

**Wheatsville Board of Directors**  
**June 2012 Meeting Agenda**  
**Monday, June 25, 2012**  
**6:00 – 9:00 pm @ Wheatsville meeting room, 3105 Guadalupe**



TIME	TOPIC	ACTION
<b>6:00 pm</b>	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	<b>LISTEN</b>
<b>6:10 pm</b>	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> May Meeting Minutes B6 – Officer's Roles Monitoring Report C3 – Delegation to the GM Monitoring Report GM Report	<b>DISCUSS</b> <b>VOTE</b>
<b>6:15 pm</b>	<b>4. GOVERNANCE</b> (1 min) Wheatsville Ends (25 min) A – Ends Monitoring Report (19 min) CCMA – 2012 Recap + 2013 in Austin, TX! (20 min) Mid Year Board Evaluation (5 min) Co-op Vote (5 min) Proposed Revisions to Ends Monitoring Schedule	<b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>VOTE</b> <b>VOTE</b>
<b>7:30 pm</b>	<b>5. BREAK</b>	
<b>7:40pm</b>	<b>6. COMMITTEE WORK</b> (5 min) Nominations Committee (0 min) Audit Committee (14 min) Fall Owner Gathering Committee (1 min) Austin Co-op Think Tank Committee (0 min) Strategic Learning Committee	<b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b> <b>DISCUSS</b>
<b>8:00 pm</b>	<b>7. BIG DIRECTION &amp; FY 2013 BUSINESS PLAN</b>  <b>***EXECUTIVE SESSION***</b> <b>Purpose: to discuss confidential/proprietary information related to business planning, real estate, and finance.</b>	<b>DISCUSS</b>
<b>9:00 pm</b>	<b>8. ADJOURN</b>	

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Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer*; Kitten Holloway (6:20pm-9:00pm); Reyna Bishop; Mark Wochner; John Vinson; Ellison Carter via Skype; and Kate Vickery.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager* (6:02-8:59pm); Beth Beutel, *Board Administrative Assistant*; and Debra Phillips, *Owner*.

Absent: none.

**Call to Order** **6:00 PM**

**1. OPEN TIME**

John enters 6:02pm

Dan, Reyna, Doug, and Rose Marie updated the Board on their meeting with Nathan Wilkes and several of the Board members. All found it to be a very positive experience to have such an in-depth conversation about growth with a highly engaged Owner.

Kate congratulated RMK on her interview with the Austin iLab radio show.

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

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

B6 – Officer's Roles Monitoring Report  
C3 – Delegation to the GM Monitoring Report  
GM Report

RMK pulled the May 2012 Meeting Minutes.

--Kate moved to accept the consent agenda. Doug seconded the motion. Motion passed 8-0-0

--RMK moved to approve the May Meeting Minutes as amended. Steven seconded. Motion passed 8-0-0.

**4. GOVERNANCE** **6:13 PM**

**Wheatsville Ends**

The Board recited the Ends Policies in unison.

Beth is to add the Ends policy to the footer of the Agenda.



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## A-Ends Monitoring Report

Dan presented the End Monitoring Report showing progress toward Operations' shorthand definitions for Wheatsville's Ends: more happy people, more co-op economy and more local/organic/sustainable food and thanked Beth and all the Wheatsville staff who worked on the Ends Report. The Board discussed the various metrics used in the Ends Report.

The Board moved to accept the Ends Monitoring Report with overwhelming praise. Motion passed 9-0-0.

## CCMA 2012 Recap and CCMA in Austin 2013

Dan, Rose Marie, Doug, and Kate reported about their experience at the CCMA conference, the various sessions they attended, and what they learned.

At CCMA, it was announced that the Cooperative Grocer Information Network and Cooperative Grocer magazine will be merging.

The CCMA conference will be in Austin June 6-8, 2013 at the Hyatt on Town Lake at the intersection of Congress and Barton Springs Road. Wheatsville will be responsible for finding the location of the Saturday evening party and for organizing tours and providing tour guides on Thursday.

## Mid-Year Board Evaluation

The directors updated the Board about progress on their personal Board goals for the year.

## Co-op Vote

RMK presented the proposal for the 2012 Co-op Vote to begin on September 1 and end at 5:30 p.m. on November 1.

Mark moved to approve the proposed schedule for the 2012 Co-op vote, for the proposed vote items and for staff Ownership Coordinator, Gabriel Gallegos, to serve as Vote Coordinator. John seconded. Motion passed 9-0-0.

## Proposed Revisions to Ends Monitoring Schedule

The Board discussed Dan's proposal to reschedule annual Ends Policy monitoring to October, six months after Operations' annual Business Planning process. Dan explained that his proposal is



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based on the advice of Board consultant Mark Goehring. RMK thanked Dan for writing this proposal since the Board has discussed it for several years.

Dan asked the Board to accept progress towards the second store as sufficient progress on Ends, since with the schedule change there will not be an Ends report before the August 2013 review. The next Ends Policy monitoring report would be provided to the Board in October 2013.

Kitten moved to approve the proposed change in the Ends policy monitoring schedule. Steven seconds. Motion passes 9-0-0.

**5.BREAK** 7:38 PM

**6.COMMITTEE WORK** 7:48 PM

## **Nominations Committee**

Kate distributed a summary of the upcoming election, noting major milestones, including the notification of election a minimum of 14 days prior to the election's start. There was a notification of the new election schedule (September – November) in the June issue of the Breeze.

## **Audit Committee**

There will be a pre-audit conference call with Bruce Mayer on August 2<sup>nd</sup>.

Steven asked the Board to send him any audit questions for the conference call by July 23. Bruce will be here for one week in August. We should then get the results on the same schedule as last year (early October). RMK reports that Bruce will attend the Wheatcast on August 21<sup>st</sup>.

## **Fall Owner Gathering Committee**

Reyna updated the Board on the Fall Owner Gathering planning, including the proposed site: Vuka. The committee would like FOG to be more festive and better attended. The FOG Committee meeting will focus on content, any ideas can be emailed to Reyna for consideration.

The FOG Committee plans to invite participants from the owner forums and Board information sessions to volunteer on the committee.

## **Austin Co-op Think Tank Committee**

Red Rabbit will be speaking at next ACTT meeting to take place on June 27. ACTT will also be discussing official organization of ACTT: trade organization, non-profit, or cooperative. The Cooperation amongst Cooperatives Conference is tentatively scheduled for October 26-27.



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## 7. BIG DIRECTION& FYE 2013 BUSINESS PLAN

8:15 PM

At 8:15 pm, RMK moved to enter into Executive Session, with Dan Gillotte, John Perkins, and Beth Beutel to discuss matters of a proprietary nature.

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

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

At 8:59 RMK moved to exit executive session.

RMK moved to adjourn at **8:59pm**.

### ACTION ITEMS

- Beth to send info on owner transaction percentage to Board.
- Beth to amend Agenda to include Ends Policy.
- Nominations & FOG Committee to get information to Aldia for FOG “Save the Date and Remember to Vote” card.

### PARKING LOT

- Dan and John to investigate feasibility of calculating Wheatsville’s cost inflation.