

**Wheatsville Board of Directors
Marach Meeting Agenda
Tuesday, March 29, 2011**



6:00 – 8:20 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	AGENDA REVIEW 2. CONSENT AGENDA: December 2010/January 2011 Meeting Minutes B2 – The Board's Job B3 – Governance Cycle D3 – Asset Protection D6 – Staff Treatment and Compensation GM Report	DISCUSS VOTE
6:15pm (10 min) (40 min)	3. GOVERNANCE, PART I CCMA Conference Board Retreat Recap	DISCUSS DISCUSS
7 :05pm	4. BREAK	
7 :15pm (60 min)	5. GOVERNANCE, PART II Board Calendar, Goals, Strategic Learning, and Expansion Timeline	DISCUSS
8:15pm (20 min) (5 min) (10 min) (10 min)	6. POLICY GOVERNANCE/COMMITTEE WORK Ends Monitoring Transparency & Trust: Communicating about WV Product Section & Values Nominations Committee Co-op Think Tank	VOTE VOTE VOTE VOTE
9:00pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



Board of Directors Meeting Minutes March 2011

Present: Rose Marie Klee, *President* (6:15-9:00pm); Steven Tomlinson, *Treasurer*; Lee Blaney, *Secretary* (via Skype 6:08-6:38pm, 6:45-6:50pm); Theron Beaudreau; Kate Vickery; Kitten Holloway; Mark Wochner (6:11-9:00pm); and Doug Addison.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Jennifer Lueckemeyer, *outgoing Board Administrative Assistant*; Beth Beutel, *incoming Board Administrative Assistant*.

Absent: Reyna Bishop

Call to Order

6:00 PM

1. OPEN TIME

- Steven introduced Cynthia and Angelica who are visiting from a Marketing Policy class at UT taught by Professor Walls.
- Kate announced that she is starting UT LBJ School in the Fall.
- Doug shared his experience about his visit to Chicago for a tech conference on “Small shops and cooperatives”. Clay Shirky spoke and said that “History is the story of more people pooling resources in new ways.”
- Steven shared an animated story about his visit to Park Slope Co-op in Brooklyn, NY.

AGENDA REVIEW

6:12 PM

Kate moved to rearrange the agenda items to accommodate for the late arrival of RMK. Motion passed 7-0-0.

2. CONSENT AGENDA

6:10 PM

- B3 Monitoring Schedule Change
- December 2010/January 2011 Meeting Minutes
- B2 – The Board’s Job
- B3 – Governance Cycle
- D3 – Asset Protection
- D6 – Staff Treatment and Compensation
- GM Report

--Kate moved to approve the items on the consent agenda. Doug seconded the motion. Motion passed 7-0-0.

3. GOVERNANCE PART I

6:15 PM



Board of Directors Meeting Minutes March 2011

CCMA Conference

- The Board discussed who was available to attend the CCMA conference and decided that the draft Board budget being presented in April will include 8 people attending CCMA.

Board Retreat Recap

- Tune-up section: fun, enjoyed hearing more about Wheatsville's history, re-calibrated on what the Board is here to do.
- Board Calendar: Must align goals, balance priorities, and hit milestones, especially those regarding the addition of a new store. Current calendar can be revised to be more useful.
- New CDS Consultant: The Board discussed their sentiments about Todd Wallace, who is the CDS consultant replacing Mark Goehring and listed the Board's needs in a consultant.
- How did we get here? Dan revealed the master plan, timeline, and vision for the BIG direction. "Spirit of Intentionality" kept moving Wheatsville forward. Another group's vision is happening now. The operational excellence of Wheatsville laid the foundation for the Board to develop. The Board expressed the desire to find ways to have meaningful collaborations with operations and work at the same pace.
- Long range plans and Ends: The Board discussed Dan's BIG direction diagram and its goals of more co-op jobs, more happy people, and more local/sustainable food. The Board talked about having a multi-store vision and focusing on the co-op development model and bridging the expansion model with Ends policies.

