

Wheatsville Board of Directors

Board Meeting Minutes (Approved)

August 21, 2006

Present: Bob Kinney, Jane Kurzawa Cravey, Rose Marie Klee, Tony Piccola, Jimmy Robertson, Johnny Livesay Daniel Miller, Marilyn Fowler

Absent: Colin Borchert

Also Present: Dan Gillotte, General Manager (GM), John Perkins, Finance Manager, Gabe Vaughn, Board Administrative Assistant (AA), Steven Yarak (visitor)

Attachments: no attachments.

Call to Order: 6:06 PM

VISION 6:08 PM

- The vision was led by Rose Marie who shared with the Board a video of speaker Gar Alperowitz
- The speech covered the economic and political importance of Coops and their role in social and governmental development.
- Rose Marie discussed the enthusiasm she returned with from the recent CCMA conference and her being moved by the other attendees' momentum and enthusiasm in using Co-ops towards "changing the world".
- Rose Marie presents to Board a selection of articles, questions and discussions pertaining to the vision of Co-ops and their place in shaping the future. Also shares the document, "Draft: A Discussion Course on Cooperatives" organized by the East End Food Co-op Board of Directors, which implements a series of questions to be asked so that discussion and focus may be raised on the development/future role of Co-ops.
- Rose Marie raises the question to the Board, "What is your reaction to the idea that democracy is THE dialogue?"
- Jimmy brings up the importance of active democracy and draws attention to having a small active voter/member turnout for Board elections.
- Johnny states that due to small percentages, the question must be asked, "Does the Board really represent the membership?" and discusses how the Board might establish dialogue with members to represent them better.
- Rose Marie asks the Board, "What does it mean for you to have a place in a democracy?"
- Jimmy speaks on the "require of the democratic role" and its necessity within cooperative principles.
- Jane and Board express the want for more voters and discuss how can they help facilitate a better voter turnout.
- Bob says that the resources are available and that is proved by things like the expansion/member drive and ideas for future involvement with new projects/causes.
- Johnny suggests the Board consider writing more Breeze articles about the Board taking a position/role in larger issues in the future.
- Jimmy states that "the more that the Board stir up attention and momentum, the more we give people opportunities to get excited and get involved".

- Rose Marie expresses the importance of education for not only the members but for the Board as well.
- Johnny vocalizes his support of the idea of getting a politically oriented speaker for next member gathering
- Jane suggests considering polling the members to have a better understanding of what issues members find important.
- Johnny agrees with Jane's idea for a member poll.

HOUSEKEEPING 6:53 PM

Agenda: Vision discussion, review agenda, consent agenda, approve July minutes, GM report, July operations report, c4 Board monitor policy, proposal to hire architect, appoint Aldia Bluewillow coordinator of store election, Board self evaluation proposal, Fall member gathering, September NCGA gathering and Wheatsville hosting, Slating member dinners, GM monitor policies D2, Board self evaluation of meeting

Review Agenda: Jane asks for Board to be conscious of time usage. Johnny asks for typos in July minutes to be recognized.

Consent Agenda: Slating member dinners was postponed until Sept. Board meeting. Bob moved to approve consent agenda, Jane seconded and it was approved 8-0-0.

GOVERNANCE

Proposal to Hire Architect 6:58pm

- Dan discusses with Board a series of conversations he had with Antenora, Bill Gessner, and the construction attorney and recommends that Board approve proposal.
- Dan expresses Antenora's fears of late changes and discusses architects fees and the need to keep the costs contained.
- Dan talks about the positive comfort level of payment planning, where as Wheatsville pays for work done as it happens.
- Dan says Bill Gessner suggests going forward with proposal.
- Tony asks for a clarification of proposal in regards to the role of the project manager and in regards to "value engineering".
- Dan clarifies these areas to Tony and Board.
- Jimmy asks if Phase 1 of the pre-design involves a drainage study.
- Dan states that it is his understanding it is included, but needs permit from city as well.
- Jimmy asks for clarification on what non-included fees encompass.
- Dan specifies that it is to include anything outside of the proposal and things not yet quoted for.
- Jimmy asks if the approval of sub-contractors is included in the approval of architect proposal and asks for Dan to provide information about potential sub-contractors.
- Dan requests that he be able to call the architect to find out information of potential sub-contractors.
- Jane asks for clarification in regards to the architect obtaining permits.
- Jimmy asks for clarification on total amount of proposal and he and Dan discuss the possible need for a "not-to-exceed" to be added to proposal.

