

**Wheatsville Board of Directors  
November Meeting Agenda  
Tuesday, December 16th, 2014  
6:00-9:00PM, Guadalupe 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: October Meeting Minutes B – Global Governance Commitment Monitoring Report D7 – Communication to the Board Monitoring Report CEG Report	DISCUSS VOTE
6:15pm	4. COMMITTEE WORK/GOVERNANCE, PART I (1 min) Recite Ends (9 min) Certify Election Results (30 min) Nominations Committee (5 min) ACBA Committee (5 min) Strategic Learning Committee (10 min) Review Committee (10 min) Fall Owner Gathering Committee (5 min) Policy Review Committee (5 min) Expansion Review Committee (5 min) FYE15 Q1 Financials	RECITE VOTE DISCUSS DISCUSS DISCUSS VOTE VOTE VOTE DISCUSS VOTE
7:40pm	5. BREAK	REST
7:50pm	6. STRATEGIC LEARNING: Diversity and Access	DISCUSS
8:25pm	Board Orientation / Retreat Planning	DISCUSS
8:40 pm	8. PERSONNEL  ***EXECUTIVE SESSION*** Purpose: To discuss confidential human resourcing matters ***END EXECUTIVE SESSION***	DISCUSS
9:00pm	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



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Present: Reyna Bishop, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer* (6:02- 6:36pm); Marcia Erickson; Kitten Holloway; Deborah Ingraham; Michelle Hernandez, and John Vinson.

Also Present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager* (6:02pm- 7:52pm); Beth Beutel, *Board Administrator* (6:02-8:38pm); Nathan Allen; *owner* (6:02pm- 6:12pm).

## Call to Order

6:02PM

Reyna called the meeting to order.

## 1. OPEN TIME

6:02PM

Nathan attended the meeting as a representative of Aspire, a for-profit company that sells cricket protein powder, and Little Herds, a non-profit company that teaches the advantages of consuming edible insects. Aspire is going through the new vendor application process at Wheatsville.

Nathan gave a brief overview of the benefits of edible insects and the challenges in the marketplace for edible insects, and requested the Board's feedback. The Board clarified that they do not have authority in or participate in decisions about product selection, but offered their thoughts and opinions as consumers, and individuals interested in sustainable food. Nathan thanked the Board for their time and their feedback.

## 2. AGENDA REVIEW

6:12PM

## 3. CONSENT AGENDA:

6:13PM

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B- Global Governance Commitment Monitoring Report

CEG Report

Michelle pulled D7- Communication to the Board Monitoring Report.

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

## D7- Communication to the Board Monitoring Report, 6:14pm

Michelle asked where the policies refer to timeliness as far as the recent vote on allocations.

D4.2.2 states that the CEG will not "implement a patronage dividend system that does not allow the Board to examine a range of options and implications, and make a timely determination each year concerning how much, if any, of the Co-op's net profit will be allocated and distributed to Owners."



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Dan will report non-compliance on D4.2.2 for failing to allow for a “timely determination” as the Board received the information later than usual and held two special meetings to come to a decision regarding allocations for FYE 2014. Dan posed the question to the Board of where in the policy they could put timeliness measures for other information provided by operations.

---Michelle moved to accept the D7- Communication to the Board Monitoring Report. Marcia seconded. Motion passed 8-0-0.

## 4. COMMITTEE WORK/GOVERNANCE, Recite Ends, 6:16pm

6:17PM

The Board and guests recited the ends in unison.

## Certify Election Results, 6:17pm

John Vinson reported on the election confirmation meeting and clarified that disqualified votes were predominantly people who did not put their name on the ballot, and the rest were votes where someone in the household who is not the member submitted a ballot. John clarified the terms for each person per process outlined in the Bylaws 5.4: Reyna, Deborah, and Kitten- three year terms, Doug and Nada- two year terms, Allison- a one year term.

--- John Vinson moved to certify the election results for the 2015 Co-op Vote. Michelle seconded. Motion passed 8-0-0.

Reyna thanked John for serving as the election liaison.

The Board received an email from someone upset about the Eden Foods boycott. The board discussed options for themselves and for the owners to re-decide on the Eden Foods boycott if it seems prudent. The Board discussed the bylaws, and whether the number of people required to get on the ballot (500 or 5% whichever is fewer) is an adequate threshold given that the Co-op currently has more than 16,000 owners. They discussed the issue of petition items being permanent unless reversed by another action of the owners, and that a “petition” is effectively open to anything.

## Nominations Committee, 6:20pm

John Vinson reviewed the proposed changes. Directors discussed the election timeline, the lag time between being a “director-elect” and being seated on the Board, and the timeframe for non-endorsed candidates to get on the ballot via referendum.

The Board discussed the interview process at length and decided that group interviews are preferred both for saving time and since the Board works as a group, it’s good to see people in a group environment. They discussed the scoring process and concluded that to provide consistency they will need to develop clear guidelines and train a professional note-taker, so as to not distract the interviewer from the interview.



