

**Wheatsville Board of Directors  
February Meeting Agenda  
Tuesday, February 23, 2010**

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



TIME	TOPIC	ACTION
6:00pm	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	LISTEN
6:15pm	<b>AGENDA REVIEW</b> <b>2. CONSENT AGENDA:</b> December/January Meeting Minutes Move B2 monitoring to March D4 – Financial Condition (top level) D5 – Asset Protection D.7.6 – Communication and Counsel to the BOD Membership Administration Guidelines update (to conform with B Policy rev.) GM Report	DISCUSS VOTE
6:20pm	<b>3. LINKAGE/COMMITTEE WORK</b>	
(5 min)	Coffee with the Board	DISCUSS
(0 min)	Audit Committee	N/A
(5 min)	Nominations Committee	DISCUSS
6 :30pm	<b>4. GOVERNANCE</b>	
(10 min)	CBLD 101 Training Recap	DISCUSS
(45 min)	Board Retreat Recap	DISCUSS
7:25pm	<b>5. BREAK</b>	
7:35pm	<b>6. POLICY WORK</b>	
(45 min)	Executive Limitations Policies	DISCUSS
(35 min)	Ends Policies	DISCUSS
8 :55PM	<b>7. HOUSEKEEPING/CLOSING ITEMS</b>	
9:00pm	<b>ADJOURN</b>	

Benefitting Community \* Promoting Cooperative Economics \* Transforming Society



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Present: Rose Marie Klee, *President*; Steven Tomlinson, *Treasurer*; Aditya Rustgi, *Secretary*; Theron Beaudreau; Kate Vickery; Kitten Holloway arrived at 6:01; Doug Addison; and Lee Blaney.

Also Present: Dan Gillotte, *General Manager* arrived at 6:04PM, Dan not present from 7:37PM until 7:42PM; Jennifer Lueckemeyer, *Board Administrative Assistant*, Matthew Johnson of *Public Citizen Texas Office* left at 6:17PM, Mark Wockner of *Blackstar Co-op*

Absent: none.

### Call to Order

6:00 PM

### 1. OPEN TIME

Matthew Johnson with Public Citizen Texas Office made a presentation on Clean Energy for Austin ([www.cleanenergyforaustin.org](http://www.cleanenergyforaustin.org)) to request Wheatsville endorsement of a resolution to Austin City Council.

### AGENDA REVIEW

6:17 PM

5 minutes from the nominations committee moved to Section 6, Policy Work.

### 2. CONSENT AGENDA

6:18 PM

- December/January Meeting Minutes
- Move B2 monitoring to March
- D4 – Financial Condition (top level)
- D5 – Asset Protection
- D.7.6 – Communication and Counsel to the BOD
- Membership Administration Guidelines update (to conform with B Policy rev.)
- GM Report

Nothing pulled from consent agenda.

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

### 3. LINKAGE/COMMITTEE WORK

6:19 PM

#### Coffee with the Board

- Kitten and Adi led Coffee with the Board earlier this month and spoke with a few people about the Board's work. One notable suggestion from the owners was the use of Twitter as a way for the Board to communicate with owners. Kitten and Adi shared, with the owners, information about the co-op development model and insights from the Board retreat. One complaint was mentioned and it was submitted to suggestion box. Board wants to revisit the idea of Coffee with the Board and alternate ways to have linkage with owners.
- Board decided to not do Coffee with the Board in March but instead will meet separately to discuss other ways of linking to owners.

#### Audit Committee

- Contacted Wegner, LLP (CPA). The first meeting of audit committee will be in late March.



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### 4. GOVERNANCE

6:22 PM

#### CBLD 101 Training Recap

- Kate and Kitten went to CBLD 101 training in Brattleboro, Vermont in January. The training was very useful and worthwhile and they shared a few of their take-away messages.
- Board is encouraged to spend more training time on the CBLD website, view the CBLD reader, and attend the upcoming webinar about patronage dividends.
- Doug and Lee will be going to Portland in March for CBLD 101 training.

#### Board Retreat Recap

- Directors discussed the main points, useful nuggets, and lingering questions from the retreat including:
  - Usefulness of the financial projections chart
  - Brainstorming Ends policies
  - Extensive work on Executive Limitations policies
  - How all board actions (meetings, retreat, strategic learning) are all part of the bigger Board calendar and all connect to the next.
  - Is there a formula or strategy for leveraging equity to take on big projects?
  - How do we create and sustain a cooperative development culture and get better at telling the co-op story to owners and the larger community?
  - How do we grow the cooperative economy?
  - We, as the Board, are already linked to the owners, we just need to lead!
  - Inspired by Gar Alperovitz video
  - Evolutionary reconstruction
  - Mission statement and Ends policies – how are they used together?
  - Better feeling of Board holism
  - Strategic trends worksheet was very helpful, excitement about doing more strategic learning
  - Want to do more team building
  - We are committed to be the kind of community that we want the rest of the world to be
  - Excitement about being part of this Board
  - Thanks to Steven for making arrangements for the wonderful facility.
  - Thanks to Jennifer for providing food and support for the retreat.
- RMK recapped, with slides, the retreat agenda and work including the Board admin assistant tasks, growth chart, policy work, Board leadership, study and engagement, worksheets, and wrap-up.
- Board discussed annual calendar, its usefulness, and what should be included.

### 5. BREAK

7:25 PM

### 6. POLICY WORK

7:37 PM

#### Executive Limitations Policies

- Board worked extensively on the D policies at the retreat and then went through those issues that were flagged for follow-up. Board wants to approve these policies at the March meeting. RMK



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noted that the Policy Committee will need to submit a monitoring schedule along with the final policies.

### Ends Policies

- RMK presented information and led discussion about the theory of Ends policies based on Carver principles. Main concepts and ideas:
  - Theory of ends: All things that aren't "ends" are "means".
  - Three components of Ends: what benefit or difference are we making, for whom, and at what cost/worth/priority?
  - Having lots of programs doesn't mean that you are accomplishing what you should be – need to be more results-oriented instead of focused on how to get there.
  - Want to explore the balance between lofty ideas and goals versus something that is measurable.
  - "Owner" and "beneficiary" are not necessarily the same thing.
  - Reviewed definitions of stakeholders, constituents, clients/consumers, employee.
  - Who are our owners? To whom are we responsible?
  - Linkage and leadership – governance and "assuming the leadership position".
  - Strategic learning and leadership vs. taking a lead from staff.
  - Discussed difference between mission statement and Ends.
  - How do we write Ends policies that are lofty and actionable.
  - Think about Ends and strategy for transformation.

### 7. HOUSEKEEPING/CLOSING ITEMS

8:55 PM

- Doug volunteered to sponsor the Clean Energy for Austin endorsement presented by Matthew Johnson.
- Kate offered copies of the sample Ends policies from Oryana Co-op.

RMK moved to adjourn at **9:02 pm.**

### ACTION ITEMS

- Steven to schedule separate meeting in March to discuss new linkage ideas (and perhaps book club)
- Jennifer will compile changes to D policies and send to Board.
- Policy committee to provide monitoring schedule of new D policies.
- Doug will put together information for the Clean Energy for Austin endorsement and send to Board.
- RMK will send out next steps for Ends policies.