

**Wheatsville Board of Directors
February Meeting Agenda
Tuesday, February 22, 2011**

6:00 – 8:20 pm @ Wheatsville meeting room, 3105 Guadalupe



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:15pm	AGENDA REVIEW 2. CONSENT AGENDA: B3 Monitoring Schedule Change GM Report	DISCUSS VOTE
6:20pm	3. GOVERNANCE/COMMITTEE WORK	
(5 min)	Nominations Committee	DISCUSS
(5 min)	CBL 101 Follow-up	DISCUSS
(20 min)	Board Retreat	DISCUSS
(10 min)	Committees	DISCUSS
(20 min)	Bylaws Study	DISCUSS
7 :20pm	4. BREAK	
7:30pm	5. GOVERNANCE	
(45 min)	Intro to Strategic Learning	DISCUSS
(5 min)	Action on GM Compensation	VOTE
8:20pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



Board of Directors Meeting Minutes February 2011

Present: Rose Marie Klee, *President*; Steven Tomlinson, *Treasurer*; Theron Beaudreau; Kate Vickery; Kitten Holloway; Reyna Bishop; Mark Wochner; and Doug Addison.

Also Present: Dan Gillotte, *General Manager*; Merilee Kuchon.

Absent: Lee Blaney, *Secretary*; John Perkins.

Call to Order

6:01 PM

1. OPEN TIME

- Dan encouraged Board members to recruit volunteers for the Wheatsville-sponsored "It's My Park Day" on Saturday, March 5.
- Dan announced that Wheatsville is in the planning stages of the FYE2012 plan and is getting staff involved. The Board can expect to see the plan at the April board meeting.
- Steven attended a HealthCast last week and found it happy, democratic, and inspiring. He encouraged all to attend.

AGENDA REVIEW

6:12 PM

- Corrected a typo on the Consent Agenda from B3 to D3.
- Added CCMA and Johnson's Backyard Garden conversations to the end of the agenda.

2. CONSENT AGENDA

6:20 PM

- D3 Monitoring Schedule Change
- GM Report

--Steven moved to approve the items on consent agenda. Theron seconded the motion. Motion passed 8-0-0.

3. GOVERNANCE/COMMITTEE WORK

6:20 PM

Nominations Committee

- Kate reported that the Nominations Committee worked on a plan for this year and will be presenting a proposed Committee Charter at the March Board meeting.

CBL 101 Follow-up

- Reyna and Mark attended the CBL 101 in Albuquerque, NM.
- Reyna: The meeting was very helpful and it was great to meet and get information from other co-ops' board members. Highlights: the Los Alamos Co-op is changing from a working board to a governing board and is in the final stages of raising money and



Board of Directors Meeting Minutes February 2011

building the store; it was very inspiring. Another highlight was the conversation with Food Conspiracy Co-op board members regarding their name which had been problematic and seemed too radical for some shoppers. La Montanita Co-op was great.

- Mark: It was great to see other boards' members and found that the same difficulties were universal. Mark participated in an interesting exercise where they had to show how a few co-op principles related to each other. Mark was involved in a discussion on legal duties and he got to role play the GM which was fun.

Board Retreat

- The Retreat will be held Saturday, March 5, from 9am-5pm and Sunday, March 6, from 8am-11am at the Acton School of Business. There will also be dinner on Friday night at 7pm at La Chalupa, downtown.
- RMK shared a proposal from Mark Goehring of CDS that the Board transition to a new CDS consultant. Mark Goehring and Todd Wallace will both be at the retreat and will co-facilitate.
- The Board plans to develop the goals for the year and beyond at the retreat, which include owner linkage, the expansion project, how our processes work together, the 3-5 year plan, and what the Board does to fit into long-term direction of Wheatsville and the broader community of co-ops.

Committees

- The Board discussed Policy B7: Board Committee Principles, and when and how to efficiently use committees.
- RMK reminded the Board that the Nominations Committee is the only standing committee we have.

Bylaws Study

- RMK summarized the Bylaws revisions process which began in 2006 and was completed in 2008.
- The Board reviewed sections 2.1 through 2.4 of the Bylaws.

4. BREAK

7:32 PM

5. GOVERNANCE

7:41 PM

Intro to Strategic Learning

- The Board discussed the definition of Strategic Learning and how it can be used to improve the Board's work.
- RMK reminded the Board about the two tracks of Board work: (1) accountability, which includes developing and monitoring policies and (2) high-level discussions related to the vision and mission of Wheatsville, which that feed back into our Ends policies.



Board of Directors Meeting Minutes February 2011

- Understanding policy governance is essential for the Board to do its work, and has therefore been a frequent strategic learning topic.
- Over past year, co-op economics has been the Board's major Strategic Learning topic.
- Kate introduced a Strategic Learning flow chart: Outside influences like curiosity, external “emergencies” (*e.g.*, incidental owner concerns), and Board accountability (*e.g.*, patronage rebate) help the Board decide what Strategic Learning topics to pursue. That, in turn, leads the Board to create Ends policies, guide operations, make Board decisions. The product of this process is knowledge which is communicated through our newsletter and other owner linkage opportunities.
- The Board practiced Strategic Learning by discussing diversity within Wheatsville, our hiring practices, inclusivity, and open membership principles.

Action on GM Compensation

--Kate moved to approve GM Compensation proposal as noted on page 15 of the Board packet. Steven seconded the motion. Motion passed 8-0-0.

CCMA

- The next CCMA conference will be held June 16-18 in San Diego, CA.
- Board members are interested in attending but need to consider budgeting constraints.
- The Board discussed which members to send and why.

Johnson's Backyard Farm

- Reyna brought up the topic of Johnson's Backyard Farm. The Farm is asking for help raising money to buy a parcel of land abutting their farm to keep it safe from development and eventually incorporate it into their existing farm.
- The Board discussed how to bring up these types of topics. The best approach is to send an email stating that topic as something a Board member is interested in and see where it goes from there.

RMK moved to adjourn at **8:58pm**.