

**Wheatsville Board of Directors
July Meeting Agenda
Tuesday, July 22, 2008**



**6:00 – 9:00 pm @ the Episcopal Theological Seminary Campus, room 210A/213
606 Rathervue Place (near Duval and 32nd St in North Campus/Hyde Park)**

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: June Meeting Minutes GM Report	DISCUSS VOTE
6:15pm (15 min) (20 min)	3. FACILITATION/BOARD GOVERNANCE PROCESS Meeting facilitation Discussion about board work/process (reading from Carver)	DISCUSS DISCUSS
6 :50pm (10 min) (5 min) (20 min)	4. LINKAGE/COMMITTEE WORK Hanover retreat Nominations Committee report Bylaws Committee report	DISCUSS DISCUSS DISCUSS
7 :25pm	5. BREAK	ENJOY
7:35pm (5 min) (10 min) (5 min) (5 min) (10 min)	6. POLICY MONITORING GM Evaluation (reading from Scholl) 4 th Quarter Financials B7 – Owner Linkage D4 – Financial Condition D1 – Staff Treatment	DISCUSS VOTE VOTE VOTE VOTE
8:10pm (20 min) (20 min)	7. BLACKSTAR Discuss board process *EXECUTIVE SESSION to discuss proposal related to real estate*	DISCUSS DISCUSS
8:50pm	8. HOUSEKEEPING/CLOSING ITEMS Administrative update – miscellany & check-in on outstanding action items Review action items/upcoming agenda items Board self-evaluation	DISCUSS DISCUSS DISCUSS
9:00pm	ADJOURN	



**Board of Directors
22 July 2008
Meeting Minutes**

Present: Rose Marie Klee, Board Chair; Jane Kurzawa Cravey, Treasurer; Tom Wald, Secretary; Stephanie Johnson; Jimmy Robertson (left at 8:58 pm); Theron Beaudreau, staff-director; Mike Crissey, staff-director

Absent: Bob Kinney, David Pease

Also present: Dan Gillotte, General Manager; John Perkins, Finance Manager (arrived at 7:17 pm); Marisa Newell, Administrative Assistant; Barbara Virian, Meeting Facilitator; Steven Yarak, President of Black Star Co-op; Kourtney De Haas, Owner and Prospective Board Member; Aditya Rustgi, Owner and Prospective Board Member

CALL TO ORDER

6:02 pm

1. OPEN TIME

Introductions of all present at meeting

2. CONSENT AGENDA

6:09 pm

- July Meeting Minutes
- GM Report

-- Jane moved to approve consent agenda, Mike seconded. Motion passed 6-0-1.

-- Jimmy moved to pull GM Report.

3. FACILITATION/BOARD GOVERNANCE PROCESS

-- The Board welcomed a facilitator to the meeting.

-- Having an external meeting facilitator could be valuable for the Board. Directors noted that even if facilitation feels a bit uneasy at first, the Board would welcome a facilitator again in the future.

Discussion about Board work/process

6:22 pm

-- An article from *Boards that Make a Difference* (Carver) was included in the packet to foster discourse on the shape and structure of the Wheatsville Board, including processes used, ideal operations, and overall vision. Directors shared their reactions to this article.

-- The sense of the board is that WV board is already performing many of the activities identified by the author, which is reassuring and exciting. Some long-standing directors agreed that many positive changes are visible in the Board in recent history.

-- How can the Board ensure that all Directors can better understand meeting discussions? Individuals might not always understand how to prioritize our discussions in the bigger-picture context of the appropriate work of the Board, but the ability for the entire Board to protect our time and work, and to proceed together is very important. It is challenging for the Board to proceed together successfully if we do not have a common understanding of what we do and why, and how we choose our work based on finite resources and priorities.

-- The board agrees that they need to thoroughly discuss and understand what are the most important aspects of Board work, including more creative thought about use of resources (mostly time)

4. LINKAGE AND COMMITTEE WORK

Hanover Retreat

6:53 pm

-- Board directors have been invited to send representatives to the Board Retreat (August 23rd and 24th) at Hanover Co-op in New Hampshire, where the Board directors face many of the same issues as the Wheatsville Board of Directors. WV Board Consultant, Mark Goerhing, will be present.

