

Wheatsville Board of Directors

Monthly Minutes (Approved)

February 21, 2006

Present: Bob Kinney, Jimmy Robertson, Jane Kurzawa Cravey, Rose-Marie Klee, Marilyn Fowler, Anthony Piccola, Daniel Miller, Johnny Livesay, Colin Borchert

Absent: None

Also Present: John Perkins, Financial Manager

Attachments: Proposal to create WV Affinity Credit Card with UFCU, Board Policy Monitoring Checklist, GM Policy Monitoring Checklist, Parking Lot

Call to Order: 6:07 PM.

VISION 6:07 PM

- Jane, who moderated this vision discussion, pointed out some information she'd included in the board packet on the topic of helping to start other co ops in Texas.
- She started out by asking why people might shop at a co-op. Unlike the 60s and 70s, when it was hard to find quality natural foods, there are Whole Foods everywhere and health food sections in HEB, etc. So, what is the impetus to start a co-op now?
- Rose-Marie said that this is why education is so important, so people know what the benefits of a co-op are. Johnny added that right now, most people don't know, and they need to learn.
- Jimmy said that it happened here as part of a progressive agenda, with the perspective of local control. Thus, we should look at what progressive elements are already in a community.
- Colin asked, in terms of gauging co-op support in the Valley, if perhaps co-ops could benefit local farmers who might need a local outlet for their goods. Daniel thought that many farmers probably want freedom from dealing with chain conglomerates, who may make very compromising demands.
- Jane pointed the board to some of the questions she included in the handout, including the question as to how we would help another community. Would it be Wheatsville? Would we provide financial support or educational support or both?
- Johnny thought it would definitely not be Wheatsville. It should be theirs, started in their own community. The board seemed to agree.
- Bob noted that we should investigate as to whether there are any major buying clubs in TX, as this is a way to building a co-op. Johnny thought we might find this out from distributors.
- Bob also mentioned a group called the Austin Interfaith Leadership, a branch of the Industrial Areas Foundation which was formed back when the Chicago Meatpackers Organized in the 20s and 30s. This organization provides help to communities using a lot of community help. He thought this might be a great vehicle for co-ops, if we showed those organizers the benefits of local, community based stores.
- Jimmy asked if our focus was on grocery co-ops or all co-ops, including credit unions, housing co-ops, agricultural co-ops, rural electric co-ops, etc. Johnny thought we should be working to help all co-ops, as long as they understand the vital implications of a co-op (i.e. Cooperative Values and Principles, etc.).
- Jane brought up the notion of having a state-wide coalition of co-ops. If we got more grocery co-ops going in Texas, the TCGA for example.

- Johnny thought we should be more broad, as in the TCBA (Business instead of just Grocers), and include all co-ops in the state.
- Jane pointed out the nine steps to organizing a co-op, which was included in the board packet. She also brought the board's attention to a print-out of all the Wheatsville member owners living outside of Austin. Killeen and San Marcos had fairly large numbers of member owners.
- Jane noted that the whole membership is accountable to spreading the co-op word, not just the board, and so we need to educate our own member owners first and foremost. She said she did not see our role as evangelizing to communities, but rather simply gauging interest.
- Johnny noted that most co-ops start small and build, and we couldn't expect another co-op to be like us right away.
- Jane talked about existing stores becoming co-ops, and John also liked the idea. He thought there were probably a lot of "Mom and Pop" grocery stores around where the owners are starting to get old and want to sell, and if there is still a community desire for the store, then it only makes sense to try and perpetuate it from the standpoint of community empowerment.
- Jane closed by saying that we as a board still need to do a lot of research in this area, and it will probably take some time, as we are in the midst of our own expansion project, but she wanted to talk about this so that we don't forget about it. She hopes that we will slowly figure out what we want to do and how we want to do it, and go from there.
- Johnny mentioned the Black Star Co-op Pub, a community owned pub that is starting up in Austin. Johnny told the board about a fundraiser/party that they can attend. Bob mentioned that he always thought it would be a great idea to have an assisted living co-op.
- The board thanked Jane for presenting the topic.

