Present: Leslie Kruempel, Luke Zigovits, Larry Homstad, Mike Link, Curt Brye, Shawna Connor, Jan Rasikas GM, Eric Hartwig Admin Asst, Eric Speck Finance Mgr for Ex Lim monitoring, Art Sherwood CBLD Consultant on the Smart Board for Learning Initiative hour

Absent:

|  |  |  |  |
| --- | --- | --- | --- |
| **Time &**  **Amount** | **Topic / actions** | **Notes** | **Action items** |
| 6:00pm  30mins | **Light Dinner** – and beverages served at 6pm |  |  |
| 6:30pm  10mins | **Welcome to guests / visitors:** | none |  |
| 6:35pm  5mins | **Check in -** Go around on state of mind; affirmation of preparedness to act |  |  |
| 6:40  5min  Page(s)  1-2 | **Review Agenda** – add any consent items to agenda that need discussion at this time | No changes |  |
| 6:45pm  5min  Page(s) | **Consent items:**   * Approval of January minutes   Action Items reviewed   * + M/S – Leslie/Larry   + Accepted as presented |  |  |
| 6:50pm  60mins  Page(s) | **BoD Learning Initiative*:* Learning Timeline Team** – process for the content of the calendar:  **Study Topic** – with Art Sherwood    -Start fresh with Learning Timeline  -bring in previous work  -schedule for strategic conversations | From Art’s facilitation:  Revisit process, and align behind calendar to move forward.  The expansion plan should be vetted by qualified 3rd party (DC is our 3rd party).  It is not the BoD Responsibility to become financial experts, but to gain understanding of how the financials for this project maintain compliance with policies and further the Ends.  Compliance with policies is the criteria to say yes to the project.  Regularly start conversations by restating roles and decision making responsibilities to be clear and consistent on who has which role in the decisions.  FYI conversations are a safe place for GM to report project progress.  Have monthly Executive session on project updates, and an hour to address learning regarding policy areas, to better understand how this project better reaches Ends, and be more confident when you need to vote.  Pea Soup Board’s Eye View article becomes a recap of BoD’s work, including project updates and foreshadowing class C shares, etc. | AI – Curt – add a decision point for real estate to March BoD agenda if needed.  AI – Curt – Add and lead Executive session on upcoming BoD meetings regarding expansion project  AI – Curt - March Learning Hour BoD to brainstorm FAQs, using Retreat input.  AI – Curt - take leadership role in calendar implementation.  AI – Curt/Jan - Monthly calls with Art– use time to develop BoD Leadership Work column on calendar |
| 7:50pm  15mins  Page(s) | **Executive Limitations monitoring – GM**   1. L.4.9 Net Income Q2    * M/S – Larry/Shawna    * Accepted as presented, with a plan to bring into compliance 2. L.4.5 Financial Conditions and Activities – for expansion planning    * M/S – Mike/Larry    * Accepted as presented, with attorney recommendations 3. New budget forecast for FY2014-15 for review | Notes from Attorney to be included in contract typos, nothing fatal. | AI – Jan – post updated forecast, with cash flow for end of Q.2  AI – Jan – Ask DC to update language based on George Wilbur’s suggestions |
| 8:05  0mins  Page(s) | **Governance Process monitoring - BoD**   1. G.6  Committee Principles    * M/S – Mike & Luke    * Accepted as presented 2. M.2 Delegating to GM    * M/S – Mike & Leslie    * Accepted as presented | Leslie interested in beginning recruitment process | AI – Jan/Eric – update G.6.2.b – take out “in June” |
| 8:05  15mins  Page(s) | **Old Business**   1. Financial audit update    * M/S to schedule an audit – Mike/Larry    * Accepted as motioned 2. BoD resignation and open position  * BoD is not filling the seat immediately. We are open to fill the seat if a strong candidate arises, if not, we will wait until the next election  1. Response to VFC Owner, Board mtg visitor on 1-21-15 |  | AI – Jan/Curt – schedule audit with Wegner FY14-15 end.  AI – Jan/Eric – Include Bylaw language for BoD replacement on March agenda for discussion  AI – Shawna to finalize VFC owner response, and send. |
| 8:20pm  20mins  Pages(s) | **New Business**   1. GM FYI Report 2. Voting on proposed DC agreement  * Listed above L.4.5  1. Class C Redemption recommendation  * M/S – Larry & Luke * Approved as presented |  | AI – Jan – Get Eau Claire Co-op Café training site information for Mike. |
| 8:40pm  10mins | **Closed Session**  If necessary |  |  |
| 8:50pm | **Adjournment**  Thank you |  |  |