

Wheatsville Board of Directors
March Meeting Agenda
Tuesday, March 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	AGENDA REVIEW 2. CONSENT AGENDA: February Meeting Minutes GM Report D4 (top level)	DISCUSS VOTE
6:15pm	*TOUR OF NEW STORE*	
6:30pm (0 min) (10 min) (20 min)	3. POLICY MONITORING/GOVERNANCE D1 – Staff Treatment B3 – Board Agenda and Meetings Board Budget FY2010	VOTE VOTE DISCUSS
7:00pm (0 min) (30 min) (5 min)	4. LINKAGE/COMMITTEE WORK, PART I Policy Committee Report Nominations Committee Report Coffee with the Board	DISCUSS DISCUSS DISCUSS
7:35pm	5. BREAK	ENJOY
7:45PM (30 min) (10 min) (15 min)	6. LINKAGE/COMMITTEE WORK, PART II Director Compensation/Discount Breeze Articles Board Retreat	DISCUSS
8:40pm	7. HOUSEKEEPING/CLOSING ITEMS	
8:45pm	ADJOURN	

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Present: Rose Marie Klee, *President*; Jane Kurzawa Cravey, *Treasurer* (arrived at 6:05 PM); Bob Kinney; Mike Crissey; Theron Beaudreau; Ingrid Devilliers; Aditya Rustgi; Steven Tomlinson.

Absent: Stephanie Johnson, *Secretary*.

Also Present: Dan Gillotte, *General Manager*; Sam Vaughan, *Board Administrative Assistant*; Gabriel Gallegos, *Member Records Coordinator*; Doug McKey, *Membership Coordinator* at Riverwest Co-op Grocery and Café in Milwaukee, Wisconsin (arrived at 6:05 PM).

Call To Order

6:00 PM

1. OPEN TIME

--With no other owners present at the outset, the board discussed the status of existing action items.

- Rose Marie noted that she is in the process of finalizing her review of Steven's "Invite to Write" piece for distribution.
- Mike noted that the Nominations Committee email address needed to be updated with the current committee members.
- Aditya volunteered to create and distribute a Google Calendar prototype to assist the board in tracking meetings, documents, policy monitoring deadlines and to assist in agenda transparency.

--Doug arrived at 6:05 PM, which lead to the introductions of all present. Doug was in town for SXSW, had visited the store and wanted to let everyone know that he was very impressed with the store and commended Dan and the entire staff for jobs well-done! Thanks for sharing, Doug!

Agenda Review

--5 minutes were added after the Consent Agenda vote to discuss the proposed changes to the Membership Administration Guidelines (MAG).

--Time allotted for the store tour was increased from 15 to 30 minutes.

--Discussion time for B3 was reduced from 10 to 5 minutes to allow extra time for the store tour.

--Discussion of director compensation and discounts was rescheduled after the board retreat discussion.

2. CONSENT AGENDA

6:14 PM

- February Meeting Minutes
- GM Report
- D4 (top level)

--Steven moved to approve the Consent Agenda. Mike seconded the motion. The motion was approved 8-0-0.

Proposed changes to the MAG [added during Agenda Review]

--Gabriel presented the proposed changes to the MAG, in which all references to "Articles of Incorporation," were replaced with the term "Certificate of Formation". The proposed changes also clarified that no new donated accounts would be created after June 1, 2008, but that failure to keep the co-op informed of their address could result in a member becoming ineligible to receive owner benefits.

--Jane moved to approve the proposed changes to the MAG. Rose Marie seconded the motion. The motion was approved 8-0-0.



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3. POLICY MONITORING/GOVERNANCE

6:20 PM

D1 – Staff Treatment

--Dan explained that his report regarding compliance with Policy D1, Staff Treatment, would not be available for review until the June, 2009 meeting, as he is expecting new information as a result of an improved data-mining process. This timeframe is in-line with the 2008 reporting schedule, but conflicts with the current Executive Limitations, which state that Policy D1 will be monitored annually in March.

--Steven noted that this was a variance to policy and the board agreed that a vote was required in order to authorize Dan to reschedule compliance reporting for June.

