

Wheatsville Board of Directors
February Meeting Agenda
Tuesday, February 26, 2008
6:00 – 9:00 pm @ the Wheatsville Annex

TIME	TOPIC	ACTION
6:00pm	OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	CONSENT AGENDA: January Meeting Minutes Amended Patronage Dividend Resolution Financials Q1&Q2 GM Report	APPROVE APPROVE ACCEPT ACCEPT
6:15pm (10 min)	LINKAGE Owner Dinner – recap of February 21 event Committee Reports:	DISCUSS
(15 min)	Outreach - draft outreach document	
(5 min)	Bylaws – update on progress	
(5 min)	Vision – present committee suggestions	
(2 min)	Spring Owner Gathering – update from Dan	
(3 min)	Investor Shares – follow-up on share holder (M.Owens) query	
6:55pm (10 min)	POLICY MONITORING B2 – board evaluation (using collaborative approach)	APPROVE
(15 min)	D3, D4, D5 – board evaluation (using GM policy monitoring worksheet)	ACCEPT
7:20pm (10 min)	BOARD BUSINESS (PART I) Confidentiality – review policy on board confidentiality (good practice)	DISCUSS
(5 min)	Facilitation – discuss proposal and facilitation training	
7:35pm	BREAK	DIG IT
7:45pm	VISION – food production & community Speaker: Max Elliott, Urban Roots Urban Roots is a youth development program that uses sustainable agriculture as means to effect lasting change for youth participants, and to nourish East Austin residents who currently have limited access to healthy foods. Young people will cultivate a local 2 - 5 acre, diversified organic farm, selling a portion of their harvest in the Austin area and donating a portion to local hunger relief programs. Through this process young people can connect to the land and learn the benefits of growing, eating, selling and donating organic food, as well as leadership, entrepreneurial and life skills, and the importance of giving back to their community.	DISCUSS
8:30pm (10 min)	BOARD BUSINESS (PART II) Director vacancy – discuss filling staff director seat	DISCUSS
(10 min)	Board retreat – discuss agenda for March 2 retreat led by M.Goehring	
(5 min)	Administrative update – miscellany regarding practices/approaches	
8:55pm	CLOSING ITEMS Review action items/upcoming agenda items Board self-evaluation	DISCUSS
9:00pm	ADJOURN	

**Wheatsville Food Co-op
Board of Directors
26 February 2008
Meeting Minutes (Approved 4/7/08)**

Present: Jane Kurzawa Cravey, Mike Crissey, Bob Kinney, Rose Marie Klee, Tom Wald, Stephanie Johnson, David Pease (at 6:30 pm)

Absent: Jimmy Robertson

Vacant position: Staff Director

Also present: Dan Gillotte, General Manager; John Perkins, Finance Manager; Marisa Newell, Administrative Assistant

Call to Order **6:07 pm**

OPEN TIME **6:09 pm**

-- Introduction of Denise Chevalier, from Cooperative Development Services
She is working to support GM on renovation project.

CONSENT AGENDA **6:18 pm**

-- January Meeting Minutes
-- Amended Patronage Dividend Report
-- Financials Q1&Q2

Rose Marie moved to accept above three, Bob seconded. Motion passed 6-0-0.

-- GM Report (pulled by Rose Marie): RMK commented that the board should take note of the framework presented by Dan for evaluating the expansion project, with our eye on the superceding goal of organizational success.

Rose Marie moved to accept GM Report, Tom seconded. Motion passed 6-0-0.

LINKAGE

Linkage is synonymous with outreach: it's what the Board does to communicate and interact with the owners of the co-op, members of the community, and the world at large. It is creating a link between the owners of the co-op and the members of the Board.

Investor Shares—follow up on question posed by owner regarding asset protection **6:20 pm**

-- John reported that Bruce Meyer from Wegner and Associates, Wheatsville's financial audit firm, stated that no action would be necessary by the Board or other staff.

-- Board directed Dan to send a letter in response to this investor share query from to Michael Owens.

Spring Member Gathering **6:25 pm**

-- Will take place from 6:30-9:30pm at Alamo Drafthouse South on 1st of April.
-- Board members will have roughly thirty minutes of presentation time.
-- Film screening, people mingling, food eating, project info, etc.
—Board will begin discussion of agenda via email.

Committee Reports **6:30 pm**

-- Vision (present committee suggestions)

- o New project, early stages—Specific goals not set in stone, but group discussed general ideas.
- o Potentials: reading assignments, visitors/speakers, symposia, interaction with ownership, etc.

