

Wheatsville Board of Directors

February 2013 Meeting Agenda

Tuesday, February 26, 2013

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



TIME	TOPIC	ACTION
6:00 pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10 pm	2. AGENDA REVIEW 3. CONSENT AGENDA: December 2012/January 2013 Meeting Minutes February 2013 Special Meeting Minutes B2 – The Board's Job D3 – Asset Protection GM Report	DISCUSS VOTE
6:15pm	4. COMMITTEE WORK / GOVERNANCE, PART I (1 min) Wheatsville Ends (20 min) Nominations Committee (5 min) CCMA 2013 Committee (3 min) ACTT Committee (10 min) Discuss modifying Wheatsville Fiscal Year (20 min) Discuss Board Budget (1 min) Request Treasurer conduct direct inspection of co-op tax payments	RECITE VOTE DISCUSS DISCUSS DISCUSS DISCUSS VOTE
7:15pm	5. BREAK	
7:25pm	6. GOVERNANCE, PART II Discuss NCGA survey	DISCUSS
8:25pm	7. BIG Direction ***EXECUTIVE SESSION*** Purpose Discuss confidential information related to Wheatsville second store project. ***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



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

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; and Beth Beutel, *Board Administrative Assistant*. Allen Rogers, *Owner of Rosewood Community Market* (6pm-7:20pm), Linda Kelly, *Council member at Hunger Mountain Co-op in Vermont*, Cynthia Danielson, *Wheatsville Owner* (6pm- 7:20pm).

Absent: Mark Wochner

Call to Order **6:00 PM**

1. OPEN TIME

Kate is going to be the primary liaison with CDS Consultant, Art Sherwood. There will be a phone call sometime next week.

Allen told the story of how he developed Rosewood Community Market with the assistance of People Fund, and invited the Board members to attend the grand opening on Wednesday, March 6th. Mark Wochner has been communicating with Allen, who is exploring the option of incorporating Rosewood as a co-op, but incorporated as a single-partner LLC to expedite the process.

2. AGENDA REVIEW **6:10 PM**

Two minutes of time for Treasurer's Report was taken from CCMA Committee.

3. CONSENT AGENDA: **6:11 PM**

December 2012/January 2013 Meeting Minutes
February Special Meeting Minutes
B2- the Board's Job Monitoring Report
D Global Monitoring Report
D3 Asset Protection Monitoring Report

---Christina moved to accept the Consent Agenda. Marcia seconded the motion. Motion passed 8-0-0.

GM Report

Kate pulled the GM Report and asked Dan to clarify the purpose of the uncharacteristically large amount of information on community giving. It was purely for the Board's information, as John



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Vinson had requested more information and RMK proposed that Dan include more information in the GM Report.

Christina asked what the difference was in the Operations Report between the week of January 27th sales this year and last year. Dan noted that we moved the date of the Owner Appreciation Days.

Kate Vickery moved to accept the GM Report. Doug seconded the motion. Motion passed 8-0-0.

4. COMMITTEE WORK/GOVERNANCE, PART I

6:16 PM

Wheatsville Ends, 6:16pm

The Board recited the Ends Policies in unison.

Nominations Committee, 6:16pm

Reyna updated the Board that the last Board info session had two attendees, and that directors are still needed to sign up for the March 6th and April 13th info sessions.

The Nominations Committee has re-started the conversation about moving to a slate process. The Nominations Committee proposed having a maximum of nine candidates, and if there are more interested candidates, a subcommittee with two non-directors and two directors to interview all candidates and choose nine. Subcommittee members would be recruited by the Directors or advertisement in the Breeze. Candidates would also be required to have two written recommendations.

The Board discussed whether this truly reduces the burden of information on voting owners, and whether it still provides a choice in leadership. The Board requested the Nominations Committee to come back with a process document and to tie the number of candidates to the number of seats.

RMK advised the directors to send any feedback to Reyna and the Board will take action next month.

The Nominations Committee also discussed engaging the people in the leadership circle identified at the February 2012 retreat.

There is a "Recruitment and Orientation Document" mentioned in the Board's policies, and it has yet to be created. Reyna, the Nominations Committee Chair, is confident that the Nominations Committee can create the document this year, as the processes are established and it's just a matter of documentation.



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CCMA 2013 Committee, 6:38

Jim Jones agreed to screen Many Hands at CCMA. They are scheduled to be sending DVD's out in May.

Minor Mishap Marching Band will come in for a bit. There are six or seven possibilities for other bands. Reyna recommended Asleep at the Wheel, since they are owners. John Vinson asked fellow Board members to contact him if they have thoughts or feel like listening to clips.

ACTT Committee, 6:41pm

Post-summit, the Think Tank is trying to strategize around NCBA's offer to get a staff person. There could potentially be someone hired in the next two months. The next ACTT meeting is at the end of March.

Discuss Modifying Wheatsville's Fiscal Year, 6:43

The Bylaws state that Wheatsville's fiscal year ends on May 31st or a date stipulated by the Board, and it will make the accounting teams' work easier if it can end on the Sunday closest to May 31st and be based on weekly reporting. This will allow alignment with the Open Book Finance planning. Details supporting the change were outlined in the January GM Report.

RMK requested that Dan and John include details from Bruce Wegner supporting the change in next month's packet, as well as a way to include the change in policy.

Discuss Board Budget, 6:48

The Board reviewed their FYE2013 budget and discussed changes for FYE 2014 including changes to director compensation, CCMA costs, other training costs, the savings this year due to a review rather than an audit, and a new line item for gifts to non-director committee members and volunteers.

RMK notes that the Board needs to be prepared to act on this at the next meeting.

B.6.3 Direct Inspection of Tax Document,

As per policy, Steven acting as Board Treasurer has been conducting an annual direct inspection to verify payment of taxes. This involves Steven sitting down with a member of the accounting team and going into the online payment system and visually confirming that taxes were paid. At Steven's request, the Board discussed whether this is accomplishing anything more than the accounting team's self-reporting as done in the D1 Financial Conditions and Activities



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Monitoring Report, and if Steven having his own access code to verify payments remotely without the assistance of the accounting team will satisfy the Board's desire for verification of payment.

The Board asked John Perkins if there are tax obligations not shown on the D1 report. John deferred to the expertise of Bruce Wegner, noting that all known tax obligations are on the D1 report.

The Board agreed to Steven's interpretation of the policy as a remote spot-check of the tax payments.

5. BREAK **7:20 PM**

6. GOVERNANCE, PART II **7:34 PM**

Discuss NCGA Survey, 7:34

The NCGA Survey is a starting point for the first NCGA GM's meeting with Board Leaders. The first conversation will be built on this survey. The Board discussed the answers to the survey which were all based on Wheatsville's anticipated growth, readiness for growth, challenges to growth, and anticipated owner questions about growth.

7. BIG DIRECTION **8:29 PM**

At 8:29 pm, RMK moved that the Board enter into executive session to include John Perkins and Beth Beutel to discuss the BIG direction.

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

Purpose: to discuss confidential/proprietary information related to business planning, real estate and finance.

At 8:52, RMK moved the Board out of executive session.

RMK said that the Board is doing everything that they need to do to ensure good Board succession including preparing for a new Board president.

RMK moved to adjourn at **8:53 pm**