HOUSEKEEPING 6:560PM

Open Time: No comments.

- **Agenda:** Consent Agenda, Election of Board Officers, Formation of Committees, Fill In CBLD survey, Discuss 30th Birthday Gathering, Brainstorm Topics for March 11th Retreat, Approve WV-UFCU Affinity Credit Card, Discuss KOOP Radio Donation, Discuss Board Email, Approve Policies D.4 through D.7., Board Self-Evaluation

Agenda Review:

- Johnny requested we add a discussion on board meeting dates.
- Rose-Marie was worried we wouldn't have time to do everything on the agenda. The board decided to keep the Credit Card Approval, KOOP Radio Discussion, and Board Email discussion, but remove the approval of the D policies. In its place, the board would discuss the meeting dates, per Johnny's request.
- A few board members asked about the Lease, and John answered a few questions briefly.
- There was discussion about whether the board should get a summary of the Lease agreement or the entire proposal. It was generally agreed that the board should receive both, but the lengthier document should be noted as "FYI."

Consent Agenda:

- Jane asked to pull the Monitoring Report for B.7 from the Consent Agenda.
- Jimmy moved to approve the rest of the consent agenda. Jane seconded. The motion passed 8-0-1.

- Jane thought that we weren't compliant with 2B and 2D, since we are not enforcing the \$10 minimum monthly payment on Green cards.
- Johnny said that it depends on whether or not the cashiers will say anything when it pops up on the POS.
- The board decided to edit the Monitoring Report to say that 2B and 2D are not in compliance. The board moved to approve the edited Monitoring Report for B.7. The motion passed 8-0-1.

GOVERNANCE

Election of Officers 7:17 PM

- Bob nominated Colin to return as the Secretary. The board did not have any comments. Colin accepted.
- Several board members wanted to talk about the board's expectations for each officer. The board discussed how best to do that.
- The board looked at the Treasurer's expectations in policy B.4. Policy says that the Treasurer ensures that a board budget is developed yearly, trains the board on understanding financials, and ensures that the board is viewing accurate financial information.
- Bob nominated Jimmy to be Treasurer. Johnny nominated Jane. Jane told the board she wanted some sort of leadership role. She would love to be Treasurer, and would like to be President at some point as well.
- Jimmy pointed out that leadership is not a virtue of office, but that it happens through writing articles and taking visibility in the community, and in that spirit he decided not to run for Treasurer this year. He asked Jane what ideas she had.
- Jane thanked Jimmy and accepted the officership, and answered the question by saying she wanted to ensure that the board receives all financials on time, get more information on our excellent financial condition in the Breeze, and work with John to create snapshots of each month's finances.
- Jimmy reminded her that the audit will be this year, and this is a board function.
- John said that it is possible the auditor would want to observe the year-end inventory on May 31st, so the board may want to secure one by then.
- Colin asked about the Treasurer developing the board budget, as dictated in policy. John said that would probably be done when the store creates its budget. Jane said she would research it and report to the board.
- The board moved on to the president's expectations. Bob said that he thinks he facilitates things well, and has been receptive to change, and is really best at allowing us to use our talents.
- Jimmy and Colin both had kind words for Bob's performance. Johnny touted Bob's strengths, but noted that facilitation and timekeeping have been two issues in our board meetings. Johnny said there should be a more forceful presence when, for example, 2 people are bickering back and forth for several minutes.
- Bob said that he will work on those two things but is also fine with having rotating facilitators and timekeepers. Rose-Marie liked the idea of having rotating facilitators, and thought that it shouldn't be something forced on any director, but is casually agreed upon at the beginning of the meeting. In the future, perhaps we can have a professional facilitator for a meeting or two to gain some knowledge on how best to do it. John thought Marilyn Scholl would be a great person to learn from.
- Johnny noted that it is the whole board's responsibility to make sure we stay on topic.
- On another note, Jane thought that the President should be more active in ensuring follow-through on things discussed at meetings or via email. The board agreed this is a good expectation.
- Bob moved to vote on the slate of nominated officers. The board approved the nominees 9-0-0.