--Steven moved to authorize the rescheduled policy monitoring. Rose Marie seconded the motion. The motion passed 7-0-1.

B3 – Board Agenda and Meetings

Are we doing what we said that we would do?	1=NO!	2	3	4	5=definitely YES!	Don't Know
3			1	2	3	
3.1			1	4		1
3.2			2	2	2	
3.3				3	3	
3.3.1				3	3	
3.4				4	2	
3.5				3	3	
3.6				3	3	
3.7				1	5	
3.8					6	
3.8.1					6	
3.8.2					6	
3.8.3				1	4	1
3.8.4					6	
3.8.5				1	3	2

--The board reviewed its performance regarding Policy B3: Board Agenda and Meetings. After completing their review, Bob moved to approve the B3 Policy Monitoring. Theron seconded the motion. The motion passed 8-0-0.

--Mike reminded the board that the monthly online policy monitoring deadline is coincident with the board packet deadline.

Board Budget

--Jane presented and the board discussed the proposed FYE 2010 Board of Directors Budget. Jane requested that the board submit further questions, comments and proposed changes to the budget prior to the April meeting in order to consider it for approval at that time.



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4. TOUR OF THE NEW STORE 6:57 PM
--Wowee Zowee!

5. BREAK 7:25 PM

6. LINKAGE/COMMITTEE WORK 7:35 PM

Board Retreat

--The board discussed their upcoming 2-day retreat and agreed to times, locations and a tentative agenda.
--Dan reminded the board of their responsibility to be prepared for the retreat by reading the applicable materials provided by Mark Goehring of CDS Consulting Co-op.

Breeze Articles

--The board discussed their desire to continue writing Breeze articles from their unique perspective and discussed potential topics.

Nominations Committee Report

--The board reviewed the committee's existing "Letter to Applicant," "Questionnaire" and "Candidate Application" as a starting point for recruiting future directors.
--Rose Marie noted that a significant amount of time had been devoted to creating and improving these documents during the last board cycle, with the immediate goal of setting minimum requirements for future directors, leaving further modifications to future committees.
--It was generally agreed that the letter, questionnaire and application, along with the mandatory attendance of a board meeting and an orientation session had served to capture the rigor and seriousness of the board's work in order to dispel any candidate misconceptions.
--The board discussed whether additional requirements seemed to be needed, and decided that the nominations committee could study further and propose recommendations/packet revision.

Coffee with the Board (CWB)

--Jane commented that the March CWB was not as well attended as more recent events, which could be the result of having only one director present. She requested more support from her fellow board members at future CWB's.
--The board agreed that participation in linkage events was the expectation of each director.

Director Compensation/Discount

--The board initiated a discussion about possible compensation for future boards and potential changes to the existing discount structure for board members. The new bylaws allow for director compensation, while maintaining safeguards against possible abuse, and current thinking in the co-op community at large is that it is advisable/advantageous to provide modest compensation for directors.
--The board decided to continue discussing this topic at the April meeting.



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Board Self-Evaluation

--*Plusses:*

- Volunteer Discount discussion.
- Store tour was AWESOME!
- Time management and keeping focusness.

--*Room for improvement:*

- We missed you Stephanie and John!

Rose Marie moved to adjourn the meeting at 9:05 PM.

ACTION ITEMS

- Update nominations email to include current committee: Mike, Ingrid, Bob, RMK (Sam/Dan)
- Develop Google calendar for board (Aditya)
- Monitor D1 in June (Dan to submit report for June packet)
- Follow-up on B3 monitoring comment re: transparency in developing agendas (RMK)
- Send B&C policy monitoring survey links earlier + send reminder (Mike/RMK)
- Send out results from last owner survey as background for future discussion on future survey (RMK)
- Send budget comments to Jane ASAP (ALL). Note Jane will schedule a meeting with Steven and let BOD know when it is.
- Resend/distribute strategic learning questions submitted by Steven (RMK)
- Write Breeze article about crosswalk on Guadalupe St. for April 10 deadline (ST+MC to lead, all to contribute)
- Nominations committee to provide application packet recommendations