-- Jimmy moved to authorize expenditure of \$1,200 to send up to 3 directors to the Hanover Retreat, and delegated coordination of this to the Board chair, Jane seconded. Motion passed 7-0-0.

Nominations Committee Report

7:04 pm

-- The Wheatsville Board is facing a critical time in the history of this organization (Bylaws revision project, store renovation, etc.) Therefore, it seems critical to have the best possible candidates running in the fall election. However, the board faces recurring predicament of finding a large enough pool of applicants.

-- Suggestion to call people directly and not wait for them to call; when approached personally, people are more likely to be receptive.

Bylaws Committee

7:10 pm

-- Three big topics for discussion: Where is the Board in bylaws updates? What is the desired schedule? Budget?

-- Previously, a budget of \$5,000 was given to the committee with potential for expansion. Now, a request for up to \$20,000 is needed for the bylaws revision project, with intentions of spending \$15,000, and the committee will not need to ask again later for additional funding

-- Stephanie moved to approve bylaws committee spending up to \$20,000 on the bylaws revision project, Rose Marie seconded. Motion passed 7-0-0.

-- Significant changes were made to the bylaws, and the new draft was distributed at the meeting. At the upcoming bylaws meeting, final changes will be made. An approved draft should go in a September Breeze article. Ownership will look through bylaws and will have opportunity to attend an owner forum to allow discussion.

→ BREAK ←

6. POLICY MONITORING

GM Evaluation

7:46 pm

-- The Board evaluates the GM in order to ensure GM performance against the stated expectations of Board.

-- A summary of monitoring reports from D policies (August to July) will be supplied, and the Board will receive a report from the GM regarding accomplishment of tasks required for bonus pay. The process will be mostly the same as last year.

-- Also, the Board discussed whether or not staff-directors should participate in the GM evaluation.

-- Staff-director participation is sensitive because these directors work in two different roles: as the GM's subordinate by virtue of their staff position, and as the GM's boss by virtue of their board position. Other directors generally feel that if there is a value in having staff members on the Board, then they should fully participate in all Board activities.

-- However, all directors agreed that this should not be imposed by non-staff directors, and staff directors should self-impose their limitations if they deem it appropriate.

4th Quarter Financials

7:56 pm

-- While the 4th quarter financials were available for overview and acceptance, the bottom line presented will likely be altered (due to bonuses, wage adjustments, and other changes not yet made since we are awaiting a CPA annual review).

-- The Board briefly discussed confidentiality of material such as this; while the financials produced for the Breeze are slightly different, this document is not entirely confidential. The most problematic concern with publicizing this information is that it's a preliminary copy and some figures will likely change.

-- Mike moved to approve 4th quarter financials, Jane seconded. Motion passed 6-0-1.

B7 – Owner Linkage

8:03 pm

-- How can the Board improve actions for strong linkage with owners?

--The vision and mission of Wheatsville are not commonly expressed to owners. However, considering the number of owners in the organization, it is difficult to reach all owners about all issues.

-- Also, there is a disconnect between what is happening in the Board and what is being expressed to owners. How to rectify that?

-- Mike moved to approve B7 policy monitoring, Rose Marie seconded. Motion passed 7-0-0.

D4 – Financial Condition

8:11 pm

The GM presented his report on compliance with policy D4 Financial Condition

-- Rose Marie moved to accept D4 monitoring report, Theron seconded. Motion passed 6-0-1.

D1 – Staff Treatment

8:14 pm

-- At the last board meeting there were differences in opinion on this monitoring report, though it was emphasized that almost all questions from staff survey showed improvement from previous year's survey.

-- The board clarified that when accepting policies, it doesn't necessarily mean that all aspects are perfect and that there is no room for improvement; in fact, often it will indicate that issues have been addressed.

-- Directors propose that safe working conditions should be addressed fully since this aspect had a decreased score.

-- Mike moved to accept D1 policy monitoring, Rose Marie seconded.

-- Issue of staff safety will be placed on parking lot for future discussion.