- Rose Marie added: perhaps the year could be split into three sections to foster discussion on three main topics/questions.
- Topic will be discussed at retreat on Sunday (March 2nd).
- Bylaws (update on progress)
 - Laddie Lushin, contracted bylaw expert, informed us that he can no longer work on revising our bylaws due to health reasons.
 - Proposed solution: solicit local counsel to verify current progress and suggest future action. John suggested that we could use the lawyer that Black Star Co-Op has used.
 - Rose Marie added that the Board has received a fair amount of tangible work from Laddie—Bylaws estimated at about 1/3-1/2 of the way complete.
 - Charge of committee:
 - 1. Research a viable option to complete bylaws project, though Laddie will no longer be a part of the process.
 - 2. Verify deliverables of contract with Laddie.
 - Will report back ASAP, or by next Board meeting.
- Outreach (draft outreach document)
 - Tom elicited questions and changes.
 - Charge for committee: initially, document was for use toward neighborhood or other organizations, talking about co-ops (Wheatsville, specifically).
 - Good for linkage to community.
 - Bob suggested that usually a staff person works to make these connections, but WV does not currently have one assigned to these tasks.
 - Dan replied that this work is being addressed, though there is not a designated person in charge.
 - The current plan is to get the word out about WV more than about co-ops in general; however, linkage with owners is a job for the Board.
 - Dan is unclear about this committee's exact duties (linkage to owners, or connection to others, etc.)
 - Rose Marie suggested this topic be postponed for Sunday's Board Retreat.

Owner Dinner

7:10 pm

- 10 members were present, and many positive sentiments were expressed
- Owners seemed to enjoy the opportunity to get together and talk about ideas, etc.
- Strength of love and devotion to Wheatsville palpable, people seem satisfied with the way the Board is going
- People appreciate that Wheatsville is driven by values (good connections important)
- One suggestion: better elections (having a meet & greet with candidates, so votes are more confidently cast) and more outreach around the elections

POLICY MONITORING

This is the first time the Board has used a collaborative approach (all Board members give input by ranking on a scaled system) to monitor the Board Process policies.

B2: Board Job Products

7:17 pm

- Seems to be in compliance based on Board members' rankings.
- In general, clustering is quite tight (Board members generally feeling alike).
- Opinion on this process: David felt like he really had to concentrate on his decisions for each one—a good thing.
- Bob concurred that it's nice seeing this graphically (and shows unity).
- Rose Marie added two questions:
 - 1. Is the Board doing what we said that we would do?
 - 2. How could the Board improve?
- Suggestion: results of B and C policy monitoring will be compiled and discussed on a periodic basis. This will enable the board to prioritize any work that it may want to do to improve performance rather than creating a task for a policy that we might be performing well on.

-- David moved to accept the B-2 Board Monitoring Project report, Bob seconded. Motion passed 7-0-0.

D3, D4, D5 - the “D” Policies are Executive Limitations created by the Board for the GM 7:32 pm

-- Utilizing a collaborative assessment process, Board members discussed their individual evaluations of the GM’s monitoring report for three D Policies.

-- Board monitoring of D Policies provides accountability for the achievement of organizational ends, and also serves as the basis for the annual board GM performance evaluation.

-- D3 (Planning and Budgeting)

- o D3.2: Dan clarified that he will not create a business plan until next fiscal year (to be presented at the April board meeting).
- o Mike moved to accept D3, David seconded. Motion passed 7-0-0.

-- D4 (Financial Condition)

- o D4.3.2: David wondered how the accounting department was determined to be highly accurate.

Dan agreed it is difficult to prove this, but Dan verifies his observations of regular checks by accounting staff, including outside auditors. Dan noted that during the independent professional financial review performed this year by Wegner and Associates, no irregularities were found.

- o John added that Wheatsville did receive an audit from Texas Workforce Commission, and they found no issues.
- o Rose Marie moved to accept D4, Bob seconded. Motion passed 7-0-0.

-- D5 (Asset Protection)

- o Dan made a few clarifications in response to Board members’ questions and concerns.
- o David moved to accept, Mike seconded. Motion passed 7-0-0.

BOARD BUSINESS (PART I)

Routine reports, discussion of logistical items, discussion of meeting mechanics.

Facilitation Training

7:50 pm

-- February meeting: Board discussed having facilitation training with Laird (cost is \$350).

-- Meeting will take place from 6-8 pm on Wednesday, March 5th.

Break from Board Business section for vision discussion

VISION

The purpose of the vision discussion is for the board of directors to spend time thinking of the future of the co-op and to develop a vision of where the co-op wants to go as well as explore ways to get there.

Food Production and Community

7:55 pm

-- Speaker, Max Elliott, from Urban Roots

- o Urban Roots is a youth development program that uses sustainable agriculture as means to effect lasting change for youth participants, and to nourish East Austin residents who currently have limited access to healthy foods. Young people will cultivate a local 2-5 acre, diversified organic farm, selling a portion of their harvest in the Austin area and donating a portion to local hunger relief programs. Through this process young people can connect to the land and learn the benefits of growing, eating, selling, and donating organic food, as well as leadership, entrepreneurial and life skills, and the importance of giving back to their community.
- o Max spent about 30 minutes telling us about the project. Board members and management were excited about the possibility of visiting the urban farm and creating some kind of on-going, mutually-supporting relationship with this group.

