

**Wheatsville Board of Directors
May Meeting Agenda
Tuesday, May 27, 2008
6:00 – 9:00 pm @ the temporary WV Ancillary Space,
406 West 30th Street (30th & Fruth, across from Trudy's)**

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: April Meeting Minutes GM Report	DISCUSS VOTE
6:15pm	3. DIRECTOR APPOINTMENT Vote to appoint Theron Beaudreau to the position of staff-director, and formally seat on the board.	VOTE
6 :20pm	4. POLICY MONITORING B5 – Board Directors' Responsibilities and Code of Conduct C2 – Accountability of the General Manager D4 – Budgeting and Planning Proposal for modifying store discount for board chair	VOTE VOTE VOTE VOTE
6:40pm	5. LINKAGE – PART I Bylaws revision project	DISCUSS
7:40pm	BREAK	ENJOY
7:50pm (20 min) (15 min) (5 min)	6. LINKAGE PART II Nominations process Owner survey Follow-up on May 22 nd Owner Dinner	DISCUSS DISCUSS DISCUSS
8:30pm (5 min) (10 min) (5 min)	7. FINANCIAL PLANNING 3 RD Quarter financials 2009 Business Plan Board budget	VOTE DISCUSS DISCUSS
8:50pm	8. STRATEGIC LEARNING Follow-up/update on development of learning questions and study plan	DISCUSS
8:55pm	9. HOUSEKEEPING/CLOSING ITEMS Administrative update – miscellany Review action items/upcoming agenda items Board self-evaluation	DISCUSS
9:00pm	ADJOURN	

Board of Directors
27 May 2008 - Meeting Minutes



Present: Rose Marie Klee, *Board Chair* [meeting facilitator]; Jane Kurzawa Cravey, *Treasurer*; Tom Wald, *Secretary*; Bob Kinney; Mike Crissey, staff-director; Stephanie Johnson; David Pease (at 6:15 pm), Theron Beaudreau, staff-director, appointed and seated to the Board during the May meeting

Absent: Jimmy Robertson

Also present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Marisa Newell, *Administrative Assistant*; Duaine King, owner and prospective Board candidate; Pamela Marksbury, owner and prospective Board candidate

CALL TO ORDER

6:02 pm

1. OPEN TIME

Introductions of all present at meeting

2. CONSENT AGENDA

6:10 pm

- April Meeting Minutes
- GM Report

-- Bob moved to approve the consent agenda, Mike seconded. Motion passed 5-0-1.

3. DIRECTOR APPOINTMENT

6:14 pm

-- Rose moved to appoint Theron Beaudreau to vacant staff director seat for remainder of term, ending in December 2008, Jane seconded. Motion passed 6-0-0.

4. POLICY MONITORING

B5—Board Directors' Responsibilities and Code of Conduct

C2—Accountability of the General Manager

6:18 pm

-- Board members expressed concern that directors might hold differing individual perspectives from those of the Board as a whole

- Are policies monitored from an individual perspective, or from the perspective of how all members are collectively adhering to policies?
- Directors agreed that this is a challenging question, and did not draw a definitive conclusion.

-- Stephanie moved to approve B5 and C2, Mike seconded. Motion passed 6-0-0.

Proposal for modifying store discount for board chair

6:37 pm

[The board chair recused herself from discussion, and asked Dan to assume facilitation duties for this topic.]

--A proposal for modifying the store discount for the board chair from 10% to 20% was put forth and discussed. Currently directors receive a 10% store discount, and staff directors receive a 20% store discount.

-- The board discussed relevant bylaws sections 3.1.9 (No Director shall receive compensation for being a director, except such compensation as is given to all other volunteer workers of the cooperative) and 3.2.11 (The Board shall determine the compensation of the officers)

-- No motion was put forward, and the item was tabled

5. LINKAGE, PART ONE: Bylaws Revision Project

6:49 pm

-- The bylaws committee has been spending great effort to keep this project moving forward so that it can be completed this year, before we lose the expertise of current directors. The goal is to produce the draft proposal for the Ownership in time to include the revised bylaws on the fall election ballot.

-- In addition to time, process is a critical issue: we must provide sufficient time and information to inform our owners about proposed changes, and receive and respond to their comments and concerns. It may be necessary to consider delaying the start of the fall election.

- The committee and board will ensure that time-frame and process goals are fulfilled through the following: writing a detailed article for the upcoming Breeze; developing a website dedicated to the bylaws revision project; providing bylaws update information at monthly 'Coffee with the Board' sessions; holding one or more special forums to present and discuss the project with owners.
- The committee has been reviewing a draft written by Cooperative Development Services (CDS) consultant, Thane Joyal, as well as soliciting a receiving input from our local counsel, McGinnis, Lochridge, and Kilgore, LLP. Comments on the draft have been provided to the board, and the committee invited the board to review and provide input ASAP. The committee is scheduled to meet twice during the week following the board meeting to work on the draft and other tasks related to timing and process.
- The board discussed the question of what the bylaws should contain regarding director compensation. The current draft allows for director compensation to be specified within board policy. The board discussed whether it is prudent to provide prescriptive detail about this subject within the bylaws.
- The board generally agrees that it is wise to not prescribe specific compensation amounts but rather to include sufficient safe-guards within the bylaws. Transparency is deemed a key issue, and suggestions are made including: requirement that director compensation amounts are disclosed in the annual report; disclosure is made at the beginning of every board term and whenever a change is made; changes made do not become effective until the next board term.

