

Wheatsville Board of Directors
July 2013 Meeting Agenda
Tuesday, July 30th, 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: June 2013 Meeting Minutes B7 – Board Committee Principles Monitoring Report D1 – Financial Conditions and Activities Monitoring Report D2 – Business Planning and Financial Budgeting Unanimous Consent: Resolution to Increase the Investor Share Ceiling GM Report	DISCUSS VOTE
6:15pm	4. COMMITTEE WORK/GOVERNANCE, PART I (1 min) Wheatsville Ends (10 min) Nominations Committee (4 min) ACBA Committee (5 min) Fall Owner Gathering Committee (0 min) Review Committee (10 min) Board Mid-Year Self-Evaluation (20 min) Board Considerations for a Multi-Store Paradigm (meetings & financials)	RECITE DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS
7:05pm	5. BREAK	
7:15pm	6. GOVERNANCE, PART II (10 min) GM Evaluation Preparation (55 min) Strategic Learning	DISCUSS DISCUSS
8:20pm	7. BIG Direction ***EXECUTIVE SESSION*** Purpose Discuss confidential information related to Wheatsville’s second store project and investor shares. ***END EXECUTIVE SESSION*	DISCUSS
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 July 2013

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson *Treasurer* (6:24- 9:00pm); Reyna Bishop; Marcia Erickson; Christina Fenton; Kate Vickery; John Vinson; Mark Wochner.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; and Beth Beutel, *Board Administrative Assistant*. Owners and prospective candidates: Michelle Hernandez, Angela Melina-Raab, Margot Weiss, John Gross, Deborah Abraham.

Call to Order **6:00 PM**

1. OPEN TIME **6:00PM**

There is a national Food Co-op and Social Justice Study group that came out of CCMA. They have some recommended readings: Good Jobs for All, and Food Co-ops in America. Reyna will try to be involved in the group when possible.

Mark Wochner will not be running for the Board this year, due to the growth of his business.

2. AGENDA REVIEW **6:08PM**

Rose Marie would like to add a few minutes before adjourning to discuss Board communications.

Add Draft FYE 2013 Financial Statements to Consent agenda.

3. CONSENT AGENDA: **6:07 PM**

- June 2013 Meeting Minutes
- B7 – Board Committee Principles Monitoring Report
- D2 – Business Planning and Financial Budgeting
- Unanimous Consent: Resolution to Increase the Investor Share Ceiling
- GM Report
- Draft FYE 2013 Financial Statements

Rose Marie Klee pulled the D1 Report.

---Kate moved to approve the Consent Agenda. Marcia seconded the motion. Motion passed 8-0-0.

D1 Financial Conditions and Activities Monitoring Report

D1.1 shows substantive change in percent growth with the extra days in the fiscal year.



Board of Directors Meeting Minutes July 2013

Dan noted that some interpretations in D1 have changed, and more will be changing for the next quarter's D1 report.

--- Rose Marie Klee moved to approve the finding of compliance for Policy D1. Doug seconded. Motion approved 8-0-0.

4. COMMITTEE WORK

6:16 PM

Wheatsville Ends, 6:17pm

The Board recited the ends policies in unison.

Nominations Committee, 6:18pm

Reyna reported that the committee met just before the Board meeting to establish interview questions and to flesh out how the interview process would work should more than seven owners submit applications to run for the board.

The Nominations Committee worked with Aldia and Raquel to send out 347 post cards and 967 emails to the zip codes immediately surrounding the South Lamar store. 143 emails bounced due to incorrect email addresses, 44.6% opened the email, and 15 clicked through to look at Wheatsville's website.

The non-director non-staff Owner who will serve on the committee has changed. Shari Holland has stepped down due to time constraints and Max Elliott has offered to serve.

The "Why Vote" article has been submitted for the next issue of the Breeze.

ACBA Committee, 6:21

John Vinson updated the Board on the ACBA's progress on fundraising, increasing membership, and the Executive Director search.

Fall Owner Gathering Committee, 6:27pm

Reyna reported for the FOG Committee.

The Fall Owner Gathering will be October 19th, 11am-2pm, the South Lamar Grand Opening will follow immediately the same day. Reyna debriefed the Board on the proposed agenda for the meeting including ideas for keynote speakers, and the search for a more robust children's activity program.

Review Committee, 6:34

Steven updated the Board on the progress on the annual review.

Board Mid-Year Self-Evaluation, 6:35pm



Board of Directors Meeting Minutes July 2013

Overall the Board thinks that they are effectively and efficiently doing their job. The Board discussed the slightly lower scores in “creatively seeks opportunities for engagement with owners,” noting that most Boards are not particularly happy with member-linkage. Dan noted that Wheatville’s surveys have indicated that owners are satisfied with their level of involvement at the co-op.

