

Wheatsville Board of Directors
December 2013/January 2014 Meeting Agenda
Tuesday, January 28th, 2014
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: November Meeting Minutes D - Global Executive Restraint Monitoring Report GM Report Mid-Year Financial Report	DISCUSS VOTE
6:15pm (15 min) (5 min) (10 min) (40 min)	4. COMMITTEE WORK/POLICY MONITORING Nominations Committee ACBA Committee B1 - Governing Style Monitoring Report D1 - Financial Conditions and Activities Monitoring Report	VOTE DISCUSS VOTE VOTE
7:25pm	BREAK	
7:35pm	5. STRATEGIC LEARNING Price perception and affordability	DISCUSS
8:15pm	6. GOVERNANCE Seat 2014 Board of Directors Elect 2014 Officers Farewell to Outgoing Directors	PRES-ACT VOTE EAT CAKE!
8:45pm	7. BIG DIRECTION *** EXECUTIVE SESSION *** Purpose: Discuss confidential information related to Wheatsville's South Lamar 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* (by phone 6:00pm-8:20pm); Reyna Bishop; Marcia Erickson; Christina Fenton; Kate Vickery; John Vinson; Angela Melina-Raab; and Michelle Hernandez

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Erica Rose, *Ownership and Outreach Coordinator* (6:00pm-6:07pm); Niki Nash, *Merchandising Manager* (7:10pm-8:20pm); Bob Kinney, *Owner and former director* (6:00pm-7:30pm); Annelies Lottman; Yard to Market Co-op (6:12pm- 8:20pm); Greg Koehler; Texas Rural Cooperative Center (6:00pm-8:20pm).

Absent: none

Call to Order

6:00 PM

RMK called the meeting to order.

1. OPEN TIME

6:00 PM

Erica Rose introduced herself to the Board and explained her work history and expressed her enthusiasm for her new position.

Greg Koehler used to work for Thunderheart Bison and was recently hired to do outreach for Texas Rural Cooperative Center in the valley, and is visiting cooperatives in Central Texas.

Doug shared that there is a book club on Gar Alperowitz' new book What Then Must We Do that meets on Tuesday evening at University United Methodist Church – Feb 4th-March 4th.

The board discussed the rescheduling of the Orientation and decided on February 4th.

Mark gave an update on the Rosewood Community Market and encouraged joining the new cooperative.

2. AGENDA REVIEW

6:07 PM

No updates to the agenda.

3. CONSENT AGENDA:

6:09 PM

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D - Global Executive Restraint Monitoring Report

GM Report

Mid-Year Financial Report

---Kate moved to accept the consent agenda. Doug seconded. Motion passed. 9-0-0.

4. COMMITTEE WORK/POLICY MONITORING

6:10 PM



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Nominations Committee 6:10pm

Reyna asked if the Board wanted to discuss the budget for sending mailers to recruit potential directors. The directors agreed to hold the discussion until the annual board budget discussion.

---Reyna moved to approve the charter of the nominations committee, as stated in the written draft with Christina Fenton and John Vinson as co-chairs with Angela Melina-Raab, Doug Addison, and Kate Vickery, with no authority other than above mentioned on an ongoing basis with no resources. Mark seconded. Motion passed 9-0-0.

Reyna updated the Board on efforts to keep 2013 candidates who were not elected engaged with the board through training opportunities and to gauge interest in those interested in filling potential board vacancies should they arise.

Ends, 6:21pm

The Board recited the Ends policies in unison.

ABCA Committee, 6:21pm

John Vinson explained the Austin Cooperative Business Association for the incoming directors and guests. The ACBA is hoping to get most or all of the co-ops in Austin to be members including credit unions and electric co-ops. Pedernales Electric Co-op is joining and will be a primary sponsor of the Austin Co-op Summit which will take place on April 4th and 5th. The theme of the summit will be Local Food and the Food Movement.

John reviewed recent commitments from Austin area cooperatives. They now have 7 board members, and including Wheatsville's \$10,000 pledge, they have raised \$60,000 to match the NCBA's \$50,000. NCBA has already set up 24 local cooperative alliances, with Austin having been the first.

The board pledged to pay \$10,000 to be a founding member of ACBA. However, the pay out was conditional upon Wheatsville's cash position and ACBA meeting certain criteria.

Upon request, John Vinson reviewed the stipulations that the Board made in order to release the payment.

1. Financial feasibility as influenced by the summer 2013 opening of the South Lamar store,
2. a Wheatsville Board review of the composition of the ACBA Board
3. Execution of the signed memo of understanding between the National Cooperative Business Association and ACBA
4. ACBA's clear statement of mission, and
5. The go/no-go conditions for extending the pilot.



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Kate proposed that all evidence of the criteria being met be submitted in writing with the next board packet for consideration at the next meeting. Steven suggested that Dan and John Perkins are best to judge whether Wheatsville is in a financial position to make the pay-out.

B1 Policy Monitoring, 6:36pm

The Board has been in the practice of putting policy monitoring on the consent agenda, but they worked through the process as a group to refresh their understanding of how they define the Board's work and how they evaluate whether they are meeting those expectations as expressed in the Board's policies.

In evaluating the Board's work through policy monitoring, the Board asks themselves these questions relative to the policy in question: Are we doing what we said we were going to do? Can we do better? Is this the policy that we want?