6. LINKAGE, PART TWO

Nominations

7:59 pm

- The nominations process and work is an especially critical issue this year—there are six open seats, which equates to a significant possibility for large board turn-over; and there are many individuals who have expressed an interest in running. It is important that candidates understand what the work of the board is BEFORE running for election, so that they are not disappointed AFTER they are elected.
- The question is posed: does it matter who is on the board, or is everyone equally qualified to do this work? The board agrees that organizational leadership provided by the board is very important work and that it does make a difference who the directors are. The discussion of what the important qualities and criteria are includes the ability to work on a team and to provide leadership using big-picture thinking, rather than interest in the operational details of groceries.
- The committee discusses the idea of having a slate of candidates—a recommendation of the board-assessed 'best' candidates for the available number of open seats. The board has never recommended a slate before and does not have a high level of comfort about this idea.
- The committee discusses the idea of endorsing candidates—a vetting process with simple requirements which can easily be communicated to owners to demonstrate that a candidate has fulfilled some basic steps such as completing the application packet on time, attending an orientation session, and attending a board meeting. The number of endorsed candidates would not be tied to the number of open seats.
- The board agrees to use an endorsement process which will be clearly communicated in advance to candidates and owners, including an article in the upcoming Breeze.

Owner Survey

8:22 pm

- Discussion will be postponed until next meeting

Follow up on May 22nd dinner

8:23 pm

- Dinner was a success with most guests under 30 years of age who have been owners for 2 years or less.
- Discussion topics included 2 questions from the fall 2007 owner-survey, and the bylaws revision project.
- All attendees had actually completed the survey, and enthusiastically engaged in a discussion of their priorities about food (local, organic, fair-trade, cost, etc).
- Feedback about the bylaws project was positive and encouraging, affirming that owners feel that they have the opportunity to be as aware of the project as they would like/choose to be.

8. STRATEGIC LEARNING

8:30 pm

- As part of the exploration of how Wheatsville can benefit community, 2 sub-questions will be explored: what are other co-ops doing to benefit community, and how do other organizations measure their benefit to community? The latter question can help identify values and trends that are considerations in assessing benefit.
- Jane and Theron are leading work on these topics and other directors are invited to help.

7. FINANCIAL PLANNING

3rd Quarter Financials

8:39 pm

-- Bob moved to accept 3rd quarter financials, Mike seconded. Motion passed 8-0-0.

Board Budget

8:41 pm

-- Question posed: how much do other co-ops spend on their board budget as a percentage of sales?

-- There is not a lot of information about what other stores spend, but the FY09 budget was developed following the 'text book' standard outlined in the recent Cooperative Grocer issue.

-- This may be an interesting topic to explore later in the year (when a few of the big current projects become less time-consuming).

Executive Session

8:47 pm

-- The facilitator moved to enter into executive session to discuss confidential information, including D4 (Financial Condition) and the 2009 Business Plan

-- Rose Marie moved to come out of executive session at 9:04 pm

-- Rose Marie moved to accept D4 monitoring report, Mike seconded. Jane amended the motion with a correction to the net sales growth figure (changed from 2.92% to 2.86%), and David amended the motion to correct the page header (from "Budgeting and Planning" to "Financial Condition"). Motion passed 8-0-0.

9. HOUSEKEEPING

Administrative Update

9:05 pm

-- New Board manuals will be distributed soon!

-- CCMA travelers must turn in plane ticket information for reimbursement ASAP

Board Self-evaluation

-- Plusses:

- o Two visitors/candidates!
- o Good committee discussions (both!)
- o New minutes format

-- Things to improve:

- o Went over time
- o Missed Jimmy

-- Bob moved to adjourn, Jane seconded.

Meeting Adjourned at 9:13 pm.

Action Items/June Agenda Items

- * CCMA briefing for the board at the June meeting (SJ, JK-C, JR, MC, DG, rmk)
- * monitor A policies (!)
- * monitor B6, C3, D1
- * mid-year board evaluation (of our general direction and of year-to-date B and C policy monitoring results)
- * Tom will scan the Code of Conduct signed by Theron, and ensure that WV HQ has signed soft copies from all directors
- * bylaws committee will continue to excel
- * nominations committee will rock on
- * owner survey discussion (moved from May to June)
- * schedule next owner dinner
- * JK-C to propose revisions to D4 (perhaps for June or July)
- * propose revisions to D-monitoring calendar (related D4 to business plan timing) - Dan and rmk
- * rmk to remind CCMA goers to send flight receipts ASAP
- * final detailed board budget (JK-C)
- * new board manual (include Member Administration Guidelines) - rmk and others

Parking lot

-- discuss board budget (what % of sales, what should be included) - this fall

-- should there be some written language regarding having staff on the board who are direct reports to the GM