

Wheatsville Board of Directors
March 2012 Meeting Agenda
Tuesday, March 27, 2012

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



TIME	TOPIC	ACTION
6:00 pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10 pm (5 min)	AGENDA REVIEW 2. CONSENT AGENDA: February Meeting Minutes B 3-Governance Cycle Monitoring Report Email Action to Create the 2012 Audit Committee GM Report	DISCUSS VOTE
6 :15 pm (1 min) (10 min) (15 min) (5 min) (4 min) (5 min) (15 min) (10 min) (10 min)	3. COMMITTEE WORK / GOVERNANCE Wheatsville Ends Why Co-op? Nominations Committee Audit Committee Austin Co-op Think Tank Committee CCMA D6- Staff Treatment and Compensation Monitoring Report Virtual Collaboration and Information Repository FY 2013 Board Budget	DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS VOTE DISCUSS DISCUSS
7 :30 pm	4. BREAK	
7:40 pm	5. SRATEGIC LEARNING Task Force Update and Next Steps (create committee)	VOTE
8 :10 pm	6. BIG DIRECTION ***EXECUTIVE SESSION*** Purpose: to discuss confidential/proprietary information related to real estate and finance.	DISCUSS
8 :55 pm	7. MEETING SUMMARY	
9 :00 pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



Board of Directors Meeting Minutes March 2012

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Kitten Holloway; Kate Vickery; Reyna Bishop; John Vinson; and Ellison Carter (arrived 6:33).

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrative Assistant*; Gabriella Palavicini Dominguez, Marcia Erickson

Absent: Steven Tomlinson, *Treasurer*, Mark Wochner

Call to Order

6:00 PM

1. OPEN TIME

Board Orientation on the 18th- Kitten is leading. Kate has a guide for the orientations which she will email to everyone.

Kitten notes that the FOG committee is to be formed this month.

Dan notes that the Board should avoid scheduling Board Orientations during Owner Appreciation Days in order to alleviate congestion.

Jim Jones' documentary is scheduled to be released in October. Kim Penna plans to organize a co-op workshop, a one-day session, in October.

Agenda Review

D6 needs to be discussed under Executive Session, which will be the last item before the break.

2. CONSENT AGENDA:

6:10 PM

February 2012 Meeting Minutes
B3- Governance Cycle Monitoring Report
Email Action to Create the 2012 Audit Committee
GM Report

--Kate moved to accept the consent agenda. Doug seconded the motion. Motion passed 6-0-0.

3. COMMITTEE WORK / GOVERNANCE, PART

6:10PM

Wheatsville Ends

The Board and guests recited the Ends.

Why Co-op? (6:11)

Each Director gave the answer to the questions "how is a co-op different from other forms of business? How is a co-op different from a non-profit?" They attempted to keep their answers at



Board of Directors Meeting Minutes March 2012

about 1 minute. Kitten emphasized the importance of honing in on words which keep coming up: empowerment, community, collaborative, voice.

Nominations Committee

Kate reported that during the most recent Board Orientation session Marcia indicated she'd be interested in serving on the Audit Committee. The participants also did a "Why Co-op" Exercise.

The NomCom would like to shelve the idea of a more thorough vetting process until next year. Instead they have some new questions for candidates with shorter limits to answer length to make it easier for owners to read the candidate information.

The Board discussed the timing around the application deadline of August 1st and the Election Issue of the Breeze, which will be available on September 1st.

The Board will vote on the application packet at the next meeting. Kate would like to add another orientation date in late June. She will send an email out to that effect.

For the next Breeze, Kate will write a "Run for the Board" article. Each Director will send Kate 50 words on why they love to serve!

Audit Committee

Steven has asked that we authorize him to enter into this agreement with the auditor.

---RMK moves that the Board authorize the treasurer to enter into an agreement with our Auditor as specified in the engagement letter. Doug seconds. 7-0-0

The Board discussed the timing of the Fall Owner Gathering. They will revisit the topic at a later date.

Austin Co-op Think Tank

Kate reported that several members of ACTT, including Gabriella, were at the Mayor's proclamation regarding the International Year of the Co-op. The Co-op Bash is this Saturday March 31st; it is a benefit for ACTT, NASCO, and Cooperation Texas. ACTT has a facebook page now.

CCMA

The Consumer Cooperative Management Association conference will be in Philadelphia June 14th-16th and the Directors were asked to decide whether or not they would like to attend as soon as possible, as space is filling up quickly.

Virtual Collaboration and Information Repository



Board of Directors Meeting Minutes March 2012

Doug explained to the Board some of the options available for online collaboration tools and data storage. The directors each explain their relationship to technology, and the way that they would like an online tool to work: to provide a community archive, aide in collaborative work, store communications in one place, and be easy to use.

FY2013 Board Budget

RMK reviewed Steven's draft Board Budget, noting that "Professional Fees" have gone up to account for the fact that there is a full audit this year, and communications (mailings) budget increased to match last year's costs.

The Board Budget will be in the April Meeting Packet to be voted on in Executive Session at the April Meeting.

D6- Staff Treatment and Compensation Monitoring Report

At 7:21 RMK moves that the Board enter into Executive Session with John Perkins, Beth Beutel, and Beth Ley to discuss personnel matters

The Board reviewed the preliminary results of the staff satisfaction survey. The report indicated a very high level of satisfaction amongst the co-op staff. The numbers indicate a significant increase in the last two years, and the staff satisfaction is very high compared with other co-ops.

Kate moves to accept D6 with great enthusiasm. Ellison seconds. 7-0-0.

4. BREAK

7:29 PM

5. STRATEGIC LEARNING

7:45 PM

Happy People (Reyna, Ellison, Mark)

Reyna presented the five strategic learning exercises proposed by the Happy People Task Forces.

Co-op Economy (Kitten, Steven, John Vinson)

Kitten and John Vinson presented the six exercises developed by the Co-op Task Force.

The other directors provided feedback that the exercises should focus on co-ops and co-op economy rather than operations level information about running a quality grocery store.

Local, Organic, Sustainable Food (Doug, Kate, RMK)

Doug presented the exercises for the LOS Food Task Force.



Board of Directors Meeting Minutes March 2012

Reyna suggests tapping Marla Camp to refer the Board to more experts who might be able to help them grow their understanding of sustainable food.

Strategic Learning Committee

Rose Marie Klee moves to form a Strategic Learning Committee to organize the work that has previously been done by the Board, and develop a program for Strategic Learning to take place during the meetings. The timeline is to meet before the April meeting and in the May meeting the program would launch. The committee will be RMK, Ellison, Kate, John Vinson, and Dan Gillotte. They will have no authority and no financial resources will be needed. 7-0-0.

6. BIG DIRECTION

8:16 PM

At 8:18pm, RMK moved to enter executive session to include Dan Gillotte, John Perkins, and Beth Beutel to discuss matters of proprietary information.

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

Purpose: to discuss confidential/proprietary information

7. MEETING SUMMARY

9:01 PM

RMK moved to adjourn at **9:03pm**.

ACTION ITEMS

- The Board will vote on the Application Packet and the Board Budget at the next meeting.
- The directors will send Kate 50 words on why they love to serve by Friday April 2nd.
- The Strategic Learning Committee will come to the next meeting with a draft plan for this year's Strategic Learning activities.
- Beth will send investor shareholder information from November's packet to the Directors.
- Dan to send final LOI to Board.
- Beth, Doug, and Dan will make a plan for demonstrating online collaboration tools for the Board.