

# Wheatville Board of Directors

## Monthly Meeting Minutes (Approved)

**February 22, 2007**

**Present:** Bob Kinney, Rose Marie Klee, Jane Kurzawa Cravey, Anthony Piccola, Jimmy Robertson, Johnny Livesay, Bryan Butler.

**Absent:** Colin Borchert, Marilyn Fowler.

**Also Present:** Dan Gillotte (General Manager), John Perkins (Financial Manager), Allison Porter (Administrative Assistant), Tom Wald (Guest)

**Call to Order: 6:00 pm**

**Vision 6:01 pm**

- Dan asks the board to think about the word "community", what it means, and how Wheatville supports it.
- Lindsey Auten would like to see a vision statement published. Johnny tells her the statement is in the ends policies. Bryan notes that many people aren't aware of the ends policies. Bob suggests putting it in the Breeze. Bryan suggests posting it up above the entrance.
- Johnny brings up the issue of the board failing to review ends policies regularly. Bob suggests discussing this issue during the retreat.

**Renovation Update: 6:45 pm**

- The board discusses the bidding process of selecting the contractor. They have found a low bidder who they are particularly interested in.
- Jimmy notes that Michael mentioned a letter of intent. He suggests that the board step back to look at our options.
- Dan shows the board a bound booklet of blueprints for the expansion project.
- Three companies bid on the renovation project. The lowest bidder T.F. Harper was the most preferred of the contractors. He has a lot of relative experience and sent a cover letter with suggested adjustments to lower the budget. The budget is currently \$2.5 mil.
- In the past proforma, the retaining wall has been excluded from the total budget. It is expected to cost about \$200,000. The proforma will now be updated which will give a better sense of our current financial position.
- Jimmy asks Dan to clarify why the cost of interior improvements was not included in the \$1.8 mil budget. Dan explains that we were unsure about the details but there was some allowance. He will need an explanation from Michael.
- Jimmy also asks why the \$1.8 mil was closer to the bidders' number and how that includes the price of the retaining wall.
- Jimmy asks if the estimated \$540,000 for equipment still stands. Dan says it is close, but some adjustments will be made. He says the plan now is about \$700K total including installation. This price includes virtually all new equipment.
- We have already bought some equipment for the produce and front end departments.
- Rose Marie asks if Dan saw the bids. He saw the same summary as the board.

- Rose Marie asks about pushing the retaining wall into a different phase when the plan was to have it done first. Dan responds that our time frame has moved to June now and the preferences of our neighbors affect our schedule.
- The board discusses negotiations with the neighbors regarding the replacement of the retaining wall and the damage it will cause to the surrounding trees.
- Jane mentions that the difference in including the retaining wall in the budget is 25%. Dan says whether we include it depends on how much the proforma can bear: \$2.5 mil or \$1.8 mil.
- Jimmy asks how long it will take before we start. Dan answers it may take a couple weeks to negotiate with the contractors which would allow us to begin in mid-March.
- Wheatsville Co-op Board of Directors Resolution - Bob makes a motion to approve the resolution. Rose Marie seconds and the motion is approved / Vote Results: 7.0.0. Resolution follows.

- **Wheatsville Co-op  
Board of Directors Resolution  
February 22, 2007**

*Whereas, Wheatsville Co-op has undertaken the renovation and expansion of the current store at 3101 Guadalupe, recently concluding the General Contractor bid period; and*

*Whereas, Wheatsville Co-op received bid proposals from three of the six General Contractors that were invited to provide proposals; and*

*Whereas, Wheatsville Co-op wishes to negotiate with the apparent low bidder, T.F. Harper Construction, Inc., to ensure that the Co-op receives a high-quality project at the best possible price;*

**Now Therefore Be It Resolved That:**

*The Board of Directors of Wheatsville Co-op authorizes the General Manager to enter into contract negotiations with T.F. Harper Construction, Inc. to provide general contractor services for the renovation/expansion project.*

**Approved by the Wheatsville Board of Directors this 22nd day of February 2007.**

*Bob Kinney, President  
Colin Borchert, Secretary*

## Housekeeping

### Review Agenda & Open Time: 7:20 pm

- The spring member gathering has been removed from the agenda and will be discussed via email.

### Consent Agenda: 7:26 pm

- December Minutes reviewed - approve Rose Marie's adjustments
- GM Report

- January Operations Report
- Jimmy on January minutes - First page did not include an important list of criteria for selecting a contractor including: qualifications, price, green building experience, etc.
- Jane suggests including "approved/unapproved" in footer.
- The board decides to edit the minutes via email.
- Bryan suggests recording the minutes audibly.
- Rose Marie suggests someone working directly with Allison.

## **Governance**

### **Monitor B1 & B2: 7:40 pm**

- The board discusses the use of personal examples in policy B1. They decide to have the wording revised and personal references removed.
- Bryan thinks if information is not applicable to board compliance then it should not be included.
- Jane suggests a vote. All except 2 board directors disapprove of the personal writing style for the policies.
- B.1.2.2 includes a line containing "elbow room". Jane and Rose Marie ask for clarification of meaning. Dan thinks Colin means the board president is the CEO of the board and thus should have more leeway in how he proceeds.
- Jane notes that the board does not use an updated board policy monitoring checklist as stated in B.1.3.1. Jimmy suggests changing the wording of the policy to "partial compliance".
- Johnny thinks it is a reasonable interpretation since the board just recently adopted the policies.
- Jane makes a motion not to accept the policies. Bryan seconds and the policies are unaccepted. / Vote Results: 5.0.2.

### **Policy B.2: 7:53 pm**

- Rose Marie compliments Johnny's idea to revisit ends policies.
- Jimmy makes a motion to approve the ends policies. Bob seconds and the motion is approved. / Vote Results: 5.0.2.