Ends Monitoring

- Dan handed out the Ends report check-in March 2011 document and described the overarching concepts and goals for reporting on Ends.
- The BIG direction has a multi-store vision and plan for getting to the final goals of more happy people, more local/sustainable food, and more co-op jobs. Dan explained his ideas for measuring success on each of those goals and noted that we are building a baseline for how future progress will be measured. The metrics used to measure success include:
 - Co-op economy/jobs: Wheatsville's economic impact, number of co-op jobs, number of Austin co-ops.
 - Local/sustainable food: money spent on local food, money spent on organic food, acres of Central Texas farmland.
 - Happy people: number of owners, number of new members, number of transactions, average dollar amount per basket.
- The Board applauded Dan and his vision for the future of Wheatsville.
- The Board reflected on Dan's presentation, introduced some of the questions that might be generated by Owners about the Co-op's long-term plans, and discussed how and when to share the BIG direction with Owners.
- The Board and Dan discussed Operation's reasons for consulting experts (farmers, politicians, lawyers, etc.) who could help Wheatsville frame the cooperative economy



Board of Directors Meeting Minutes March 2011

goals in their language as part of the Co-op's long-term expansion process in order to affect even greater change with different audiences.

4. BREAK

7:40 PM

5. GOVERNANCE, PART II

7:51 PM

Board Calendar, Goals, Strategic Learning, and Expansion Timeline

- The Board determined that its role for the expansion is to act as representatives of Wheatsville Owners, hold the GM accountable for operational performance, and develop our ownership/community.
- In the event of a lease or purchase negotiation: Dan would come with proposal, background info, projection info, and a sketch of the pro forma.
- The Board asked the General Manager to add a section to his monthly report specifically regarding additional stores.
- RMK reminded the Board that they should think two years out while planning.
- The Board discussed questions that Owners might have regarding the Board's process for leading Wheatsville.
- The Board considered the possibility of inviting respected business people to come and challenge their decision-making process in order to reinforce the process and gain more community support.
- Doug Addison reviewed the Bylaws 5.8 in brief. The Board decided to discuss this further over email due to time constraints.
- The Board needs to see other models of operations, and specifically wants to learn more about co-ops with multiple locations in one city in order to best lead Wheatsville in the BIG direction.
- Kate Vickery proposed having a "Wheatsville's BIG direction" column in each Breeze to prepare owners for Owner Gathering. The Board is enthused about the idea.

6. POLICY GOVERNANCE/COMMITTEE WORK

8:42 PM

Transparency & Trust: Communicating about WV Product Selection & Values

- RMK recapped the history of the product selection Breeze article from the August meeting.
- The Board discussed how product selection is always an important issue, but agreed that the incident in August was isolated and resolved to the owner's satisfaction making a Breeze article about product selection unnecessary at this time.
- A Straw Poll was taken which identified that the Board and Dan would like to see this article in the future but did not wish to create a formal directive.

Nominations Committee



Board of Directors Meeting Minutes March 2011

- Kate reviewed the Revised Nominations Committee charter in the board packet. The most substantive change is regarding the structure and chair requirements.
- Kate updated the group on pressing tasks of the Nominations Committee.

--Steven moved to approve the nominations charter in the Board packet page 46. RMK seconded the motion. Motion passed 7-0-0.

- The committee presented the nominations timeline for the upcoming election.
- The Committee reminded Dan of their requirements for an Election Coordinator.
- The Board discussed promotional activities of board candidates, and decided that candidates should be presented to Owners as a panel and not as individuals.
- The Board discussed the status of available store space on its internal Google site. Dan offered that Ryan Vanstone, Wheatsville's I.T. consultant, could be used to aid the Board in the site's development.
- The Board will have two vacancies by the end of this year and will be called upon to make big decisions. The Board and the Nominations Committee need to be mindful of both the importance of continuity and the need for certain expertise (*i.e.*, a real estate expert during the site search for a second location) during recruitment.

Co-op Think Tank

- RMK said meeting on March 8 with George Cheney was great and encouraged everyone to attend the next meeting.
- RMK stated that the Think Tank is integral to our work and/or the think tank could advance our work.

RMK moved to adjourn at **9:00pm**.

ACTION ITEMS

- None