughan were invited to stay for the session.

--Rose Marie moved to come out of Executive Session at 9:06 PM.

Board Self-Evaluation

--*Plusses:*

- Renewed charge to be leaders.
- CWB scheduled through February, 2010.

--*Room for improvement:*

- Could have ended on time.
- Would like to see a written GM Report, because the information was so interesting.
- We need to be more disciplined in staying on schedule and not postponing items for future meetings.

Rose Marie moved to adjourn the meeting at 9:13 PM.

April action items:

- fix email troubles! [Dan, Sam, etc] In the meanwhile, BOD to confirm receipt of all boardemails with Sam (let Sam know when you've received an email sent to the boardemail@wheatsville.coop address).
- send url for BOD Google webpage [Adi]; set preferences to receive notice of site changes, log on and check out site [all]; add coffee with the board assignments to calendar [ST]; create survey on BOD 'to-do' tasks [AR]
- Steph to help train Adi to assume Secretary position later this year [SJ, AR, rmk]
- CCMA registration for AR, TB, SJ, rmk [DG]
- Policy Committee to develop recommended action plan for adopting CBLD model policies and other priority policy work [SJ, TB, MC, AR, JP]
- Nominations Committee to revise application--need BOD input! [BOD/ID, MC, BK]
- draft statement about "accept" versus "approve" [ST]