

Wheatville Board of Directors

April 2013 Meeting Agenda

Tuesday, April 30, 2013

6:00 – 9:00 pm @ Wheatville meeting room, 3105 Guadalupe



TIME	TOPIC	ACTION
5:30pm	0. FINANCIAL LESSON – optional time to learn about co-op financials	LEARN
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: March 2013 Meeting Minutes Unanimous Consent to Revise Board Candidate Endorsement Process and to Conduct the 2013 Co-op Vote B4 – Board Meetings Monitoring Report C1 – Unity of Control Monitoring Report D1 – Financial Conditions and Activities Monitoring Report D8 – Board Logistical Support Monitoring Report Q3 Financials GM Report	DISCUSS VOTE
6:15pm	4. COMMITTEE WORK (1 min) Wheatville Ends (5 min) Nominations Committee (10 min) CCMA 2013 Committee (15 min) ACTT Committee (10 min) Fall Owner Gathering Committee (5 min) Review Committee (4 min) Board Budget	RECITE VOTE DISCUSS VOTE VOTE VOTE VOTE
7:05pm	5. BREAK	
7:15pm	6. GOVERNANCE (5 min) Changes to Procedures for Co-op Vote (10 min) Board Retreat Recap (25 min) NCGA Meeting Debrief (20 min) Board Goals and Strategic Learning Plan	VOTE DISCUSS DISCUSS DISCUSS
8:15pm	7. BIG Direction ***EXECUTIVE SESSION*** Purpose Discuss confidential information related to Wheatville's second store project. ***END EXECUTIVE SESSION***	DISCUSS
9:00pm	8. ADJOURN	

Wheatville will be at the forefront of a transformed society that has:

- a thriving community centered on hospitality, kindness, and generosity
- a robust cooperative economy
- easy access to sustainable, healthy food solutions



Board of Directors Meeting Minutes April 2013

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson *Treasurer*; Reyna Bishop; Marcia Erickson; Christina Fenton; Kate Vickery; John Vinson; and Mark Wochner.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; and Beth Beutel, *Board Administrative Assistant*; Andi Shively, co-founder of Cooperation Texas (6:00pm-6:42pm)

Absent: none

0. FINANCIAL LESSON

5:30PM

The Board had an optional learning session on financial documents with the Treasurer and General Manager.

Call to Order

6:01 PM

1. OPEN TIME

Dan introduced Ryan Vanstone, the new Information Systems Manager. Ryan updated the Board on his progress planning the second store and getting familiarized with various aspects of Wheatsville.

RMK recapped the conversation leading up to the vote on the NCB loan that took place at the last meeting. Marcia explained that she abstained from the vote because the issue was new to her and she needed to perform due diligence prior to signing.

John and Marcia are participating in the creation of a hybrid marketing and consumer cooperative called Moontower Community Agricultural Co-op; anyone who's interested in learning more should contact them.

Kate will be starting a new job with the City of Austin.

Steven has been invited to do leadership development with Whole Foods, and if he discovers that it creates a conflict of interest he will notify the Board.

John Vinson volunteered to serve as the representative to ACTT.

2. AGENDA REVIEW

6:10 PM

3. CONSENT AGENDA:

6:11 PM



Board of Directors Meeting Minutes April 2013

March 2013 Meeting Minutes

Unanimous Consent to Revise Board Candidate Endorsement Process and to Conduct the 2013 Co-op Vote

B4 – Board Meetings Monitoring Report

C1 – Unity of Control Monitoring Report

D1 – Financial Conditions and Activities Monitoring Report

D8 – Board Logistical Support Monitoring Report

Q3 Financials

GM Report

---Kate moved to approve the Consent Agenda with special kudos on the D8 report. RMK seconded the motion. Motion passed 9-0-0.

4. COMMITTEE WORK

6:14 PM

Wheatsville Ends, 6:12pm

The Board recited the ends policies in unison.

Nominations Committee, 6:12pm

The candidate application will be released on June 1st. The Nominations Committee is working on revisions and it should be ready for a vote at the May meeting. Work on the Recruitment, Training and Orientation document referred to in policies will begin at the next meeting and the Nominations Committee hopes to have a draft available for the full board within a month or two.

There have been three orientation sessions. The first had two attendees, and there haven't been any since. The Brand manager has assured that the dates will be in the weekly email and will also be posted at the information desk.

CCMA 2013 Committee, 6:17

Rose Marie updated everyone on progress with tour planning. The CCMA committee is recruiting more volunteers from the co-op community to lead tours and be trackers at the conference. Kate is still working on the invitee list for the Wednesday night Co-op/Austin party.

ACTT Committee, 6:21pm

Andi Shively co-founded Cooperative Texas with Carlos Perez de Alejo. Kate invited Andi to present the request from the soon to be Austin Cooperative Business Association.

Kate mentioned that this request supports Wheatsville's second end, a robust cooperative economy.



Board of Directors Meeting Minutes April 2013

Andi explained that ACBA's goals are to strengthen existing co-ops, improve business opportunities for co-ops, and identify opportunities to create new cooperative businesses. Andi explained that the Austin is primed for more co-ops thanks to the International Year of the Co-op, the Blueprint for the Cooperative Decade, Austin's comprehensive development plan, and the desire of the NCBA to utilize more local and regional grassroots organizations.

