

**Wheatsville Board of Directors
November Meeting Agenda
Monday, December 1, 2008
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: October Meeting Minutes GM Report Update to D Policy Monitoring Calendar	DISCUSS VOTE
6 :15 pm	3. ANNUAL ELECTION Certify Election Results	VOTE
6:25pm	4. POLICY MONITORING AND EVALUATION	
(5 min)	B10 – Boycotts	VOTE
(5 min)	D4 – Financial Condition	VOTE
(5 min)	D7 – Member Linkage	VOTE
(20 min)	Board Self-Evaluation	DISCUSS
7 :00pm	5. LINKAGE/COMMITTEE WORK – PART I	
(30 min)	Proposed Revision to Membership Guidelines	DISCUSS
7 :30pm	6. BREAK	ENJOY
7:40pm	7. LINKAGE/COMMITTEE WORK – PART II	
(15 min)	Bylaws Committee Report	DISCUSS
(0 min)	Nominations Committee Report (see packet notes)	DISCUSS
(40 min)	Policy Committee Report	DISCUSS
(15 min)	Blackstar Support	DISCUSS
8:50pm	8. HOUSEKEEPING/CLOSING ITEMS	
(5 min)	What's ahead: election, wrap-up, transition	DISCUSS
(1 min)	Administrative update – miscellany & check-in on outstanding action items	DISCUSS
(1 min)	Review action items/upcoming agenda items	DISCUSS
(3 min)	Board self-evaluation	DISCUSS
9:00pm	ADJOURN	



Board of Directors November 2008 Meeting Minutes

Present: Rose Marie Klee, *President*; Jane Kurzawa Cravey, *Treasurer*; Tom Wald, *Secretary*; Bob Kinney; David Pease; Theron Beaudreau; Mike Crissey; Stephanie Johnson; Jimmy Robertson.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Gabriel Gallegos, *Member Records*; Sam Vaughan, *Board Administrative Assistant*; Aldia Bluewillow, *Election Coordinator*.

Call To Order

6:00 PM

1. OPEN TIME

--Introductions of all present.

--Dan reported that the store had an excellent Thanksgiving, noting that sales were up 9% for Thanksgiving Day when compared to 2007, and up 16% for the month of November. Rose Marie commented that store operations appeared to run smoothly despite the increase in volume and that the number of staff on hand was more than adequate to serve the customers' needs.

Agenda Review

--Dan requested that an update on Investors Shares be added to the Agenda.-- Jane requested that "Coffee with the Board" be added to the Linkage discussion.

2. CONSENT AGENDA

- October Meeting Minutes
- GM Report

--Stephanie moved to approve the Consent Agenda. Mike seconded the motion. The motion was approved 7-0-2.

INVESTOR SHARE UPDATE [added during Agenda Review]--Dan reported that dividends went out to investors, along with the survey concerning the Investor Shares program. He has received responses from approximately 40% of investors to date.

--Action Item: Dan and Rose Marie will continue to follow up with counsel regarding the legal ramifications of the survey results. They will communicate any information they receive from counsel to the board via email prior to the December board meeting.

3. ANNUAL ELECTION

--The general manager noted that the annual election remained open through December 1, 2008.

--The board discussed the annual election results within the context of Bylaw 2.6.12, which requires that 400 active membership-valid ballots be cast in order for the results to be binding. Aldia Bluewillow reported that 448 valid votes had been cast as of December 1st.

--Jimmy moved to certify the results. Stephanie seconded the motion. The motion passed 9-0-0.

--The new board will be seated at the December meeting and to interim officers will be elected immediately following.



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4. POLICY MONITORING AND EVALUATION

B10 – Boycotts

Are we doing what we said that we would do?	1=NO !	2	3	4	5=definitely YES!	Don't Know
10				3	5	
10.1				2	6	
10.2				2	6	

--The board reviewed its performance regarding Policy B10: Boycotts. After completing their review, Mike moved to approve the B10 Policy Monitoring. Rose Marie seconded the motion. The motion passed 9-0-0.

D4 – Financial Condition

--The board reviewed the general manager's report regarding the organization's ongoing financial condition. After completing their review, Bob moved to approve the D4 update. Mike seconded the motion. The motion passed 8-0-1.

D7 – Member Linkage

--The board reviewed the general manager's report regarding compliance with Policy D7: Executive Responsibilities. After completing their review, Tom moved to approve the D7 update. David seconded the motion. The motion passed 8-0-1.

Board Self Evaluation

--The board completed its annual self-evaluation reflecting on its ability to effectively fulfill its intended role and to report its performance to the membership.

--The board reviewed the survey results and is generally satisfied with their performance and ability to fulfill their role. However, they believe that there continues to be room for improvement and offered several suggestions for increasing their effectiveness. These include:

- Hold ongoing orientations for future boards, which focus on educating members in the nuances of business structure, financial statement analysis and market forces affecting the co-op.
- Create written guidelines that would inform board members when considering their understanding of governance/accountability, relations with management, internal board operations, finance and planning. These materials could be included in monthly board packets.
- Plan an early Board retreat to orient new Directors to the work of the Board, preferably offsite.
 - Action Items: Dan will provide the annual report to new board members at the December meeting; along with guidelines he's developed to interpret the document. Other initiatives will be discussed at future meetings.

