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**  |
| 6:00pm30mins | **Light Dinner** – and beverages served at 6pm |  |
| 6:30pm5mins | **Welcome to guests / visitors:**Eric Speck – Finance Manager Emma Homstad |  |
| 6:35pm5mins | **Check in -** Go around on state of mind; affirmation of preparedness to act |  |
| 0minPage(s)# 1-2 | **Review Agenda** – add any consent items that need discussion at this time |  |
| 6:40pm5minPage(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 60minsPage(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, progressMake sure board is helping facilitate and not holding up. |
| 7:45pm15minsPage(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. |
| 8:005minsPage(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.  |
| 8:055minsPage(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.  |
| 8:10pm20mins | **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

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| * + **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.

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| 8:30pm10minsPage(s) #17 | **Closed Session** * Real Estate
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| 8:40pm  | **Adjournment** Thank you |  |