### **Reimburse Staff Wages for Retreat Attendance: 7:55 pm**

- Bryan says that he attended the retreat willingly and did not expect compensation for it. He thinks reimbursement should be reserved for larger amounts
- Jane notes that policy B.3.6 requires the board to compensate staff for missing work to attend board events.
- Jimmy responds that all directors can be compensated for missing work to attend board meetings.
- Rose Marie notes that the board attempts to schedule meetings to accommodate directors' schedules so that everyone can attend.

- John thinks it is important to set a precedent. He suggests differentiating between out-of-pocket and lost-opportunity expenses. He mentions that Wheatsville employees have the option to switch shifts, and if a staff member commits to a meeting it is their responsibility to adjust their schedule accordingly.
- Jimmy thinks this policy needs to be revisited. Bob suggests including it in the March agenda in his B3 monitor report.
- John clarifies that compensation for work time missed during a meeting could be considered compensation for attending the meeting.
- The board agrees to continue this discussion at the March meeting.
- Jimmy moves to approve the reimbursement of staff representative wages. Bob seconds and the motion is not approved. / Vote Results: 2.3.2.

#### **Member Survey: 8:05 pm**

- Jane tells the board that we are sending out postcards asking members to take the survey on the computer (which will also be available in the store).
- Budget cost: \$3,500.
- Specific questions will be categorized in broad categories.
- Board members offer suggestions pertaining to specific questions in the survey.
- Dan says the board directors will be the first to take the survey to give feedback and discuss possible adjustments.
- Jane makes a motion to approve the budget not to exceed \$3,700 and to implement the survey by late spring or early summer of 2007. Tony seconds and the motion is approved. / Vote results: 7.0.0.

#### **March 4th Retreat: 8:15 pm**

- Mark Groehnig and Marshall Kovitz from CDS/CBLD will send out the retreat program.
- The 3 topics are bylaws, member-linkage, and long-range planning.
- The board will meet with Mark and Marshall for dinner at Curra's on Saturday, March 3rd and the retreat will be on Sunday March 4th.

#### **Fiscal Year 2006-2007 Review: 8:22 pm**

- Dan asks the board if they want a review from Wegner this year.
- Jimmy notes that the policy requires that it be done every 5 years.
- Jane reads the policy and clarifies that the board must appoint a reviewer.
- Jane makes a motion to direct Dan and John to develop a financial review with Wegner. Jimmy seconds and the motion is approved. / Vote results: 5.0.1 (Bob left the room).

#### **Monitor D5 Asset Protection: 8:26 pm**

- Jimmy makes a motion to approve monitor D5. Rose Marie seconds and the motion is approved. / Vote results / 6.0.0. (Bob left the room).

### **Update Bylaw Revision: 8:27 pm**

- Jimmy emphasizes member input and proposed a timeline.
- Rose Marie thought the assignment was to develop a process and not a schedule. She thinks we need to focus on our next step. She called Mark who referred her to Marshall. He is willing to help with legal structure, looking at state law requirements and developing a chart.
- Marshall suggested to Rose Marie that the board come to an agreement on wording and delegate a director to look up state laws. He suggested using a member forum to get feedback.
- He also suggested keeping each proposed amendment as a separate ballot issue. This would help people focus on issues they believe are most important.
- Jimmy suggests that the board analyze the wording of the clauses and their accordance with state laws.
- Bob brings up a conversation he had with Mark and Marshall in which they stated that most co-ops' bylaws are out of date and current practices do not reflect them.
- Jimmy thinks we should look at the big picture and the next step in the process.
- Rose Marie thinks we should have a lawyer look it over at the end. She also recommends adopting the Karen Zimbleman template.
- Jimmy thinks it would be less confusing to go through the bylaws sequentially. He suggests addressing specific clauses first and then reorganizing and rearranging.
- The board decides to discuss the bylaw schedule on Sunday at the retreat. The committee will meet after that and then report back the board.

### **Member Forum: 8:20 pm**

- Dan asks the board to think about what purpose it would serve?
- Johnny is disappointed that this issue is not being addressed and keeps getting pushed back. It has become a waste of time to continue discussion without taking action.
- Jane notes that no one has offered to head it up and the board has not directed Dan to spend resources on the project.
- Dan says the board members may not know what they want out of a member forum.
- Bryan asks if there are any other coops that have a forum. Dan answers that there aren't many in his experience.
- Johnny mentions that the original idea was to create a forum to involve the community. He thinks we should abandon the idea since it is not progressing and focus more on other avenues of member linkage.
- Tom reiterates that if Wheatsville does develop a forum, the members may do it themselves.
- Johnny will talk to Colin about heading up the forum committee.

### **Member Dinner: 8:30 pm**

- Dan called people randomly from a list. We currently have about 10 people confirmed. The deli is catering tofu, rice, and greens. Members will eat first and then talk with the board.
- Bob, Johnny, and Jane are the directors attending the dinner.
- It will take place from 6:30pm to 8:30pm on Tuesday, February 27th, 2007.

**Executive Session: 9:00 pm**

- Confidential (no minutes)

**Adjourn: 9:20 pm****Summary of Action**

- Motion to approve resolution, approved: 7.0.0.
- Motion not to accept B.1 policies, unaccepted: 5.0.2.
- Motion to accept B.2 policies, accepted
- Motion to approve ends policies, approved: 5.0.2.
- Motion to approve reimbursement of staff rep wages, unapproved: 2.3.2.
- Motion to approve survey budget not to exceed \$3,700 and implement survey by late spring / early summer 2007, approved: 7.0.0.

**Action Steps**

- The bylaw committee will meet after the retreat.
- Johnny will talk to Colin about heading up the forum committee.