- Jimmy asks for clarification on the implied contractors for the proposal and Dan addresses that there will be a time after proposal approval for contractor bidding.
- Jimmy asks for clarification on whether the proposal means the GM or the Board when it refers to "owner".
- Dan specifies that it refers to the GM, for his ability to make construction related decisions.
- Board decides to move on to other agenda items until Dan returns with information regarding sub-contractors, at which point they will discuss and vote.

Appointing Aldia Bluewillow Coordinator of Store Election 7:30pm

- Bob moves that the Board appoint Aldia Bluewillow to the job of coordinator of store election. Tony seconds and it is approved 7-0-1

Board Self Evaluation Process Proposal 7:32pm

- Daniel states that he thinks the proposed evaluation system is a good system.
- Jane states that it should specify that the Board's role in supporting the general manager should include fulfilling the interests of the members.
- Jimmy asks for clarification on whether the Board would do the evaluation collectively or individually and Rose Marie states they are to be filled out individually and discussed collectively.
- Jimmy asks if the proposed evaluation would replace the current evaluation process and Rose Marie specifies that it would.
- Rose Marie asks Board if they have an interest in developing the evaluation with the hopes of implementing it and the Board agrees that they do.
- Rose Marie agrees to email the proposal for possible corrections and submit a final draft for approval for Sept. Board meeting.

Proposal to Hire Architect (returned) 7:47pm

- Dan returns from speaking to architect and provides Board with information on sub-contractors.
- Jane moves to approve GM's proposal for hiring an architect. Bob seconds and it is approved 8-0-0

Member Gathering 7:48pm

- Jimmy recommends creating a committee task force for designing the event
- The Board discusses the needs to make event happen and specifies the need for location, program, date, and budget.
- Bob, Rose Marie, Marilyn and Dan volunteer to organize the event and state that they will report back to the Board with a plan for the Sept. Board meeting.

NCGA Gathering and Wheatsville Reception 7:53pm

- Dan addresses the budget in regards to Wheatsville reception for NCGA gathering and states that the budget required is less than expected.
- Board agrees that the reception should be held on Sept. 12th or 13th.
- Jimmy moves to approve GM to use an amount not to exceed \$1000 for the Wheatsville reception on Sept. 12th or 13th for NCGA gathering. Rose Marie seconds and it is approved 8-0-0.

GM Monitor Policy 7:54pm

- Board discusses GM monitor policy and agrees that it needs to be consolidated.
- Rose Marie suggests rewriting the policy and volunteers to bring a rewritten draft to present to the Board at Sept. meeting
- Dan asks for clarification on what the Board would like presented in regards to wage comparisons.
- The Board discusses the possibility of incorporating wage comparisons into policy.
- Jane asks Dan to provide more information on wage comparisons to Board.
- Dan states that Cooperative Grocer Magazine is currently issuing information on wage comparison and that he will have them to present to the Board for the Sept. or Oct. Board meeting.

Board Self-Evaluation 9:02 PM

Plusses:

- Rose Marie good facilitation
- Happy with Gar video
- Dan made call to get info
- Good conversation on linkage and new stuff
- Architect proposal approval
- Candidate visit

Things to change:

- More than 5 minutes for "big stuff"

The Board entered executive session to discuss General Manager yearly evaluation at 8:05pm and returned at 9:12pm.

Marilyn moved to adjourn meeting, Jane seconded at it was passed 8-0-0.

The meeting was adjourned at 9:12pm.

Summary of Action:

- Rose Marie will submit a final draft of proposal for Board evaluation process at Sept. Board meeting.
- Bob, Rose Marie, Marilyn and Dan will organize the Member gathering event and report back to the Board with a plan for the Sept. Board meeting.

- Dan will bring wage comparison information to present to the Board at Sept. or Oct. Board meeting.