Forming Committees 7:50 PM

- The board brainstormed on what committees it needs and how to direct the committees. Aside from the Nominations Committee, which is a standing committee, the board discussed a By-Law Committee, a B.7/D.9 Membership Structure Committee, Audit Committee, Expansion Committee, Co-op Development Committee, and Monitoring Committee. The following committees were formed, filled, and directed as noted:

Nominations Committee

- Joined by Johnny and Tony. Although it is a standing committee, the board directed the committee to have the new Nominations Manual complete by April, and to have some candidates ready by June.

Audit Committee

- Joined by Jane, Jimmy, and Rose-Marie. The Audit Committee was formed to research potential auditors for this year's store audit. The committee should present some options for the March meeting, based on cost and familiarity with the cooperative economic model.

B.7/D.9 Committee

- Joined by John, Colin, Bob, and Johnny. This committee was formed to write policies B.7 and D.9, effectively restructuring the membership system. The committee is to report back to the board in May, hear board feedback, and then have a rough draft of the policies in the board packet for June.

By-Law Committee

- Joined by Colin, John, Bob, and Rose-Marie. This committee was formed to review the by-laws and make recommendations for changes to be voted on in the annual election. The committee is to report back to the board in May with recommendations, hear board feedback, and present the ballot items to the board by July.

Monitoring Committee

- Joined by Daniel, and Marilyn F. The Monitoring Committee was formed to review the minutes, Parking Lot, monitoring reports, and policies and ensure that nothing falls through the cracks. The monitoring committee was directed to report back every month with a brief report.

The Expansion and Co-op Development Committees were not formed at this time.

- Bob took this opportunity to get volunteers for the B Monitoring reports. Johnny is reporting in March, and Colin in April. In May, he needs a volunteer to report on C.1, Unity of Control. Rose-Marie volunteered. Bob said he'd take June, which deals with the Accountability of the GM. In the interests of time, the rest of the year's monitoring will be assigned next month.

CBLD Survey 8:25 PM

- Bob passed out the survey and explained to the board that it is part of our involvement in the CBLD program. Bob gave the board 10 minutes to complete the survey, and then packaged them for delivery.
- Johnny asked the board why there hasn't been an article in the Breeze about our policies. Colin said he could write something on it. Jane said she has been planning an article on this subject, but perhaps they could collaborate.

30th Birthday 8:40 PM

- Rose-Marie thought that the event should be publicized to local media. Johnny agreed. The board did not know Dan's thoughts and plans on the topic, but decided to make a formal motion. Rose-Marie moved that, in conjunction with the 30th Birthday Celebration, the GM should attempt to promote the event through press releases and/or radio announcements, using such outlets as the Austin-American Statesman, Daily Texan, and Austin Chronicle. Jane seconded. The motion passed 9-0-0.

Planning March 11th Retreat 8:52 PM

- Bob showed Marilyn Scholl the board's goals for the upcoming year, and she was very pleased with our progress. She said that, based on our goals, she wanted to talk about member linkage for 3 hours. In addition to that, she'd discuss policy governance implementation for 1 hour to 90 minutes. She thought it might be best to discuss the by-laws on a separate occasion, via email.
- The board requested that she speak about facilitation and time-keeping. Bob said he would add to the agenda and discuss with her.
- Rose-Marie requested that the member linkage discussion happen in the afternoon, if possible, since she would not arrive until 12:30.
- Bob noted that he emailed a document entitled "3 Specific Concepts" and the board should read it.