The numbers indicate that the Board is meeting their own expectations. Everyone agreed that this is the policy that they want.

Directors asked about the inclusion of input from those members of operations who work closely with the Board. RMK noted that the Board is accountable to the owners, the Chief Executive Grocer (CEG) is accountable to the Board and the staff is accountable to the CEG. Dan is also held accountable by policy D7.4 to express his opinion to the Board if he believes the Board to be out of compliance with their policies.

---Reyna moved to accept the results of the B1 Monitoring Report. Marcia seconded. Motion passed 9-0-0.

D1 Policy Monitoring, 6:48pm

The Board went through instances in the D1 policy report according the monitoring decision tree on sub-policies: one that was compliant and a one that was not.

---RMK moved to accept the D1 monitoring report with a finding of non-compliance D1.2 and D1.8. Christina seconded. Motion passed 9-0-0.

Bob Kinney read a statement welcoming RMK to the Board Chair emeritus family, noting her exemplary service to Wheatsville and Austin's cooperative community.

BREAK

7:31PM

5. STRATEGIC LEARNING

The Board returned to their discussion of Why Co-op with an emphasis on pricing. The Board agrees that helping people to understand the distinction between price and value is a critical part



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of their work, and Reyna Bishop will be writing a Breeze article detailing some key questions and findings of this conversation.

The Board watched a video clip of Michael Pollan answering the question why is real food so expensive.

Niki Nash presented information on Wheatsville's product selection process and how the selection team thinks about furthering Wheatsville's Ends policies when choosing products. In response to a question about maintaining Wheatsville's integrity to its mission to provide non-doctrinaire food, Niki highlighted the diversity of dietary options at Wheatsville, and how this presents challenges in terms of price perception using chocolates as an example, where Wheatsville has everything from conventional chocolate brands to handmade raw chocolates.

Niki explained a fairly new position of Category Management Coordinator, done by Nina Norton; her job is to help manage price perception in packaged foods. She does competitive shopping, assesses when we need to change the price and whether we have a good selection of product.

Dan explained that the lack of availability on some products is the lack of distribution. There simply aren't enough small or mid-sized independent grocers to make it worth it for someone to serve them and the lack of options has a profound effect on pricing and product availability.

The board discussed additional questions they'd like to explore in future conversations on pricing, and Reyna asked the directors to email additional questions to her.

Niki invited everyone to email her if they have any additional questions.

6. GOVERNANCE

8:21 PM

The statement of agreement and code of conduct will be discussed more in-depth at the orientation

---Reyna moved to seat the 2014 Board of Directors, Kate Vickery, John Vinson, Christina Fenton, Steven Tomlinson, Michelle Hernandez, Angela Melina-Raab, Doug Addison, Marcia Erickson and Reyna Bishop.

---Kate Vickery moved to approve the slate of officers as stated: Reyna Bishop as Board President, Doug Addison as Secretary, and Steven Tomlinson as Treasurer. John Vinson seconded. Motion passed. 8-0-0.

Farewell to outgoing Directors.



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Rose Marie Klee was acknowledged for her work on the Bylaws revision, the transition to Policy governance, and transforming Wheatsville's Board in to the board that every co-op board wishes they were like. Rose Marie was also acknowledged for her work in Austin's cooperative community: serving on Black Star's board and helping to found the Austin Cooperative Think Tank, now the Austin Cooperative Business Alliance.

Rose Marie acknowledged the outstanding leadership of Dan Gillotte and John Perkins, and expressed her admiration for her fellow directors. Rose Marie noted that Wheatsville will always have a big place in her heart.

Mark Wochner was acknowledged for his outstanding questions, for bringing his scientific mind to the Board by encouraging directors to try experiments, and for bringing his wonderful sense of humor to the Board.

Mark expressed gratitude for all that he learned, saying that the serving on Wheatsville's board gave the most back of any volunteer work he's done.

7. BIG DIRECTION

8:55PM

At 8:56pm, Reyna moved that the Board enter into Executive Session to discuss confidential information related to Wheatsville's South Lamar Store Project to include Dan Gillotte, John Perkins, Beth Beutel, Mark Wochner, and Rose Marie Klee.

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

Purpose: to discuss confidential/proprietary information related to the South Lamar location.

At 9:10pm, Reyna moved the Board out of executive session.

At 9:10pm, Reyna adjourned the meeting.

COMMITTEE CHARTER

COMMITTEE: NOMINATION AND RECRUITMENT

DATE CHARTERED: 28 JANUARY 2014

END OF TERM: ONGOING

The primary purposes of the Nomination and Recruitment Committee will be to:

1. Identify a process for recruiting a pool of well-qualified Board candidates according to Board policy.
2. Create the 2014 Co-op Vote schedule to include the timeline for recruitment steps, candidate orientation sessions, Breeze articles, and application deadlines
3. Develop a plan for board appointment in the event of mid-year director vacancies
4. Review the Recruitment, Orientation, and Training guidance document and present recommended changes, with specific attention to the guidelines for candidate interview
5. Provide a brief oral and/or written report to the Board monthly about the activities of this committee.

Composition: Christina Fenton (co-chair), John Vinson (co-chair), Kate Vickery, Doug Addison, Angela-Melina Raab

Authority: None aside from the above stated expectations

Duration: Ongoing

Resources: TBD