

**Wheatsville Board of Directors**  
**June Meeting Agenda**  
**Tuesday, June 24<sup>th</sup>, 2014**  
**6:30-9:30pm, South Lamar Large Meeting Room**  
**4001 S. Lamar**



TIME	TOPIC	ACTION
6:30pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:40pm	2. AGENDA REVIEW	DISCUSS
	3. CONSENT AGENDA:	VOTE
	May 2014 Meeting Minutes	
	B6- Officer's Role Monitoring Report	
	C3- Delegation to the CEG Monitoring Report	
6 :50pm	4. COMMITTEE WORK	
(1 min)	Recite Ends	RECITE
(10 min)	Nominations Committee	DISCUSS
(0 min)	ACBA Committee	DISCUSS
(0 min)	Strategic Learning Committee	DISCUSS
(10 min)	Audit Committee	DISCUSS
(10 min)	Fall Owner Gathering	DISCUSS
(4 min)	Expansion Review Committee	DISCUSS
(5 min)	Letter to Cap Metro	VOTE
(20 min)	Business Plan	VOTE
7 :50pm	5. Strategic Learning, Part I	
(25 min)	Financial Learning Exercise	DISCUSS
8 :15pm	BREAK	REST
8:25pm	6. STRATEGIC LEARNING	
	Review of Past Three Month's Discussions	DISCUSS
8 :40pm	7. Governance	
(10 min)	Mid-Year Board Self-Evaluation	DISCUSS
(14 min)	CCMA	DISCUSS
(15 min)	Farewell to Kate Vickery & Christina Fenton	DISCUSS
(1 min)	Seat New Director	VOTE
9 :20pm	8. BIG Direction	
	***EXECUTIVE SESSION***	
	Purpose: Discuss confidential proprietary information.	
	***END EXECUTIVE SESSION***	
9:30pm	9. 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 June 2014

Present: Reyna Bishop, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer*; Marcia Erickson; Christina Fenton; Kitten Holloway; Deborah Ingraham; Kate Vickery; and Michelle Hernandez.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator* (6:30pm-8:30pm); Bob Sheldon, *Owner* (6:30-8:08pm); Annelies Lottman, *Owner serving on the Audit Committee*(6:30-8:08pm); Allison Maupin, *Front End Clerk and Owner* (6:30-9:20pm); Anthony Floriani, *Owner* (6:30-9:20pm).

Absent: John Vinson

## **Call to Order**

**6:30PM**

Reyna called the meeting to order.

## **1. OPEN TIME**

**6:33PM**

Bob Sheldon is an investor shareholder who bought shares during Wheatville's summer 2013 offering. Bob expressed disappointment that he had not received more frequent communication from Wheatville regarding his investment. Bob thanked John Perkins, Finance Manager, for information supplied in response to his concerns and recommended that the Board and Operations consider communicating with investor shareholders more often and preferably via email. The Board thanked Bob for his investment, for his feedback, and for taking time to personally attend a meeting in order to voice his concerns.

## **2. AGENDA REVIEW**

**6:40PM**

Add one minute for ACBA, take one minute from Nominations Committee.

Add twenty minutes to executive session and move the business plan to executive session.

## **3. CONSENT AGENDA:**

**6:41PM**

May 2014 Meeting Minutes

B6 – Officer's Roles Monitoring Report

C3 – Delegation to the CEG Monitoring Report

---Deborah moved to approve the Consent agenda. Kate seconded the motion. Motion passed. 8-0-0.

## **4. COMMITTEE WORK**

**6:42PM**

**Recite Ends, 6:42pm**

The Board and meeting attendees recited the Ends in unison.

## **Nominations Committee, 6:43pm**

John Vinson agreed take on the role of chair of the Nominations Committee. Christina reported in his absence. So far the orientation sessions have not been well attended. Two people came to



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the last meeting. Directors were reminded to ask each prospective candidate the interview questions and submit that along with an attendance list to the Nominations Committee.

The candidate recruitment email and postcards targeted to owners living in South Austin and those who have joined since the S Lamar store Grand Opening have been sent. Due to Board turnover, John Vinson and Doug Addison are now the only remaining members of the Nominations Committee. As Doug is up for re-election, his involvement in the election will be limited. The major work of the committee will be collecting and reviewing candidate applications as they come in. Marcia agreed to join the committee and all directors are encouraged to help support Nominations with candidate application review if they have availability.

## **ACBA Committee, 6:51pm**

Reyna asked directors to review the most recent email from the executive director of ACBA.

## **Strategic Learning Committee, 6:53pm**

No discussion.