WV Affinity Credit Card 9:00 PM

- Dan submitted a proposal in the board packet about a Wheatsville Affinity Credit Card partnership with the University Federal Credit Union. The cost is \$7,000, and Wheatsville would get a small percentage of every purchase used with those credit cards.
- The board was excited about this prospect. Jimmy noted that we pay a lot on credit cards, and it would be good to get some back.
- Rose-Marie moved to approve the proposal. Daniel seconded. The motion passed 9-0-0.

KOOP Radio 9:05 PM

- Jane emailed the board about the fire damage to most of KOOP Radio's equipment. She proposed that Wheatsville donate \$1,000 to KOOP Radio. Dan was okay with the idea, and several board members, while cautioning that Wheatsville should not consider KOOP Radio a co-op, also agreed.
- Jimmy expressed concerns that Wheatsville will be strapped for cash during the expansion project.
- Tony suggested that Wheatsville do something similar to how we handled Hurricane Katrina, which was to put donation jars at the front register and match member donations.
- Jane moved to direct management to set up a donation drive at the registers of Wheatsville for two weeks to benefit KOOP radio, and to match all funds received up to \$1000.
- Colin moved to amend the motion to simply give \$1000 to KOOP Radio. Rose-Marie seconded. The motion failed 1-5-3.
- The original motion came to vote and passed 7-1-1.

Wheatsville Email Accounts 9:15 PM

- Jane reminded the board that we all have wheatsville.coop email addresses as directors. She suggested we put our email addresses on the web. Our emails addresses are first initial followed by last name @wheatsville.coop.
- Daniel noted that this email can be forwarded to our home addresses, as well as presented in digest form.
- The board was encouraged to contact Ryan Vanstone for assistance.

Board Meeting Date 9:18 PM

- Johnny noted that scheduling continues to be a problem in order for him to attend meetings on Tuesday.
- Rose-Marie replied that she had a scheduling matrix that can be emailed to the board and filled out, since there are only two more months until meetings can return to Monday. The board thought this was a good idea.
- Our next meeting is the board training on Saturday March 11th with Marilyn Scholl. The 30th Birthday Celebration is Sunday March 26th.
- We will have to use the scheduling matrix to determine the date of our board meeting for March and April.

Board Self-Evaluation 9:23 PM

Plusses:

- Productive meeting.
- We got committees right.
- Officer expectations were great.
- Elected officers.
- Happy Birthday Rose-Marie
- Chocolate
- John did great representing Dan

- Great examples of teamwork and leadership in meeting.

Minuses:

- We didn't get to policies.

Monitoring B.2, Board Agenda: Some allocation problems with agenda.

Monitoring B.3, Board Meetings: Vision discussion is working great.

Monitoring B.4, Officers: Great job establishing roles this time.

Monitoring B.5, Code of Conduct: There's been some miscommunication of the expected level of commitment to the board.

Colin moved to adjourn. Johnny seconded. The motion passed 9-0-0. The meeting was adjourned at 9:27 PM.

Summary of Action:

- In the section on "Election of Officers", Colin Borchert was elected Secretary, Jane Kurzawa Cravey was elected Treasurer, and Bob Kinney was elected President for the year of 2006 by a vote of 9-0-0.
- In the "Forming Committees" section, the following committees were formed: Nominations Committee, By-Laws Committee, Audit Committee, B.7/D.9 Committee, and Monitoring Committee.
- In the 30th Birthday Section, Rose-Marie moved that, in conjunction with the 30th Birthday Celebration, the GM should attempt to promote the event through press releases and/or radio announcements, using such outlets as the Austin-American Statesman, Daily Texan, and Austin Chronicle. Jane seconded. The motion passed 9-0-0.
- The board approved Dan's proposal to join into partnership with UFCU for a Wheatsville Affinity Credit Card by a vote of 9-0-0.
- The board passed a motion to put out donation jars for KOOP radio at the registers for two weeks and have Wheatsville match the donations by a vote of 7-1-1.