

Wheatsville Board of Directors
June Meeting Agenda
Wednesday, June 30, 2010

6:00 – 9:00 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: April meeting minutes May meeting minutes B6 – Officer's Roles C3 – Delegation to the General Manager D.8.1 – Board Logistical Support GM Report	DISCUSS VOTE
6:15pm (45 min) (15 min)	3. POLICY MONITORING A - Ends D9 – Emergency GM Succession	VOTE VOTE
7:15pm	4. BREAK	
7 :25pm (5 min) (5 min) (0 min) (20 min)	5. COMMITTEE WORK/STRATEGIC LEARNING Audit Committee Nominations Committee Policy Committee Bylaws Learning Discussion	DISCUSS DISCUSS N/A DISCUSS
7 :55pm (15 min)	6. GOVERNANCE Highlights from the 2010 CCMA Conference ***EXECUTIVE SESSION***	DISCUSS
(45 min)	Purpose: to discuss the Black Star Co-op Investment Request	DISCUSS
8 :55PM	7. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Jennifer Lueckemeyer, *Board Administrative Assistant*; Mark Wockner of *Black Star Co-op* and potential Board candidate; Steven Yarak of *Black Star Co-op*; Liz Anderson and Reyna Bishop (*potential Board candidates*)

Absent: none

Call to Order

6:00 PM

1. OPEN TIME

Introductions.

Mark and Steven thanked everyone for coming to last week's Black Star Co-op meeting and extended an invitation for future visits and meetings.

Dan reintroduced the resolution about the 401k adjustments and asked the Board to take action.

Agenda Review

6:10 PM

The agenda was modified as follows:

- Add discussion of 401k resolution immediately before policy monitoring discussion

2. CONSENT AGENDA

D.8.1 – Board Logistical Support was pulled from consent agenda for further discussion.

- April meeting minutes
- May meeting minutes
- B6 – Officer's Roles
- C3 – Delegation to the General Manager
- GM Report

No changes to consent agenda.

--Lee moved to approve the consent agenda, Kitten seconded the motion. Motion passed 8-0-0.



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3. 401K RESOLUTION

--Steven moved to authorize Lee, the Secretary, to sign the Board resolutions on behalf of the Board for bringing our 401k plan up to compliance per our administrators' recommendations. RMK seconded the motion. Motion passed 8-0-0.

4. POLICY MONITORING

6:15 PM

A - Ends

- The Board congratulated Dan for monitoring the new Ends policies for the first time!
- Dan reported that it was exciting, interesting, and cool to have Ends that are manageable and easier to monitor. He noted that the monitoring is an iterative process that will evolve. Future monitoring reports will include more data, metrics for measuring success, and timeline benchmarks.
- Board discussed their thoughts about the monitoring report and offered Dan suggestions for future reporting. Main topics discussed included:
 - This report is about progress over the past year. The Business Plan is the place where Operations staff looks forward.
 - Definitions of the words in the policies versus the concepts of the policies.
 - John noted that, from a staff perspective, it was nice to see interplay between staff, Board, and operations in this report and it's wonderful to get the staff engaged in the Ends policies.
 - Steven asked the Board to think about whether Dan was picking the right measures, initiatives, and projects to represent progress and if those are what we have in mind when we say "these values should drive our business".
 - Board is looking forward to sharing the monitoring results with owners in the annual report.
 - RMK asked Board to keep this in mind possibly as a framework for the Ends: What benefit, for whom, and at what cost?
 - May want to consider refining the Ends interpretation and monitoring component.
 - Dan reviewed aloud the report's highlights and the Board celebrated in the accomplishments!
- Board asked Dan to monitor the Ends policies again for September 2010 meeting.

--Steven moved to accept the Ends monitoring report as presented by Dan. RMK seconded the motion. Motion passed 8-0-0.

D9 – Emergency GM Succession



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- Board discussed interpretation of the “interim successor” as one person or a team of persons and noted that there is a possible conflict in the policy.
- Board decided to not take action on this today and instead will schedule a separate meeting to discuss further.

D.8.1 – Board Logistical Support

- Board requested more interpretation and more/better data in next month’s report.
- No action taken.

5. BREAK

7:17 PM

6. COMMITTEE WORK / STRATEGIC LEARNING

7:25 PM

Audit Committee

- Bruce Mayer at Wegner LLP, our CPA, has been working with operations staff on the audit. He will be in Austin the week of August 9 and the Board will meet with him.