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The directors are comfortable continuing to exempt incumbents from references, orientation sessions, and interviews. One director noted, however, we should have the option to have interviews with an incumbent, in the event the incumbent was seated very late in a term and additional information is needed. It was noted this situation is less likely, but the option should be available.

Directors discussed the cap on the number of endorsed candidates, and clarified that the policy imposes a maximum number of endorsed candidates, not a minimum. There is currently no language which enables the directors to not endorse a candidate for qualitative reasons. They discussed possibilities for including a way to do so transparently and in an inclusive, inviting manner.

The Board also discussed developing a code of conduct for candidates, and a timeframe to allow for corrections on applications. Reyna thanked the Nominations Committee for its good work and noted that Doug has volunteered to chair the committee when the charter is renewed in January.

## **ACBA Committee, 7:01pm**

John Vinson updated the board on the activities of the ACBA.

## **Strategic Learning Committee, 7:04pm**

The Board discussed the idea of doing a book-club to double as strategic learning and owner engagement. Dan included the idea of an “article club” vs. a chapter of a book, which received enthusiasm from some directors. Directors agreed to each take responsibility for one or two strategic learning activities next year.

## **Review Committee, 8:07pm**

Marcia discussed this year’s review process highlights and challenges. Marcia agreed to write a process document and upload it to the Board’s online portal.

---Marcia moved to dissolve the Review Committee of 2014. Deborah seconded. Motion passed 7-0-0.

## **Fall Owner Gathering Committee, 7:22pm**

Kitten reviewed the recommendations of the committee for next year’s Fall Owner Gathering. Michelle and Deborah volunteered to co-chair the committee next year.

---Kitten moved to dissolve the 2014 Fall Owner Gathering Committee. Michelle seconded the motion. Motion passed 7-0-0.

## **Policy Review Committee, 7:32pm**



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Marcia briefly reviewed the policy changes and stated that the committee would like to review the B policies as well.

--- Reyna moved to add the B policies to the Policy Review Committee Charter. Michelle seconded. Motion passed 7-0-0.

--- Marcia moved to approve the D policy changes. Deborah seconded. Motion passed 7-0-0.

## **Expansion Review Committee, 7:37pm**

The committee recently read an article titled “Abstracting Up” by John Carver, and they recommend ways to utilize the information in the article for a retreat exercise.

Doug recommended considering including the article “Abstracting up” in the orientation packet, and noted that it is on the Expansion Review Committee page on the Board’s online portal for all to review.

## **FYE15 Q1 Financials, 7:41pm**

Marcia gave some background about her question: she noted that “retained earnings-prior year” line typically does not change, but that it did in the initial FYE15 Q1 Financials. When John looked at it there was an error in a formula, so that he made a correction, and there was also a data entry error. Those are corrected in the version included in the packet, with no other changes

Kitten asked about the numbers that are significantly different from the budget: ongoing development, long term development. Dan clarified that over the course of budgetary year that category will even out, as most conferences fall in one part of the year.

---Marcia moved to accept the FYE15 Quarter 1 Financial Report as included in the November meeting packet. John Vinson seconded. Motion passed 7-0-0.

## **5. BREAK**

**7:52PM**

## **6. STRATEGIC LEARNING**

**8:02PM**

### **Diversity and Access, 8:07pm**

The Board had a discussion based on their reading of two articles on Whole Foods moving into poor areas of Chicago and Detroit, and the chapter from Julie Guthman’s Book Cultivating Food Justice titled “If only they knew: the unbearable whiteness of alternative food.”

The Board discussed forcing your values on another community, race and class privilege, how to have conversations that invite the “other” to the table, the role of economic justice in food access, and the nuance between development, improvement, and gentrification.



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The Board brainstormed ideas for what they can do to open themselves up to new viewpoints: bringing in guests from the Austin community or doing anti-racism training. Dan reminded the board of the operational plan for increased diversity: to start by hiring people more reflective of Austin's diversity.

## 7. BOARD ORIENTATION AND RETREAT PLANNING

8:25PM

The Board discussed the upcoming orientation for new directors and decided to do financial training separately, preferably directly before a board meeting for 15-30 minutes, led by Marcia and Dan.

## 8. PERSONNEL

8:38

### \*\*\* Executive Session\*\*\*

--- Reyna moved the Board into Executive Session to include Dan Gillotte to discuss confidential personnel issues.

--- At 9:02pm, Reyna moved the Board out of Executive Session.

---At 9:02 pm, Reyna adjourned the meeting.

## 10. ADJOURN

9:02pm

### Parking Lot

- CEG Compensation Process Document – added 02/14
- Member Engagement Committee- added 02/14
- Revisit Eden Foods Boycott- effects on business, Eden Foods' policy 6/15
- 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
- Discuss Policy D1.3 liquidity measures- added 7/29/14