

**Wheatsville Board of Directors**  
**February Meeting Agenda**  
**Tuesday, February 24, 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	<b>AGENDA REVIEW</b> <b>2. CONSENT AGENDA:</b> January Meeting Minutes GM Report D4 (top level)	DISCUSS VOTE
6:15pm (5 min) (10 min) (5 min)	<b>3. POLICY MONITORING/GOVERNANCE</b> D5 – Asset Protection B2 – Board Job Products Board Budget FY2010	VOTE VOTE DISCUSS
6:35pm (10 min) (10 min) (5 min) (25 min)	<b>4. LINKAGE/COMMITTEE WORK</b> Policy Committee Report Nominations Committee Report Coffee with the Board Surcharge Elimination Proposal	DISCUSS DISCUSS DISCUSS VOTE
7 :25pm	<b>5. BREAK</b>	ENJOY
7 :35PM	<b>6. STRATEGIC LEARNING</b> Open Discussion based on readings: "The Art of Powerful Questions" and CCMA 2008 key note speech by David Korten	DISCUSS
8 :55pm	<b>7. HOUSEKEEPING/CLOSING ITEMS</b>	
9:00pm	<b>ADJOURN</b>	

Benefitting Community \* Promoting Cooperative Economics \* Transforming Society



## Board of Directors Meeting Minutes February 2009

Present: Rose Marie Klee, *President*; Jane Kurzawa Cravey, *Treasurer*; Stephanie Johnson, *Secretary* (arrived at 6:15 PM); Bob Kinney; Mike Crissey; Ingrid Devilliers; Aditya Rustgi (via conference call); Steven Tomlinson.

Absent: None.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Sam Vaughan, *Board Administrative Assistant*; Allen Schroeder, *Bulk Buyer*, Mark Goehring from CDS Consulting Co-op (via conference call beginning at 7:35 PM).

### Call To Order

6:01 PM

### 1. OPEN TIME

--Introductions of all present.

--Allen Schroeder proposed that the board review Wheatsville's contingency plans for possible responses to the problems posed by a severe economic downturn. He further proposed that the board consider the leasing or construction of a storage building to be used as an emergency bulk storage facility.

### Agenda Review

--5 minutes were added to discuss the GM Report.

--The discussion of and voting for the Surcharge Elimination Proposal was moved to the beginning of Topic 4: Linkage/Committee Work.

### 2. CONSENT AGENDA

6:09 PM

- January Meeting Minutes
- D4 (top level)

--Bob moved to approve the Consent Agenda. Mike seconded the motion. The motion was approved 7-0-1.

**GM Report [added during Agenda Review]**--Dan provided updates on the expansion project and February sales figures. He also confirmed that he would be leading several more tours of the expanded space in the upcoming weeks.

### 3. POLICY MONITORING/GOVERNANCE

6:22 PM

#### D5 – Asset Protection

--The board reviewed and discussed the general manager's report regarding compliance with Policy D5: Asset Protection. After completing their review, Jane moved to approve the D5 monitoring report. Steven seconded the motion. The motion passed 9-0-0.



## Board of Directors Meeting Minutes February 2009

### B2 –Board Job Products

Are we doing what we said that we would do?	1=NO!	2	3	4	5=definitely YES!	Don't Know
2			3	2		1
2.1			3	1	2	
2.2				2	2	2
2.2.1				4	2	
2.2.2				1	5	
2.2.3				2	4	
2.2.4				2	4	
2.3			2	2	2	
2.3.1				3	3	
2.3.1.1				4	2	

--The board reviewed its performance regarding Policy B2: Board Job Products. After completing their review, Rose Marie moved to approve the B2 Policy Monitoring. Stephanie seconded the motion. The motion passed 8-0-1.

--Mike requested that the board commit to using the online monitoring template for future policy monitoring, noting that Policy B2 could be streamlined in advance of next year's review.

### Board Budget

--Rose Marie informed the board that the budget for the next fiscal year is in the process of being prepared and noted that further budget discussion would be reserved for the March meeting.

--Jane asked that the board begin to think about linkage ideas, training and any other special projects, which would be included in the budget discussion.