Nominations Committee

- 3 possible Board candidates are in attendance at this meeting!
- There are two more orientation sessions: July 13 at 6pm and July 17 at 1pm.
- Applications are in the store and promotion is happening in the store, the Breeze, and in Dan’s weekly emails.
- Board will appoint our election coordinator at the next meeting.
- No additional nominations committee meetings are scheduled at this time.

Bylaws Learning Discussion

- RMK reminded the Board that a major overhaul of bylaws occurred in 2008 and that the bylaws can only be amended by Owners via ballot vote. The bylaws speak to the rights and responsibilities of the Ownership, and there is a hierarchy of governing documents. Knowing what the bylaws say is important so we don’t break them! Policies can’t contradict the bylaws – bylaws are above policies.
- RMK led discussion of the Certificate of Formation and highlighted important items:
 - Official name is Wheatsville Co-op.
 - Article IV Purpose includes boilerplate wording and is intentionally broad.
 - Article V – the name of the registered agent should be updated with the Secretary of State but the official Certificate of Formation does not need to change reflect a change of agent.



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- Article VII includes the original founders of Wheatsville. Note: Jim Jones was inducted into Co-op hall of fame and is having retirement party in Austin later this year.
- Article VIIIB is about member shares (not investor shares).
- Article IX only applies to when/if the Co-op were to dissolve. This “winding up” would involve liquefying assets in the order outlined in this article. One important note is that “D” includes retained patronage – patronage dividends are returned before paid-in ownership equity (item “E”).
- Articles X and XI – Directors should care about these, in particular.
- Next time, the Board will discuss bylaws and preface.

7. GOVERNANCE

7:58 PM

Highlights from the 2010 CCMA Conference

- CCMA was held this year June 10 – 12, 2010, in Bloomington, Indiana. Four Board members and Dan Gillotte attended and shared their conference highlights and most important learning experiences.
- Wheatsville received the Howard Bowers Award for Cooperative Excellence at CCMA. It is one of several awards given out at CCMA and it is the most prestigious. To win, a coop must be nominated and then vetted by a committee. Wheatsville was nominated by 8 or so GMs of food co-ops, as well as Marilyn Scholl (CDS) and Walden Swanson (CDS).
- Lee – 2 major themes of sessions: 1) board culture and leadership, 2) Co-op collaboration. He is very proud of our Board and would like to investigate cooperative development centers.
- Kate – two most important things: 1) it was great to be amongst smart, motivated, passionate people, and 2) our board culture is awesome! Take home themes included: horizontal and vertical integration; collaboration amongst coops; what it means for us to be a part of a cooperative community; and patterns of growth.
- Theron – seemed timely for us to go to CCMA and be a part of the discussions that were happening because they were around growing the cooperative economy. It was exciting to talk to other people about our collaboration with Black Star Co-op and A+ credit union. Loves the idea of a cooperative summit. The award was a highlight. When CCMA comes around to the central corridor, would love to bring it to Austin.
- RMK – highlight was winning the Howard Bowers Award for Cooperative Excellence and getting to see Dan in action and how awesome he is! Our Board is awesome. We have to be grateful about where we are now. It was great to see our Board members bond.
- Dan – “winning the award was highlight of my professional career”. We haven’t always been excellent but we got there because we wanted to. Liked hearing accolades for RMK!



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We have some things to share because the Board has stepped up – they can do this because we don't have to worry about operations.

- The date for next year's CCMA has not been announced but it is usually the second weekend in June. It will take place West of the Rockies.

EXECUTIVE SESSION

Black Star Co-op Investment Request

RMK thanked all guests for attending today's meeting and encouraged the potential Board candidates to come to another Board meeting and speak with Kate if they had any questions about the application or nominating process.

Board made disclosures regarding Black Star Co-op: RMK is a member and investor of Black Star Co-op. Dan, Theron, and Doug are members of Black Star Co-op.

Board entered into executive session at 8:16pm and included Dan Gillotte, John Perkins, and Jennifer Lueckemeyer.

Board came out of executive session at 9:11pm.

8. HOUSEKEEPING / CLOSING ITEMS

9:12 PM

- not discussed

RMK moved to adjourn at **9:12 pm.**

ACTION ITEMS

- Board shall send Dan any comments they have about the Ends monitoring report.
- Board will further discuss D9 Emergency GM succession and the interpretation of "interim successor" as one person or a team of people.
- Dan will re-monitor Ends policies again for September 2010 meeting.