The Board also discussed the lower scores in financial literacy and the competitive market. Mark noted that scores in these areas have consistently been low during his tenure on the Wheatville board, and are typically low for cooperative boards. The Board is planning a competitive market Strategic Learning Exercise for September and has been doing an increased number of financial literacy sessions with Steven.

Board Considerations for a Multi-Store Paradigm, 6:53pm

The Board decided to hold several meetings at the South Lamar location after it opens and then alternate between stores.

Marcia, Steven and RMK presented their notes on ideas for financial reporting. The Board discussed reporting with Dan and John Perkins. They noted that there is a clear distinction between information for the Board’s fiduciary responsibility versus for strategic learning. Strategic learning is best done with historical data rather than by watching current data change. There’s also a distinction between information that’s easily available versus information that takes the effort of the currently heavily burdened accounting staff to find.

5. BREAK

7:20 PM

6. GOVERNANCE

7:26 PM

GM Evaluation Preparation, 7:26

Kate reviewed the process of evaluating the GM based on a summary of the GM monitoring reports.

Strategic Learning, 7:39

The Board discussed a video of Bill Moyers interviewing Marshall Ganz about social movements. The Board discussed whether cooperatives are a movement or if they precipitate a movement, or if they are a practice waiting for the moment when a movement arrives.

The board emphasized the importance of narratives, the narrative of self, the narrative of us, and the narrative of now.

Mark, Reyna, and Kate recapped their conversation on diversity. The board took a straw poll and everyone is interested in continuing the conversation



Board of Directors Meeting Minutes July 2013

7. BIG DIRECTION

8:33 PM

---At 8:33 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 South Lamar store project and the BIG direction.

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

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

---At 8:59, RMK moved the Board out of Executive Session.

---RMK moved to adjourn at 9:00pm.

**BOARD OF DIRECTORS RESOLUTION INCREASING
THE MAXIMUM AMOUNT OF SHARES BEING OFFERED**

**WHEATSVILLE CO-OP,
a Texas cooperative association**

Pursuant to the authority contained in Section 6.201 of the Texas Business Organizations Code (the “**Code**”), the undersigned, constituting all of the directors of Wheatsville Co-op, a Texas cooperative association (the “**Cooperative**”), do hereby adopt by unanimous consent the following resolutions in lieu of a special meeting of the Board of Directors of the Cooperative and direct the Secretary of the Cooperative to place the same in the corporate records book of the Cooperative:

WHEREAS, the Board previously determined that it would be beneficial to raise an additional round of capital from the members of the Cooperative to provide additional capital for operations and preparations for the opening of the Cooperative’s second storefront location;

WHEREAS, the Board also previously determined that the Cooperative should raise such capital through the creation of a new round of investor shares (the “**New Shares**”) to be issued by the Cooperative, and should offer to existing members of the Cooperative the opportunity to participate in and purchase such New Shares (the “**Offering**”); and

WHEREAS, in a prior unanimous written consent executed to be effective as of October 1, 2012, the Board of Directors authorized that the Offering would be for a maximum amount of \$1,000,000.00 of New Shares without separate and additional approval from the Board of Directors;

WHEREAS, the Offering closed on June 30, 2013, and as of such date the Cooperative had received subscription requests totaling \$1,037,000.00; and

WHEREAS, the Board of Directors has determined that the following resolutions reasonably may be expected to benefit the Cooperative, directly or indirectly and that the small increase in the total subscription amount will not harm or prejudice any individual subscribers for New Shares.

RESOLVED, that the maximum amount of New Shares that may be sold pursuant to the Offering is increased to \$1,037,000.00; and

RESOLVED, that the General Manager of the Cooperative or his designee (the “**Authorized Official**”) hereby is authorized, empowered and directed to execute and deliver all documents, instruments and other agreements, to waive any and all conditions and to do all things necessary and helpful to carry out the purposes of the foregoing resolutions; and all acts and deeds of the Board of Directors and the Authorized Official that are consistent with the purpose and intent of the above resolutions be, and the same hereby are in all respects, ratified, approved and adopted as the acts and deeds of the Cooperative.

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. This unanimous consent is executed to be effective as of the date on which the last director's signature is provided below.

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:
Marcia Erickson, Director

Signed by: Date:
Christina Fenton, Director

Signed by: Date:
Kate Vickery, Director

Signed by: Date:
John Vinson, Director

Signed by: Date:
Mark Wochner, Director