ACBA asked the Board for two things: to be a founding member for \$10,000 which will include an 18 month membership, and to have someone serve on the ACBA Board. ICC has committed at the \$10K level and College Houses will be hearing the pitch later in the week. It is anticipated that membership would not cost quite so much after the initial 18 month period.

During the 18 months, the ACBA board will develop metrics for success to determine whether or not to continue the ACBA. ACBA plans to raise \$120K for a \$105 budget. There will be a full-time executive director, and several part-time unpaid interns. NCBA has committed \$50,000.

NCBA has also gone to Madison, Seattle, and Philadelphia looking to grow local co-op organizations there.

Fall Owner Gathering Committee, 6:42

Reyna, Mark, and Christina are all interested in serving on the committee.

---RMK moved to form the Fall Owner Gathering Committee, with said members, with the charge to think about picking a date, non-director involvement, and the preliminary concepts for the FOG, with the resources administrative assistance cleared through the GM with the timeline to report back to the board at the May meeting potentially with a proposed date. Doug seconded the motion. Motion passed 9-0-0.

The Board discussed the nature of the Fall Owner Gathering and the challenges around finding a way to come together and celebrate with the community, and also thoughtfully engage owners. Some cooperatives have really large budgets and consider owner gatherings to be an owner benefit.

Dan noted that we have had other large celebrations: grand opening after renovation, fifteenth anniversary. The past several years the Board deliberately had events focused on cognition rather than parties. RMK recommended the Board use the opportunity at CCMA to find out what other co-ops do.

Review Committee, 6:54



Board of Directors Meeting Minutes April 2013

Steven asked the directors to refer to him any trustworthy and interested individuals who are able to commit to 6-10 hours of volunteer service on the Review Committee between now and August.

---Steven moved to form the Review Committee including himself, Kate, Reyna, Doug, and Marcia, with the charge of overseeing the 2013 review and reporting on the Annual Report to the owners with resources of access to staff for short interviews, subject to the GM's discretion and the budget allocated for the review. Reyna seconded the motion. Motion passed 9-0-0.

Board Budget, 7:00pm

---RMK moved to approve the 2014 Board budget. Kate seconded. Motion passed 9-0-0.

Steven offered to show any director who wishes to see it the new process for sharing information between the treasurer and accounting staff for tax verification purposes.

Changes to Procedures for Co-op Vote, 7:02pm

Doug, with the help of Reyna and Gabriel Gallegos, the vote coordinator for the last several years, changed the document's directions on ballot design, and ballot indeterminacy for better clarity.

The Board decided to wait to act until the Procedures for Recruitment, Orientation and Training document is also completed as it is referenced in the Procedures for Co-op Vote.

5. BREAK

7:05PM

6. GOVERNANCE

7:17 PM

Board Retreat Recap, 7:17pm

The Board did a go-around of their favorite things about the retreat. They enjoyed looking at the larger context of cooperative growth, having other co-ops represented at the retreat, and the manageable goals that came out of the retreat.

NCGA Meeting Debrief, 7:29pm

Dan and Rose Marie debriefed the Board on the meeting of the NCGA GM's and Board Presidents. It was the first time this group has met. Bob Burleson from Mid-Counties Co-op in the UK gave a presentation about how they revitalized the consumer owned cooperatives in the UK.



Board of Directors Meeting Minutes April 2013

Board Goals and Strategic Learning Plan, 8:05pm

RMK reviewed the Board's goals and will create a document for everyone's reference. Kate reviewed the Strategic Learning Plan.

7. BIG DIRECTION

8:16 PM

At 8:16 pm, RMK moved that the Board enter into executive session to discuss confidential matters related to the second store project include John Perkins, Dan Gillotte, and Beth Beutel to discuss the BIG direction.

*****EXECUTIVE SESSION*****

Purpose: to discuss confidential/proprietary information related to the second store project.

At 9:03, RMK moved the Board out of Executive Session.

RMK moved to adjourn at 9:03.

Unanimous Consent to Revise Board Candidate Endorsement Process AND to Conduct the 2013 Co-op Vote

Motion by Reyna, seconded by Rose Marie Klee

At the March 26th regular monthly meeting, the Board discussed proposal presented by the Nominations Committee for revisions to our candidate requirements and endorsement process, and details for the 2013 Co-op Vote.

The Wheatsville Board of Directors does adopt proposal from the Nominations Committee, as put forth in the attached documents, "Proposed Changes to the Board Candidate Endorsement Process" and "Proposal to Conduct the 2013 Co-op Vote" documents dated 29 March 2013.

This unanimous written consent shall have the same force and effect as a unanimous vote taken at a duly called special meeting of the Wheatsville Board of Directors. It is executed to be effective as of the date on which the last director's signature is provided, below, for this unanimous consent.

Signed by: Date:
Rose Marie Klee, Director

Signed by: Date:
Doug Addison, Director

Signed by: Date:
Steven Tomlinson, Director

Signed by: Date:
Reyna Bishop, Director

Signed by: Date:
Christina Fenton, Director

Signed by: Date:
Marcia Erickson, Director

Signed by: Date:
Kate Vickery, Director

Signed by: Date:
John Vinson, Director

Signed by: Date:
Mark Wochner, Director