

**Wheatsville Board of Directors
January Meeting Agenda
Tuesday, January 27, 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: December Meeting Minutes GM Report	DISCUSS VOTE
6:15pm	3. LINKAGE/COMMITTEE WORK	
(15 min)	Policy Committee Report	VOTE
(0 min)	Nominations Committee Report	–
(10 min)	Proposed Membership Administration Guidelines	VOTE
(20 min)	Ideas about linkage work	DISCUSS
(20 min)	Spring Owner Gathering	DISCUSS
7 :20pm	4. BREAK	ENJOY
7:30pm	5. POLICY MONITORING AND EVALUATION	
(10 min)	B1 – Policy Governance	VOTE
	EXECUTIVE SESSION	
(15 min)	D4 – Financial Condition	VOTE
(30 min)	Mid-year financials	VOTE
8:20pm	6. STRATEGIC LEARNING/STRATEGIC THINKING Confidentiality Follow-up on BOD orientation	
8 :50pm	7. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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Present: Rose Marie Klee, *Interim President*; Jane Kurzawa Cravey, *Interim Treasurer*; Bob Kinney; Mike Crissey; Ingrid Devilliers; Aditya Rustgi; Steven Tomlinson.

Absent: Stephanie Johnson, *Interim Secretary*; Theron Beaudreau.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Sam Vaughan, *Board Administrative Assistant*; Gabriel Gallegos, *Member Records Coordinator*, Joel and Lisey Schuler, *Member*.

Call To Order

6:01 PM

1. OPEN TIME

--Introductions of all present.

--Joel Schuler from *Casa Brasil* discussed his company's relationship with the Brazilian coffee co-op *Copa Fam*. He explained a project to improve the condition of families by ensuring that their children receive education and proposed that Wheatsville might be able to get involved.

Agenda Review

--Election of officers and a discussion concerning the board process were added during the agenda review.

2. CONSENT AGENDA

6:12 PM

- December Meeting Minutes
- GM Report

--Bob moved to approve the Consent Agenda. Jane seconded the motion. The motion was approved 7-0-0.

Board Process [added during Agenda Review]--Rose Marie explained to the new directors that the previous board had attended facilitation training in 2008. The training highlighted several time-tested methods used by other boards to achieve efficiency and success. These methods include the use of a "speaking stack" as a way to positively facilitate discussion as well as effective time monitoring practices that allow the board to remain on topic. The board's decision-making and policy monitoring processes were also summarized and the new directors were introduced to the board's self-evaluation format used at the end of each meeting to highlight positive results and ways in which to improve.

Officer Elections [added during Agenda Review]

--As a follow-up to the board's officer elections discussion at their recent orientation, Rose Marie confirmed her candidacy for president and Jane confirmed her candidacy for treasurer. Stephanie's candidacy for secretary was confirmed *in absentia*.

--Steven moved to elect the candidates as presented above. Mike seconded the motion. The motion was approved 7-0-0.

3. LINKAGE/COMMITTEE WORK

6:26 PM

Proposed Revision to Membership Guidelines



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--The Board reviewed the amended Membership Administration Guidelines (MAG) provided by Gabriel Gallegos. They recommended that all references to "Articles of Incorporation," be amended to "Certificate of Formation," and requested that policy be reviewed to determine whether or not any correspondence deadlines need to be added to the section on donated capital.

--Rose Marie moved to approve the proposed Membership Administration Guidelines, as amended. Jane seconded the motion. The motion was approved 7-0-0.

Policy Committee Report

--Rose Marie provided the new directors with a brief description of the hierarchy of governance documents, which includes the certificate of formation at the top (which is filed with the Texas Secretary of State), followed by the bylaws (which require approval by WV Owners), and ending with policy (which can be modified by an action of the Board). John noted that the Texas Business Organization Code governs above all.

