Present: Curt Brye, Mike Link, Leslie Kruempel, Shawna Connor, Luke Zigovits, Jena Sherry, Jan Rasikas (GM), Eric Hartwig (Admin Support)

Absent:

|  |  |  |
| --- | --- | --- |
| **Time &**  **Amount** | **Topic / actions** | **Action Item** |
| 6:00pm  30mins | **Light Dinner** – and beverages served at 6pm |  |
| 6:30pm  5mins | **Welcome to guests / visitors:**  Eric Speck – Finance Manager  Emma Homstad |  |
| 6:35pm  5mins | **Check in -** Go around on state of mind;  affirmation of preparedness to act |  |
| 0min  Page(s)# 1-2 | **Review Agenda** – add any consent items that need discussion at this time |  |
| 6:40pm  5min  Page(s) #  3-5 | **Consent items:**   * Approval of November minutes * Action Items complete * General Manager’s FYI report   + **M/S – Mike Link, Larry Homstad**   + **Accepted as presented** | **AI** - Jan has engaged NCG Development Co-op – re: DC Agreement, schedule Dave Blackburn DC Executive Director for Viroqua visit to take us through the agreement. |
| 6:45pm  60mins  Page(s) #  6 | **BoD Learning Initiative**  **Study Topic** – VFC Financials’ Overview w/ Eric Speck and Jan Rasikas   * CoCoFiSt – comparative analysis to similar Co-ops * Gap Reports – NCGA produced key indicators for success * Pro-forma – example   **Learning Timeline Team** – process for the content of the calendar: ***Mike, Larry, Jena*** identified at the retreat for team | **AI** – Eric H – Put example Pro-forma on SharePoint  **AI** –Eric H/Jan - Build specifics into calendar, targets/completion dates, related tasks, milestones, progress  Make sure board is helping facilitate and not holding up. |
| 7:45pm  15mins  Page(s)  7 | **Executive Limitations monitoring - GM**   * L.4.8 – Tabled until January agenda | **AI** – BoD - reviews Ends Report, and votes on compliance in January.  **AI** – Jan – Send Curt the GM Compensation doc for reference. |
| 8:00  5mins  Page(s)  8-16 | **Governance Process monitoring - BoD**  G.1 Governing Style –   * **M/S – Larry Homstad, Luke Zigovits** * **Accepted as presented**   G.2 BoD Job Description   * **M/S - Larry Homstad, Luke Zigovits** * **Accepted as presented**   G.3 Code of Conduct – Discussion regarding amount of absences are allowable   * G.3.6a – language revised to reflect amount of absences, and electronic participation.   + **M/S – Larry Homstad/Luke Zigovits**   + **Accepted as presented**   G.4 Role of BoD Officers   * G.4.a – language revised to reflect Vice-President * G.4.9.f – language revised to reflect use of policy registry in lieu of a BoD manual   G.8 BoD Relationship to Owners   * **M/S – Leslie Kruempel/Mike Link** * **Accepted as presented** | **AI** - Jan/Eric H – Revise G.3.6a  **AI** – Jan/Eric H – Revise G.4.a to include ‘Vice-President will lead nomination and election process’  **AI** – Eric H/Jan - reformat numbering, lettering headings on G.4  **AI** – Jan - Look for existing CBLD policy register language template on G.4.9.f, and orientation materials  **AI** – Jan/Eric H - Revise “manual” language to “policy register” in G.4.9.f  **AI** – Eric H/Jan – Revise all needed policies, and upload onto SharePoint, with highlighted language revised. |
| 8:05  5mins  Page(s) | **Old Business**   * Register BoD CBLD 101 and Co-op café * Schedule of Art’s return and phone call follow up | **AI** – Curt – Follow up with Art S. to schedule a return visit. |
| 8:10pm  20mins | **New Business**   * BoD SharePoint intro * Request to redeem Class C shares   + We have received a request for the redemption of the following four investments from XXX XXXX:   + Certificates: #1045, #1091, #1098, #1153   + Owner: XXX XXXXX   + Original investments: $1,500.00, $500.00, $400.00, and $500.00, respectively   + Investment Dates: 12/6/2005, 11/20/2007,1/16/2008, and 8/26/2011, respectively   + Anticipated redemption valuation of $2,435.71, $731.00, $580.01, and $597.76, respectively, as of December 24, 2014.   + Total requested redemption $4,344.46   + We recommend granting this request. Enter the above language in the minutes with Approved/Denied.   + **M/S – Leslie Kruempel, Shawna Connor**   + **Accepted as presented** * Revisit BoD Pea Soup article schedule  |  | | --- | | * + **March/April –** Mike Link   + **May/June** – Leslie Kruempel   + **July/Aug** – Larry Homstad   + **Sept/Oct** – need to assign this issue   + **Annual Report** – (President/Treasurer/GM)   + **Nov/Dec** – Shawna Connor   + **Jan/Feb –** Luke Zigovits |  * Coffee with the Board   + Jan. 17th – 9am-11am   + Feb 21st – 9am-11am * Motion to change BoD meetings to Wednesdays for FY2014-15   + **M/S – Shawna Connor/Mike Link**   + **Accepted as presented** | **AI** – Eric H – Look into SharePoint Polls capability, as well as Mac compatibility.   |  | | --- | |  | |
| 8:30pm  10mins  Page(s) #  17 | **Closed Session**   * Real Estate |  |
| 8:40pm | **Adjournment**  Thank you |  |