



## Board of Directors Meeting Minutes December 2008

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*; Sam Vaughan, *Board Administrative Assistant*; Ingrid Devilliers; Aditya Rustgi; Steven Tomlinson.

### Call To Order

6:02 PM

#### 1. OPEN TIME

--Introductions of all present, including the incoming directors for 2009: Ingrid, Aditya and Steven.  
--The board expressed satisfaction with their achievements in 2008 and excitement for building upon those achievements with the new directors in the coming year.

#### Agenda Review

--Rose Marie confirmed that the Board would exit the Executive Session to vote on D4 – Financial Condition.

#### 2. CONSENT AGENDA

6:10 PM

- November Meeting Minutes
- GM Report

--Bob moved to approve the Consent Agenda. Stephanie seconded the motion. The motion was approved 9-0-0.

**DRAWDOWNS ON NCB LOAN [added during Agenda Review]**--Dan reported that Wheatsville began drawing on its NCB Loan in December, 2008, to pay contractor expenses related to the expansion project. John noted that details regarding future loan proceeds advanced will be included on the Monthly Operations Report for the Board going forward.

#### 3. LINKAGE

6:14 PM

#### “Coffee with the Board” (Jane)

--Jane, Bob and Tom attended the reinstated “Coffee with the Board” on January 4, 2009. They all agreed that it was a positive experience resulting in interesting discussions about member s’ appreciations and concerns.

-- The Board will continue to discuss Coffee with the Board at the upcoming retreat/meetings, including the importance of member linkage as Board work and how to listen to Owner input in the context of questions about what our co-op is and should be on a philosophical and/versus an operational level.

#### Bylaws Committee Report (Stephanie)

--The Bylaws Committee reported that they have completed their remaining tasks from the November board meeting, which included documenting the project as a reference tool and archiving their communications for future use.

--Despite their proposed dissolution at this meeting, Stephanie confirmed that she will continue to work on the following action items:

- Finalize a list of policy recommendations based on the new bylaws.
- Coordinate with Aldia to ensure that the bylaws portion of the website is updated appropriately.



## Board of Directors Meeting Minutes December 2008

--The Board agreed that the Bylaws Committee had served the organization admirably and hopes that the Board will continue this caliber of work in the coming year.

--Stephanie moved to dissolve the Bylaws Committee. David seconded the motion. The motion was approved 9-0-0.

### Proposed Revision to Membership Guidelines

--The Board reviewed changes to the Membership Administration Guidelines (MAG) provided by Gabriel Gallegos, but ultimately decided that they would need to review the revised MAG in its entirety before moving for a vote. Dan will provide a complete MAG document with revisions requested by the Board.

--Action items for the Board include:

- Identifying their concerns with the revised MAG and communicating them with the General Manager prior to the January 25<sup>th</sup> board retreat.
- Meeting with Gabriel and John during the retreat on the 25<sup>th</sup> to resolve any lingering questions or to have any additional questions answered.
- Voting on the revision at the January meeting.

### Non-member Surcharge

--The General Manager presented a history of the discussion about eliminating the non-member surcharge in conjunction with the completion of the expansion project. He noted that, despite the fact that the change is being driven by new technology; the surcharge elimination will create an open, welcoming environment for everyone coming into the new store.

--The board discussed the proposal, focusing on the potential financial impact to Wheatsville, the philosophical alignment with our staff's "Yes!" approach to customer service and the ways in which Wheatsville can stress the intangible benefits to current and future owners.

--10 minutes were added to the discussion at Rose Marie's suggestion.

--The board commented that a deeper understanding of the history of this proposal would be helpful for the 2009 Board and that upcoming work should include discussion of the question: What does it mean to be a Co-op?

--Dan will follow-up with a written proposal to be discussed at future meetings.

## 4. POLICY MONITORING AND EVALUATION

7:12 PM

### B11 – Endorsements

Are we doing what we said that we would do?	1=NO!	2	3	4	5=definitely YES!	Don't Know
11				1	5	
11.2				1	4	1
11.3			1		4	1
11.4					4	2

--The board discussed the possibility of revisiting B-Level Policies to determine whether or not certain policy reviews could be delegated to an individual or committee.

--The board reviewed its performance regarding Policy B11: Endorsements. After completing their review and determining that the six Director responses received constituted a quorum, Jane moved to approve the B11 Policy Monitoring. Mike seconded the motion. The motion passed 8-0-1.



## Board of Directors Meeting Minutes December 2008

### **D8 – Management Continuity**

--The board reviewed the general manager's report regarding compliance with Policy D8: Management Continuity. After completing their review, Bob moved to approve the D8 update. Jane seconded the motion. The motion passed 8-0-1.

### **D9 – Ownership System**

--The board reviewed the general manager's report regarding compliance with Policy D9: Ownership System. After completing their review, Stephanie moved to accept the D9 monitoring report. David seconded the motion. The motion passed 9-0-0.

### **5. BREAK**

**7:25 PM**

### **6. EXECUTIVE SESSION**

**7:38 PM**

-- Rose Marie moved to enter into Executive Session to discuss confidential matters relating to Wheatsville's financial condition. Dan Gillotte, John Perkins, Sam Vaughan, Ingrid Devilliers, Aditya Rustgi and Steven Tomlinson were invited to stay for the session.

--Rose Marie moved to come out of Executive Session at 8:21 PM.

--The board reviewed the general manager's report regarding compliance with Policy D4: Financial Condition. After completing their review, Jane moved to accept the D4 monitoring report. Tom seconded the motion. The motion passed 9-0-0.

### **7. HOUSEKEEPING/CLOSING ITEMS**

**8:24 PM**

--The 2009 Directors shared their parting thoughts with outgoing directors David, Jimmy and Tom by highlighting their hard-work, passion and dedication to Wheatsville.

--The 2009 Board of Directors was seated.

--Mike Crissey nominated Stephanie to be the Interim Secretary in advance of officer elections to be held at the January Meeting. Rose Marie seconded the motion. The motion passed 9-0-0.

--Rose Marie will continue to act as Interim President and Jane will act as Interim Treasurer.

### **What's next?**

--The 1-day Board Retreat is scheduled for January 25, 2009 from 11 AM to 5 PM.

--Directors contact information will be compiled for inclusion in the Board Manual.

--CBLD 101

--3/29 Retreat

--Next "Coffee with the Board" scheduled for February 7<sup>th</sup>.

**Rose Marie moved to adjourn the meeting at 9:13 PM. Mike seconded the motion. The Motion passed 9-0-0.**