--Rose Marie summarized the committee's previous recommendations and presented a recommendation for the new charge: to utilize the recent recommendations from the policy committee (presented November) and the bylaws committee (presented December) as the basis for prioritizing the development and revision of policies. This work should include the prioritization of policy needs, development of a short-term and long-term work plan, and review of model policies recently developed by CDS. The committee may also assess the need to engage expert assistance (e.g. policy crafting by Marilyn Scholl).

--Mike moved that the committee be charged with the task, as stated, and report to the BOD on an ongoing basis including monthly meeting updates. Bob seconded the motion. The motion was approved 7-0-0 and the committee was renewed.

Spring Owner Gathering

--Due to the timing of the completion of the expansion project, the board decided against holding a spring owner gathering in 2009. By eliminating the spring gathering, the staff will be able to focus their efforts on the new store opening and the celebrations surrounding this event.

--The board's decision is in compliance with the bylaws, which require at least one membership meeting per fiscal year.

Ideas about linkage work

--The board discussed several ideas about how to improve and expand member linkage in addition to the ongoing *Coffee with the Board*. It was generally agreed that the board needed to establish a coherent linkage plan before committing to any new activities.

--To establish a linkage plan, the board agreed that they must first consider the questions surrounding what it means to be a co-op, and will allow for time to discuss these questions at the February meeting.

4. BREAK

7:30 PM



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5. POLICY MONITORING AND EVALUATION

7:42 PM

B1 – Policy Governance

Are we doing what we said that we would do?	1=NO!	2	3	4	5=definitely YES!	Don't Know
1				2	5	
1.1				1	6	
1.2				2	5	
1.2.1				3	4	
1.2.2				3	4	
1.3				3	4	
1.3.1			1	3	3	

--The board reviewed its performance regarding Policy B1: Policy Governance. After completing their review, Bob moved to approve the B1 Policy Monitoring. Rose Marie seconded the motion. The motion passed 7-0-0.

--The board discussed the possibility of revisiting Policy B1: Policy Governance later this year, given the number of new directors reviewing the policy for the first time.

6. EXECUTIVE SESSION

7:48 PM

--Rose Marie 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 8:15 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. Aditya seconded the motion. The motion passed 7-0-0.

7. STRATEGIC LEARNING/STRATEGIC THINKING

8:16 PM

--The board discussed issues concerning confidentiality and conflicts of interest, noting that the Statement of Agreement (SOA) requires all directors to maintain confidentiality as needed to protect the co-op's interests and financial viability and to formally disclose any potential financial or personal conflicts of interest.

--The board also reflected on their recent orientation, describing it as informative, fun, orderly and an "awesome bonding experience". They also expressed a desire to incorporate these types of experiences in their regular board work.

--Dan gave a detailed account of Wheatsville's competitive environment in Austin, TX, which was an excellent source of information to the board.

8. HOUSEKEEPING/CLOSING ITEMS

8:50 PM

--Dan will verify that the board email address is working correctly.

--Begin exploring the potential for a relationship with Copa Fam by inviting them to write an article for the Breeze.



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Board Self-Evaluation

--Plusses:

- Active participation from the new directors.
- Rose Marie developed a well-organized and simplified agenda, which allowed the new board to get their bearings.

--Room for improvement:

- Rose Marie wished that she was more prepared, but Bob assure her that the second year was easier!
- Pre-monitoring of B and C Level policies could be completed earlier.
- We missed Stephanie and Theron! See you next time!

Rose Marie moved to adjourn the meeting at 9:05 PM. Mike seconded the motion. The Motion passed 7-0-0.

ACTION ITEMS

- draft general BOD guidance/response regarding support of orgs/ideas aligned with WV mission via communication to Owners in WV Breeze for BOD discussion ('who we invite to write') -ST
- Coffee with the Board, Feb 7. ST and AR will attend. Discussion may focus on Owner's understanding of what a co-op is, what related educational interests owners have. JC-K to provide guidance.