

**Wheatsville Board of Directors**  
**April 2012 Meeting Agenda**  
**Tuesday, April 24, 2012**  
**6:00 – 9:00 pm @ Wheatsville meeting room, 3105 Guadalupe**



TIME	TOPIC	ACTION
<b>6:00 pm</b> (10 min)	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	<b>LISTEN</b>
<b>6:10 pm</b> (5 min)	<b>AGENDA REVIEW</b> <b>2. CONSENT AGENDA:</b> March Meeting Minutes B4 – Board Meetings Monitoring Report C1 – Unity of Control Monitoring Report D8 – Board Logistical Support Monitoring Report D1 – Financial Conditions and Activities Monitoring Report Q3 Financials GM Report FY 2013 Board Budget 2012 Nominations Packet	<b>DISCUSS</b> <b>VOTE</b>
<b>6:15 pm</b> (1 min) (14 min) (10 min) (0 min) (0 min) (20 min) (10 min)	<b>3. COMMITTEE WORK / GOVERNANCE</b> Wheatsville Ends Why Co-op? Nominations Committee Audit Committee Austin Co-op Think Tank Committee CCMA Strategic Learning Committee	<b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b>
<b>7:10 pm</b>	<b>4. BREAK</b>	
<b>7:20 pm</b> (40 min)	<b>5. STRATEGIC LEARNING</b> Strategic Learning Exercise	<b>DISCUSS</b> <b>DISCUSS</b>
<b>8:00 pm</b>	<b>6. BIG DIRECTION</b> <b>***EXECUTIVE SESSION***</b> Purpose: to discuss confidential/proprietary information related to real estate and finance.	<b>DISCUSS</b>
<b>8:55 pm</b>	<b>7. MEETING SUMMARY</b>	
<b>9:00 pm</b>	<b>ADJOURN</b>	

Benefitting Community \* Promoting Cooperative Economics \* Transforming Society



# Board of Directors Meeting Minutes April 2012

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer* (via phone); Kitten Holloway; Reyna Bishop; Mark Wochner; John Vinson; and Kate Vickery (8pm, via phone).

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrative Assistant*;

Absent: Ellison Carter

**Call to Order** **6:04 PM**

## 1. OPEN TIME

Beth informed the Board that she will be converting the archives to the new online tool, Backpack, by June 1<sup>st</sup>. She will also cease to email out packets and other Board materials, she requests that anybody needing assistance learning how to use Backpack set up a time with her to learn.

Dan Gillotte and John Perkins enter 6:06

## Agenda Review

No changes were made to the agenda.

**2. CONSENT AGENDA:** **6:10 PM**

- B4 – Board Meetings Monitoring Report
- C1 – Unity of Control Monitoring Report
- D8 – Board Logistical Support Monitoring Report
- D1 – Financial Conditions and Activities Monitoring Report
- Q3 Financials
- GM Report
- 2012 Nominations Packet

--Kitten pulled the Board Budget. Mark pulled the March Meeting Minutes. Reyna moved to accept the consent agenda. Doug seconded the motion. Motion passed 7-0-0.

## March Meeting Minutes

There is a Typo under Board Budget where it says, FYE2103 instead of FYE 2013.



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Mark moves to accept with the correction under the Board Budget section. Kitten seconds. Motion passed 6-0-1.

## Board Budget FYE2013

Steven noted that the only change made to the proposed board budget since the last meeting was the cost of the Administrative Assistance. After discussing the possibility of currently unanticipated needs, the Board increased the budget for Administrative Assistance & Meeting Facilitation by \$500 per quarter to provide a buffer.

Steven finds a typo, noting that the 3<sup>rd</sup> column from the right should say FYE2013.

Steven moved to adopt the Board Budget for FYE13 of \$62,435. RMK seconds. Motion passes 7-0-0.

RMK thanked Steven for his hard work putting the Budget together.

## 3. COMMITTEE WORK / GOVERNANCE, PART 6:19 PM

### Wheatsville Ends

The Board recited the Ends in unison.

### Why Co-op

The Directors and Dan Gillotte each gave their one-minute answer to the question "Why Co-op?"

### Nominations Committee

The Board discussed the recruiting season for the Nominations Committee. The Board discussed social media strategies and clarification of the name of the sessions in order to get prospective candidates to attend the currently named "What the Heck Does the Board Do" information sessions.

In the event that someone wishes to be a candidate but is not able to make any of the dates, the Nominations Committee will do as they have in the past, and schedule an additional session when the prospective candidate is available.

John, Ellison, and Kitten are up for re-election.

### Audit Committee



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No Updates

## Austin Co-op Think Tank Committee

George Cheney, formerly of UT, now at Kent State, is looking for a co- Principal Investigator to do research on the benefit of cooperatives.

RMK reports that there hasn't been a meeting of ACTT since February.

## CCMA

The directors discussed their ability to attend CCMA. Beth will register participants on May 10<sup>th</sup>.

## Strategic Learning Exercise

RMK shared the Strategic Learning Plan that Strategic Learning Committee developed for the next three months. One of the long form exercises is to read a book on cooperative economics. The Board decided that they want to obtain both, then decide which one to read first.

**4. BREAK** 7:17 PM

**5. STRATEGIC LEARNING** 7:30 PM

The Board watched a segment of the film the Future of Food in which Michael Pollan answers the question can organic food really feed everyone considering its higher cost and lower production. The Board discussed the segment and what most stood out to them. The Board brainstormed an idea to have a long-form strategic learning session on the history and transformation of the Farm Bill.

The Board reviewed a slideshow by Rose Marie Klee entitled "Sustainability Pop-Quiz" with definitions for words like local, organic, free range, etc. from the Lexicon of Sustainability Project.

**6. BIG DIRECTION** 8:05 PM

RMK moves to enter into executive session including Dan Gillotte, John Perkins, and Beth Beutel to discuss matters of a proprietary nature: financial and real estate.

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

**Purpose: to discuss confidential/proprietary information**



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Dan outlined milestones for which the Board needs to be prepared. The Board let Dan know what kind of information they need in order to feel confident giving approval.

At 9: 04 pm RMK moved to end executive session.

RMK moved to adjourn at **9:05pm**.

## ACTION ITEMS

- RMK will draft a resolution with assistance from Jimmy Robertson to allow Dan to enter into a lease.
- All to read Dan's article in the May issue of the Breeze regarding the BIG Direction.
- Mark to send out Leadership Circle Spreadsheet to request that people reach out to their contacts.
- Kate, Dan, Raquel to create a schedule for social media.
- Beth to set automatic reminders in Backpack to direct Kate/Dan to coordinate social media blasts.
- Beth to ensure that the Nominations Committee email includes all members of the committee, plus John Vinson and RMK.
- Beth to put Candidate Application Packet on website.
- Beth to buy the two Co-op Economy Strategic Learning books, copies for everyone on the Board & Dan, asking who needs what book via WriteBoard.
- Beth and Kitten to meet for a Backpack Orientation.
- Dan to send Board the NCGADC's sales forecast vs. actual during renovation.

## Parking Lot

- Board Social idea: watch the Future of Food together.
- Strategic Learning Exercise: the History and Transformation of the Farm Bill.