-- It seems that many of the concerns around safety staff are being addressed with the current renovation, and this should indicate that future compliance will be attained.

-- Rose Marie moved to close discussion and vote, Mike seconded. Passed 4-0-3.

-- Approve D1 Staff Treatment, passed 6-1-0.

7. BLACK STAR

8:30 pm

Discuss Board Process

-- The issue is the proposal to support Black Star co-op by signing as a lease guarantor when there are five of the nine directors with a potential conflict of interest as Black Star co-op member-owners. The board wanted to clarify the process for making this decision

-- The majority of directors recused themselves from the vote to gather further information about this proposal at the last meeting. The board discussed the need for clarity in conflicts of interest and other similar predicaments.

-- According to the code of ethics signed by all Board members, directors must disclose conflicts of interest in all places they exist. Can the Board have a process that will withstand scrutiny and maintain transparency in this potential quagmire?

-- There was a sense of the board that it would be important to distinguish between levels of conflict of interest (i.e. substantial if a Board member was also on the Black Star Board or was to receive financial remuneration due to a decision).

-- In situations like this, the Board should be able to explain to curious owners why this process was selected and stand by the decision.

-- Theron moved to accept a suggested process that board members with conflict of interest in this situation will recuse themselves from decision making but will be allowed to voice concerns and require a third party evaluation of the situation, The recused board members will standby the decision of the remaining board and the outside party with feedback from the GM. Rose Marie seconded. Motion passed 6-0-1.

Executive Session to ensure confidentiality of potentially sensitive information regarding Black Star Co-op proposal.

8:57 pm

Procedural question: Who can be invited into executive session? And, how can the Board hold them accountable to retain confidentiality?

-- Rose Marie moved to enter executive session with Board plus Steven Yarak, Dan Gillotte, John Perkins, Marisa Newell, and Barbara Virian. Stephanie seconded, and motion passed 4-2-1. Jimmy Robertson left at this time as did the guests, Kourtney De Haas and Aditya Rustgi.

-- Mike moved to leave executive session at 9:20 pm, Rose Marie seconded. Motion passed 6-0-0.

8. HOUSEKEEPING/CLOSING ITEMS

9:21 pm

-- Facilitation evaluation: overall, good (parliamentary). Some directors suggested the facilitator should have interrupted more when people talking out of time. Very exciting for directors as there is still much to learn in this new process.

Board Self-Evaluation:

-- Pluses:

- o Two Board candidates present
- o No postponing of important discussions

-- Room for Improvement:

- o All directors should stay for duration of meeting to ensure cooperation
- o Make better attempt to reach consensus
- o Lack of A/C

-- Mike moved to adjourn the July general meeting, Stephanie second. Motion passed 6-0-0.

Meeting adjourned at 9:34 pm.

ACTION ITEMS

- GM evaluation - Dan to provide report on last year's bonus plan and proposal for FY 09 compensation plan. The board will also receive a monitoring report summary for a one-year period. Please let me know if you think that there is any other information that we should have for the August meeting.
- Meeting facilitation - please let me know if you have any thoughts that you would like to share about our meeting facilitation. At the August meeting we will spend a bit of time (similar to July) discussing the process and sharing ideas.
- Monitor C4, D2, D4 (top level)
- Begin discussing Fall Owner Gathering (typically held in October)
- Discuss Annual Report (Breeze deadline typically September 10)
- Hanover trip - Steph, Mike, and rmk are scheduled to go to the Hanover retreat.
- Owner Survey discussion (remember those 2 questions that we picked out for further exploration?)
- D1 revisions - Tom
- coffee with the board - see Jane's previous email thread suggesting we evolve the concept
- additional CCMA follow-up - Jimmy, Jane, Steph, Mike, rmk
- revise D monitoring calendar to improve timing of D3 and business plan - Dan and rmk
- strategic learning discussion - Jane and Theron have some study questions that we may one day actually get to discuss

PARKING LOT:

- Board budget (what % of sales, what should be included)
- Policy language regarding staff directors who are direct reports to Dan (disallowing)
- Ends policy revisions