

Wheatsville Board of Directors
August 2013 Meeting Agenda
Tuesday, August 27th, 2013
6:00 – 9:00 pm @ Wheatsville meeting room, 3105 Guadalupe



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: July 2013 Meeting Minutes C4 – Monitoring GM Performance Monitoring Report GM Report	DISCUSS VOTE
6:15pm	4. COMMITTEE WORK/GOVERNANCE (1 min) Wheatsville Ends (25 min) Why Co-op? (5 min) Nominations Committee (10 min) Fall Owner Gathering Committee (5 min) Review Committee (4 min) ACBA Committee (5 min) FY 2013 Patronage Dividends (25 min) Strategic Learning Reflection (5 min) Board Communications	RECITE DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS VOTE DISCUSS DISCUSS
7:35pm	5. BREAK	
7:45pm	6. ANNUAL GM EVALUATION ***EXECUTIVE SESSION*** Purpose: Discuss confidential information related to Human Resources ***END EXECUTIVE SESSION*** GM Evaluation	VOTE
8:30pm	7. BIG Direction ***EXECUTIVE SESSION*** Purpose: Discuss confidential information related to Wheatsville's 2nd store project ***END EXECUTIVE SESSION***	
9:00pm	8. ADJOURN	

Wheatsville 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 August 2013

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

Also Present: Dan Gillotte, *General Manager*; John Perkins (6:17 to 8:11), *Finance Manager*; and Beth Beutel, *Board Administrator*; Bradley Romeo and Nancy Mims, *board candidates*; Brian Donovan (6:00 to 6:23), *Wheatville owner and Executive Director of the ACBA*.

Absent: John Vinson

Call to Order

6:00 PM

1. OPEN TIME

Bradley Romeo informed the Board that the General Administrator for College Houses position is currently available. He request that the Board refer interested parties to himself or college houses.org

2. AGENDA REVIEW

6:06PM

In order to allot more time for BIG Direction, RMK proposed to remove time from ACBA committee since there was a written update, to remove Board communication discussion, to remove FYE 2013 Patronage Dividends since the final numbers were not yet available and action would be taken via email before the next meeting, and to reduce the Review Committee report to one minute.

Dan recommended moving BIG Direction earlier, to the slot before GM Evaluation.

3. CONSENT AGENDA:

6:07 PM

July 2013 Meeting Minutes
C4 – Monitoring GM Performance Monitoring Report
GM Report

---Doug moved to approve the Consent Agenda. Christina seconded the motion. Motion passed 8-0-0.

4. COMMITTEE WORK

6:10 PM

Wheatville Ends, 6:16pm

The Board recited the ends policies in unison.

Why Co-op, 6:17pm



Board of Directors Meeting Minutes August 2013

The directors discussed the question “If you can buy your groceries anywhere, why buy them at the co-op?” with direction from RMK to share their own personal story.

Marcia, Reyna and John Perkins told stories about their personal work histories and that the co-op gives them hope by teaching self help, and providing meaningful work and high quality products and services.

Kate and Nancy emphasized that it is transformative to have access to a place where you can conduct everyday business and have that experience be uplifting and meaningful. They both expressed that everyone should have the opportunity to have meaningful everyday experiences.

RMK and Mark expressed interest in systems, noting that cooperatives are designed to serve people and create interdependency. RMK feels very strongly that economic and government systems exist to serve people and should be organized to do so. Mark noted that the structure of a cooperative places the organizational eye on a different ball, benefit to community, than the corporate eye, financial profits to the investors.

Dan noted that at Wheatsville, we do three things with our money: we share it with owners, we share it with staff, and we share it with the community. For corporations or sole proprietorships, do the workers care about profits to the owners? At Wheatsville, staff cares about those 13,000 owners getting their benefits and their money. It’s so crystal clear that the users of the business should be the owners- it makes the businesses act better.

Nominations Committee, 6:43

Reyna informed the Board about progress on the election materials for the election from September 1st through November 3rd, with special thanks to Raquel Dadomo and Aldia Bluewillow for their preparation of the Breeze and the website. Reyna also informed the Board of the agenda for the upcoming Nominations Committee meeting.

Fall Owner Gathering Committee, 6:48pm

Reyna reviewed the agenda for the Fall Owner Gathering, to take place on October 19th at the South Lamar store immediately preceding the Grand Opening. This year, they are focusing on providing better activities for kids, with a focus on South Austin businesses that provide camps or after school programs. Tom Philpot, a contributing writer for Mother Jones magazine, will be the guest speaker.

Review Committee, 6:54pm

Steven updated the Board on the progress with the Review and the upcoming activities of the Review committee. Steven noted that he is uncertain whether the CPA does a direct inspection of tax documents in a non-audit year. If not, he will directly inspect the tax documents in non-audit years. Dan noted that the new loan with National Cooperative Bank may require a yearly audit, in which case tax documents will be directly inspected by a CPA every year.



Board of Directors Meeting Minutes August 2013

ACBA Committee

There was no discussion due to the submission of a written report and the absence of the chair.

FYE 2013 Patronage Dividends

There was no discussion. Communication on the matter will take place via email after the final numbers are produced.

Strategic Learning Reflection, 6:58

The Board reviewed the last twelve months of Strategic Learning exercises, asking themselves what stood out the most, which discussions were the most meaningful, and how can the Board have effective and meaningful conversations in the upcoming year.

Directors revealed that the best conversations were the ones where they had homework such as reading an article or watching a video and came prepared to have a framed, meaningful discussion.

The directors enjoyed having guest speaker Paula McDermott from the Sustainable Food Policy Board. Doug and Mark noted that it is valuable to establish a meaningful connection with subject matter experts and local policy influencers and makers that work in similar areas as Wheatsville, and might want to collaborate with the co-op. Directors discussed how to make the most of the conversations with guests, with a particular eye to an upcoming conversation with Max Elliott of Urban Roots and Nathan Wilkes of City of Austin Public Works Neighborhood Connectivity Division.

The proposed process is to review the bios of the individuals and organizations, and then send them some questions and receive responses electronically, and then come up with a second set of questions to send to them to discuss during the meeting.

The Board reviewed the next three months of strategic learning agenda: Board Perpetuation, Multi-Store Culture in Governance and Accountability, and Competitive Marketplace. The Board reviewed the topics they wish to explore including the Co-op Impact Study, the City of the Economic Impact of Austin's Food Sector Study, diversity and access. The board's interests are numerous and RMK proposed that one way of getting more strategic learning covered is to frame some topics as social activities and have those conversations outside of meeting time.

The directors and Dan noted that the best way to spread the message and create resonance from the conversations is to go into the meeting with a director assigned to write a Breeze article or blog post about the conversation.

Board Communications

This item was not discussed and may be revisited at a later meeting or discussed via email.



Board of Directors Meeting Minutes August 2013

5. BREAK

7:38 PM

6. BIG DIRECTION

7:38 PM

---At 7:38 pm, RMK moved that the Board enter into executive session and include John Perkins, Dan Gillotte, and Beth Beutel to discuss confidential matters related to the BIG direction.

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

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

---At 8:11pm, RMK moved the Board out of Executive Session.

7. GM Evaluation

8:12pm

---At 8:12pm, RMK moved that the Board enter into executive session to include Dan Gillotte to discuss confidential matters related to personnel issues.

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

Purpose: to discuss confidential personnel information.

---At 9:00pm, RMK moved the Board out of Executive Session.

---At 9:00pm, RMK adjourned the meeting.