BOARD BUSINESS (PART II)

Confidentiality

8:34 pm

- Rose Marie wanted to clarify what exactly is intended to be confidential (Board packet, Board discussion, etc.)
- Jane suggested the packet should be published, and anything meant to be private should be printed separately.
- Dan added that the meetings should be private, though not secret. The meetings are public domain, but discussions might be sensitive.
- The Board continues to have the right to maintain confidentiality with records. Though, if owners have specific requests, they also have the right to ask for further information.
- Bob wondered if the GM report should be confidential.
- Tom added that one's best judgment should be used for verbal discussion; though, for written content, it's less clear.
- Because time is limited, discussion on this matter will be continued at the upcoming board retreat scheduled for March 2.

Director Vacancy

8:45 pm

- Information was included in the board packet about choosing positive Board leaders.
- Difficult position to fill, as there are not many prospective candidates (the opening is a staff vacancy).
- In the past, vacancies have been filled by next-in-line candidate, though this is not a necessity.
- As it stands, two seats must be filled by staff.
- Stephanie suggested the Board could potentially stay as-is.
- Dan agreed that filling the seat for the sake of tradition would not be beneficial if the individual was not committed to the position.
- Rose Marie added that the current situation should be addressed for the moment, and clarifications in protocol can be made later.
- Generally, Board seems comfortable with a vacant position, unless someone who can demonstrate a real commitment comes into the picture.
- Board president will determine if next-in-line candidate is still interested in the position, in an effort to determine the next best option.

Board Retreat

9:00 pm

- Rose Marie presents a suggestion of possible topics, including the big picture work of the Board vis-à-vis 'visioning', outreach, leadership as a product, accountability, and the Board's role during expansion.
- Other topics that will be added are meeting facilitation, confidentiality, and board recruitment/filling the director vacancy.
- The retreat is scheduled for 9:15 am – 4:30 pm on Sunday, March 2nd.

Administrative Update

9:09 pm

- David Pease will participate with RMK in the monthly phone calls with our board advisor. The next call is scheduled for Monday, March 10th at 11am. RMK invites other directors to join our call either in March or anytime during the course of the year.
- B4.1.3.2 (The Board president must choose one individual to serve as president for emergency purposes)
 - o David Pease has been chosen for this position.
- Cooperative Development Services information will be sent to the Board about upcoming events/training
- Meeting Minutes: important record for directors, owners, legal issues, etc.
 - o New protocol—minutes will be emailed to Jane first, edits will be made, and then preliminarily edited minutes will be sent to the entire Board for further changes.
- Rose Marie working on posting policies on the website for owners and others to view.
- Also, Rose Marie works to ensure Board's comfort with page saving tactics (in Board packet, documents, etc.). Board is happy with this.
- Also, Board monitoring calendar will be updated after each meeting and will be posted online for easy access.

Board Self-evaluation

- Plusses:

- Great visitor! (Max, from Urban Roots)
- Good new policy monitoring
- Things to improve:
 - Agenda was too packed, meeting ran long

-- Rose Marie moved to adjourn, David seconded. Motion passed 7-0-0.

Meeting Adjourned at 9:25 pm.

Summary of Action

- Consent Agenda Accepted by Board, 6-0-0.
- GM report accepted by Board 6-0-0.
- David moved to accept Board B2 Monitoring Project report, Bob seconded. Motion passed 7-0-0.
- GM Monitoring Policies (D3, D4, D5) all accepted by Board, 7-0-0.

Action Items/March meeting agenda topics

- Policies to be monitored in March: D1, D2, B3
- Dan will write response letter to Michael Owens regarding his investor share inquiry.
- Board will have email discussion of April 1st Owner gathering (our agenda will need to fulfill the bylaws requirement of a 'business meeting').
- Bylaws committee will review work with Laddie and develop plan to move forward with bylaws project. Committee will report as soon as they deem necessary (if it affects schedule) and at the latest at the March regular meeting. The board was also open to the possibility of a special meeting if necessary.
- Board will discuss meeting facilitation at March meeting to determine whether any more action is desirable (e.g. hiring a professional to facilitate one meeting) following our learning experiences with Mark and Laird.
- Filling board vacancy (staff-director position).
- RMK will send out link to CBLD online training sessions.
- RMK will get clarity on use of 'approve' versus 'accept' (meeting actions) from Mark.
- RMK will send out complete owner survey results. Board will discuss relevant items at meeting.
- Jimmy will write a bylaws update article for the May/June Breeze