5. LINKAGE/COMMITTEE WORK – PART I

Proposed Revision to Membership Guidelines (Gabriel and John)

--Gabriel presented a proposal to restructure co-op membership by modifying the household option for invested and investing ownerships, whereby all household ownerships would be converted to two separate individual ownerships that retain the option of sharing a single patronage account.

--The restructuring recommendation (and timing thereof) is motivated by impacts related to the implementation of the new Catapult Membership Server. Changes include adjusting old household memberships to enable individuals to leave their household and/or be tracked separately, and adjusting



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equity so that all individuals (proposed household = two individuals) have paid in the same equity as current individual members via non-refundable equity assignments.

--After agreeing to extend the conversation, the board considered the impact of the restructuring on current household account holders and discussed their questions and concerns.

--The board also discussed the ramifications of eliminating the surcharge for non-members. This discussion will be continued at the December Board Meeting and will center on the general manager's proposal.

- Action Item: The board will continue to consider the proposal and vote on it at the December meeting.
- Action Item: GM to draft surcharge elimination proposal for December Meeting.

6. BREAK

8:05 PM

7. LINKAGE/COMMITTEE WORK – PART II

8:15 PM

Bylaws Committee Report (Stephanie)

--The board discussed the project budget, which exceeded the total amount approved by the Board in July 2008.

-- John informed the board that it was challenging to get frequent cost estimates/invoice updates for the legal review work, making the project budget difficult to track. The board requested that committees provide more proactive status updates in the future.

--The committee updated the board with a summary of its remaining tasks, which include:

- Documenting the project so that a reference archive will exist for future use
- Creating a list of policy recommendations based on new bylaws

--The committee proposed that it be dissolved at the December Board Meeting. The GM thanked the committee and John for their efforts.

“Coffee with the Board” (Jane)

--The board agreed to initiate an ongoing “Coffee with the Board” now that the new patio is finished. The first session will be held on January 3, 2009.

- Action Item: Jane will coordinate the session.

Blackstar Support

--The board continued their discussion pertaining to WV's support of Blackstar. The board concluded that it was not their role to advise members on how to use their patronage rebates, but that WV could continue to offer soft support to Blackstar via its members.

Action Item: Mike will lead continued discussion of this topic by email.

Policy Committee Report (Theron)

--The policy committee presented a summary of the board's responses to its Governance Process and Governance-Management Connection policies and reported that the board was in compliance with all policies.

--The board discussed areas for improvement in policy governance, especially in areas where board members indicated a “Don't Know” response. The committee also recommended collecting individual responses and compiling results prior to the meetings and inviting the board president to provide interpretation of certain policies as part of the monitoring process.

--The committee also discussed possible future work including revision of existing policies, evaluation of need and development of new policies based on new bylaws, and rotating all directors through the committee over an annual period.



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--The board asked the committee to develop a new charge (tasks/timeframe/etc) for the board to discuss/approve.

8. HOUSEKEEPING/CLOSING ITEMS

9:00 PM

What's ahead?

--The new board will be invited to attend the December meeting (scheduled for January 12). They will be included in the Executive Session and after the current board has conducted all business, the new directors will be seated and interim officers elected.

--Current board members are asked to participate in celebrating our outgoing directors by sharing happy thoughts that will be compiled and presented at the last meeting as we celebrate a very successful year.

Administrative Update/Review Action Items/Upcoming Agenda

--Due to time constraints, Rose Marie will email this info to the Board.

Board Self-Evaluation

--*Plusses:*

- Everyone arrived on time
- Excellent job by Rose Marie in facilitating the discussion and getting everyone out on time.
- Beneficial to have WV staff brought in to share their ideas and proposals.
- Thanks to Aldia for providing election results for the board to review.

--*Room for improvement:*

- In the future, board meeting dates should be arranged on non-inventory days.
- Add more tables to the room for the next meeting to accommodate the incoming board members.

Rose Marie moved to adjourn the meeting at 9:06 PM. Mike seconded the motion. The Motion passed 9-0-0.

ACTION ITEMS:

- Monitor B11, D8, D9, D4 (top level)
- RMK to send out updated self-evaluation results
- Dan to provide proposal to eliminate non-member surcharge
- BOD to vote on proposed revisions to Membership Administration Guidelines
- Bylaws committee to wrap-up remaining tasks
- Policy committee to recommend new charge
- BOD to continue discussion of Blackstar support via email (Mike to lead)
- Coffee with the BOD resumes on the new porch, Jan 3rd (Jane to coordinate)
- RMK to write Breeze article about election
- Directors to ponder and share happy thoughts about outgoing directors for last meeting celebration