

**Wheatsville Board of Directors
November Meeting Agenda
Tuesday, December 1, 2009**



6:00 – 9:00 pm @ Wheatsville meeting room, 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 B10 - Boycotts C4 – Monitoring GM Performance D4 – Financial Condition D.7.6 – Administrative Assistance D9 – Ownership System First Quarter Financials GM Report	DISCUSS VOTE
6:20pm (15 min) (10 min)	3. LINKAGE AND LEARNING (Organized) Non-Verbal Communication Coffee with the Board	DISCUSS DISCUSS
6 :45pm (0 min) (5 min) (30 min)	4. COMMITTEE WORK Nominations Committee Review Committee Policy Committee	N/A VOTE VOTE
7:20pm	5. BREAK	
7:30pm (40 min) (30 min)	6. STRATEGIC LEARNING AND EVALUATION Discuss Reading on Co-ops Self-Evaluation	DISCUSS DISCUSS
8 :40pm (15 min)	7. ****EXECUTIVE SESSSION**** (due to employee confidentiality) Follow-up Discussion on GM Compensation	DISCUSS VOTE
8 :55PM	8. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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Present: Rose Marie Klee, *President*; Steven Tomlinson, *Treasurer*; Aditya Rustgi, *Secretary* arrived at 6:19; Bob Kinney; Theron Beaudreau; Kate Vickery, Kitten Holloway, and Lee Blaney.

Also Present: Dan Gillotte, *General Manager* arrived 6:03; Jennifer Lueckemeyer, *Board Administrative Assistant*. Johan Van Zantan, *Board candidate*, arrived at 6:05.

Absent: Ingrid Devilliers

Call to Order

6:00 PM

1. OPEN TIME

(no Owners presented themselves for Open Time discussion)

- Board members agreed to share time keeping responsibilities during this meeting.
- Arts Fest is this weekend at the store and in neighboring businesses. Board members will participate by working at the raffle table.
- RMK noted that in her absence, Steven will be in charge, per policy B.4.4.e.
- Ingrid's leave of absence is ending and she will be back at the January Board meeting.
- Wednesday, December 9 is the Board election certification.
- Board discussed that the Board Packet deadline is one week before the meeting and the packet will go out within a couple days after that. RMK stressed that in order to meet this goal she needs all packet materials by the deadline.

AGENDA REVIEW

6:11 PM

- Lee noted that he didn't need 15 minutes for organized non-verbal communication segment.
- No other changes

2. CONSENT AGENDA

6:12 PM

Nothing pulled from the consent agenda.

- October Meeting Minutes
- B10 - Boycotts
- C4 – Monitoring GM Performance
- D4 – Financial Condition
- D.7.6 – Administrative Assistance
- D9 – Ownership System
- First Quarter Financials
- GM Report

--Steven moved to approve the Consent Agenda. Kate seconded the motion. The motion was approved 7-0-0.

Board reviewed when policies are monitored, parking lot idea, and pulling items from consent agenda.



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3. LINKAGE AND LEARNING

6:20 PM

(Organized) Non-verbal Communication

- Lee introduced a few hand signals that could be used during meetings to indicate agreement, disagreement, etc.

Coffee with the Board

- Lee and Aditya attended the last Coffee with the Board on November 14. Although only a few people showed up, they were very complimentary of the store renovations and had ideas about organizing other activities around food (ie: cooking, healthy eating), providing a community room for teaching different classes to build sense of community, and boycotts.
- RMK invited others to share ideas that could provide linkage with owners. The Board decided to have a separate forum/meeting in 2010 to brainstorm ideas. Meeting added to Parking Lot.
- Next Coffee with the Board is scheduled for the second weekend of January and will be organized by Steven.

4. COMMITTEE WORK

6:35 PM

Nominations Committee

- Kate will chair this committee.

Review Committee

- Steven reviewed the lessons learned when reviewing the annual report: 1) have a clear criterion for what constitutes “acceptability” of the annual report, 2) keep the review process simple, 3) start earlier, 4) have better visuals to help owners grasp key performance metrics, and 5) keep the committee small.
- RMK noted that an audit is scheduled for next year. The Board will assemble the committee in February.

--RMK moved to dissolve review committee and thanked them for their work. Kitten seconded the motion. The motion was approved 8-0-0.

Policy Committee

- Theron led discussion about the policy changes suggested by the Policy Committee.
- Board discussed B.2.3.1, B.9, B.9.4, B.4, and B.5, and determined that because there are still outstanding questions and comments, the Board would not vote on the final policies today.
- The Policy Committee will provide the final policies and a monitoring schedule for vote at the next Board meeting.
- No vote taken.

5. BREAK

7:10 PM



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6. STRATEGIC LEARNING AND EVALUATION

7:21 PM

Discuss readings on Co-ops

- RMK introduced the two articles in the packet asking the Board to reflect on: 1) If you can get products elsewhere, why shop at a co-op, and 2) do you intuitively agree that economic linkage is what makes co-ops important.
- Main themes of the discussion included:
 - Member relations should be central to everything that the coop does.
 - Transaction-focused nature of the articles. How can we make co-op values more central? Co-ops are not non-profits; they need the capital so this transaction shouldn't be under-valued. The most pure participation is to shop at the co-op.
 - Why people shop at the co-op: transparency about how things are produced (quality), anxiety about the world and wanting to take action and be a part of something bigger, participate in an on-going conversation that is educational, being in a community of people that reinforces that.
 - We need to embrace the diversity of our membership.
 - 3 basic co-op concepts of Fairbairn's article: Economic linkage, cognition, transparency
 - Comparison shopping – buying power of places like Central Market, and where are those places cutting corners?
 - Meet people where they are. How do know where people are?
 - Empower members and owners toward the transformation of society. How are we encouraging our members to grow? What are we doing towards that empowerment?
 - There are many different types of owners. The challenge for the board is to have patience and think about the process. All shoppers are potential board directors.

Self Evaluation

- Likes best:
 - 5.0 score, Board/GM relations, internal board operations
- Needs improvement:
 - Getting packets out in time, annual calendar of board activities – summing up of dates and action items, length of board meetings, use Board website more
 - Training – self-motivated, structures put in place for next year
 - Big picture of co-ops, self-learning

7. EXECUTIVE SESSION

8:36 PM

Follow-up Discussion on GM Compensation

- Board entered into executive session at 8:36 PM. In addition to the Board members, Dan Gillotte and Jennifer Lueckemeyer were also present.
- Dan left at 8:45 PM. Board discussed the topic in executive session.
- Board came out of executive session at 8:53 PM.
- Dan returned at 8:56 PM.



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--RMK moved to approve the additional GM compensation package as discussed in executive session. Bob seconded the motion. The motion was approved 8-0-0.

8. HOUSEKEEPING/CLOSING ITEMS

- Lee praised Theron for his work on the Policy Committee
- RMK praised the entire Policy Committee for their hard work and diligence
- Board agreed that the shared timekeeping worked well.

RMK moved to adjourn at 9:01 pm.

ACTION ITEMS

- Finalize policies and policy monitoring schedule (Policy Committee)
- Nominations committee to develop new charge (Committee led by Kate)
- Get life insurance quotes (Dan)
- Working the Board booth at the Arts Fest this weekend (all Board members)
- Certify election results on December 9 (Aditya)
- Post business plan on Board website (RMK and Jennifer)