## **Audit Committee, 6:53pm**

Marcia gave an overview of what work will be done by Wegner CPAs during the audit. Marcia encouraged directors to email her if they think of any additional questions for the auditors. Steven has already emailed directions for joining the June 30<sup>th</sup> conference call with the auditors. The audit will take place August 11<sup>th</sup>-18<sup>th</sup>.

Reyna inquired about asking the auditors about policy D1.2 which refers to an "adequate net income." Kate recommended sending them the D1 monitoring report for feedback.

## **FOG Committee, 6:58pm**

Directors discussed dates, conflicts, and potential strategic opportunities with other events going on in October. Directors also discussed themes including cooperative economics in relation to democracy and in relation to the growth of Austin.

Reyna will forward Kitten the email about the ACBA's co-op fair and Kitten will discuss with Brian Donovan.

## **Expansion Policy Review Committee, 7:10pm**

Doug has met with the directors who were on the Board during the majority of the South Lamar expansion project to begin to get ideas about how to frame the Expansion Policy Review conversation and in order to create a framework for the Expansion Policy document the committee has been charged to create. The committee would like to have learning discussions over 3 or 4 meetings later in this year. Deborah and Kitten will meet with Doug, along with the rest of the committee, in August to put together an outline for a full board discussion.



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## **Cap Metro Bus Service, 7:20pm**

Reyna opened the floor to feedback on the draft of a letter to Cap Metro. The Board proposed changes and Deborah volunteered to make edits to the draft. The letter will be sent to Cap Metro once all changes are final and a copy will be included in the August Breeze.

## **6. STRATEGIC LEARNING, PART I**

**7:35PM**

The directors and guests discussed the materials in Chapters 4 and 5 of *Managing by the Numbers*, and did exercises to see how the Balance Sheet and the Statement of Cash Flows are related.

## **BREAK**

**8:15PM**

## **7. GOVERNANCE**

**8:09PM**

### **Strategic Learning, 8:08pm**

Reyna asked that the directors do a go around and review the last three month's conversations: lessons, what worked, what didn't, what to do going forward.

Directors thoroughly enjoyed the discussion with Margaret Shaw, and with the founder and steering committee members of Rosewood Market. Directors expressed that preparatory materials enriched the conversations. They also expressed that they would like to revisit the diversity conversation, specifically the article read for the May strategic learning. They would also like to discuss "Why Co-op."

Directors emphasized the importance of reviewing conversations and doing "take-aways." Beth volunteered to help force the take-away conversation by putting it in the packet notes and reminding the board during the meeting.

Reyna encouraged directors to volunteer to write an article about a strategic learning, as it changes the way you think about things during the discussion.

### **Mid-Year Board Self Evaluation, 8:29pm**

The board reviewed the results of their mid-year self-evaluation and the progress they've made toward their goals. The expansion policy review or "cookbook" has proven to be much bigger project than initially thought. *Managing by the Numbers* is increasing everyone's financial literacy. The strategic learning plan is right on track.

### **CCMA, 8:38pm**

Christina, Dan, Reyna, Marcia, and Doug reviewed some highlights from their trip to the annual Consumer Cooperative Management Association conference. They went to presentations and panels on: diversity, building cooperative leadership capacity, increasing owner participation, the Board/GM relationship, and cooperative governance.



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## **Farewell to Kate Vickery and Christina Fenton, 8:54**

The Board and guests did a go-around of appreciations for Christina Fenton and Kate Vickery and all of the wonderful work they've done for the co-op.

## **Seat New Director, 9:18pm**

---Reyna moves to appoint Kitten Holloway to the Board of directors effective immediately. Kate seconds. Motion passed 7-0-0.

## **8. Business Plan**

**9:20pm**

**Reyna moved the Board into executive session to include John Perkins, Beth Beutel, Kate Vickery, and Dan Gillotte.**

**\*\*\*EXECUTIVE SESSION\*\*\***

**Purpose: to discuss confidential proprietary information**

**At 9:30pm, Reyna moved the Board out of executive session.**

---Steven moved to accept the Business Plan for the Fiscal Year Ending in 2015. Christina seconded the motion. Motion passed 8-0-0.

**At 9:31pm, Reyna moved the Board into executive session to include Kate Vickery and Dan Gillotte.**

**\*\*\*EXECUTIVE SESSION\*\*\***

**Purpose: to discuss confidential personnel information**

**At 9:40pm, Reyna moved the Board out of executive session.**

## **9. Adjourn**

**9:40pm**

## **Parking Lot**

- CEG Compensation Process Document – added 02/14
- Member Engagement Committee- added 02/14
- Propose possible amendments to B.2.8 by February 2015- added 02/14
- Discuss Policy D1.2 “adequate net income.” What is adequate?- added 04/14