### 4. LINKAGE/COMMITTEE WORK

6:42 PM

#### Surcharge Elimination Proposal [moved during Agenda Review]

--Dan fielded a final round of questions from the board concerning the proposal to eliminate the non-member surcharge. After further discussion, Jane moved to approve the proposal. Bob seconded the motion. The motion passed 9-0-0.

--The General Manager will determine the appropriate time to eliminate the surcharge, based on the implementation of the new POS system.

#### Policy Committee Report

--The committee reported that they held their first meeting on February 27<sup>th</sup>, at which time they began to prioritize policy needs, develop a work plan and identify polices on which to focus their near-term review work.

--Rose Marie recommended that the model polices developed by Co-op Development Services (CDS) be reviewed and considered as a starting point for the committees revisions. Hard copies of CDS's model polices were distributed to the board.



## Board of Directors Meeting Minutes February 2009

### Nominations Committee Report

--Rose Marie reminded the board that the time to begin thinking about forming a new Nominations Committee is at hand. She also mentioned that it was important to consider how the committee could be improved.

--The board then discussed the article, "Recruiting Leaders: What to Look for in New Board Members," as it relates to future iterations of the Wheatsville Board. Steven proposed that the Board evaluate itself to determine desirable qualities in new directors during a future Strategic Learning exercise; the board unanimously agreed.

--Rose Marie noted this idea and will attempt to schedule this discussion at an upcoming meeting.

--Bob, Ingrid and Mike then volunteered to serve on this year's Nominations Committee.

### Coffee with the Board (CWB)

--The directors who attended the February CWB described it (again) as a delightful experience and would all participate at future events. The CWB continues to be a great way for the board to understand owners' perspectives and expectations.

--Aditya recommended making suggestion forms available at future CWB's to better address operational questions posed by owners.

### 5. BREAK

7:28 PM

### 6. STRATEGIC LEARNING/STRATEGIC THINKING

7:38 PM

--The board discussed David Korten's key note speech delivered at CCMA 2008 in terms of how the speech challenged them and questions they'd framed to guide the board's thought process going forward. Mark Goehring moderated the discussion via conference call.

--The board delved into a deeper discussion concerning the topic: How does Wheatsville facilitate community. The discussion centered on:

- Defining "community" as a group that shares common needs and are guided by common principals, which allows people to come together in both good times and bad and serves as a springboard for broader, coordinated action.
- Acknowledging that although our Wheatsville community is diverse and ever-evolving (thus difficult to fully "know"), we can be sure that they share needs in common and are guided, in part, by our co-op's principals.
- Determining methods by which Wheatsville can improve in its role as community facilitator while working to expand its community both by adding new owners and aligning itself with the values of other established communities.

| --Mark assigned the board with homework to further develop their questions-, while everyone agreed that the board had succeeded in building a successful dialogue.



## Board of Directors Meeting Minutes February 2009

### 8. HOUSEKEEPING/CLOSING ITEMS

8:52 PM

- Straw polls seem helpful in keeping the board on task and on time.
- The Certificate of Formation has been filed.
- The new Membership Administration Guidelines have been posted to the website.
- Steven has drafted an "Invite to Write" piece (action item from January), which invites Open Time visitors and others to write an article for the Breeze.
- Next CWB scheduled for March 7<sup>th</sup>.
- March 29<sup>th</sup> retreat: RMK will set up a poll to check Directors' availability on the 28<sup>th</sup>.

#### Board Self-Evaluation

##### *--Plusses:*

- Hooray technology! (Some)
- Discussion was first rate.
- We didn't clock watch.
- The surcharge elimination proposal was approved. (Dan)

##### *--Room for improvement:*

- Technology has its drawbacks. (Others)

**Rose Marie moved to adjourn the meeting at 9:02 PM.**

#### ACTION ITEMS

- B3 Policy Monitoring is available online.
- Further consideration to be given to Allen's proposal.
- Discuss the March 28<sup>th</sup> retreat via email.
- Jane to provide an electronic version of the prior fiscal year budget for directors to review.