

**Wheatsville Board of Directors
July Meeting Agenda
Tuesday, July 26, 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 (5 min) | AGENDA REVIEW 2. CONSENT AGENDA: June 2011 Meeting Minutes Monitoring of Policies: B6, C3, B7, D1, D2 General Manager's Report 4 th Quarter Financials | DISCUSS VOTE |
| 6:15pm (20 min) | 3. Monitoring A Policies- Ends | DISCUSS VOTE |
| 6:35pm (10 min) | 4. Nominations Committee | DISCUSS |
| 6:45pm (5 min) | 5. Annual Review Committee Appoint committee to be lead by Treasurer | DISCUSS VOTE |
| 6:50 (15 min) | 6. Fall Owner Gathering | DISCUSS VOTE |
| 7:05 (5 min) | 7. BREAK | |
| 7:10 (5 min) | 8. Governance Disaster Recovery Plan | VOTE |
| (10 min) | NCGA Agreement | VOTE |
| (5 min) | GM Evaluation Prep | DISCUSS |
| (5 min) | Employee Bonus Plan | VOTE |
| (5 min) | Vote to Conduct Election | VOTE |
| (10 min) | Board of Director's Compensation | DISCUSS |
| (15 min) | Farewell to Lee | DISCUSS |
| (5 min) | Elect Secretary | VOTE |
| (10 min) | ACTT Update | DISCUSS |
| 8:20 | 9. Adjourn | |

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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Present: Rose Marie Klee, *President* Steven Tomlinson, *Treasurer* (via phone 8pm- 8:20pm); Lee Blaney, *Secretary*; Theron Beaudreau; Kitten Holloway; Reyna Bishop; Mark Wochner; and Doug Addison.

Also Present: Dan Gillotte, *General Manager*; John Perkins (until 8:25 pm), *Finance Manager*; Beth Beutel, *Board Administrative Assistant*; Raquel Dadomo, *Brand Manager*; Prospective Board Candidates: John Vinson, Christina Fenton, Robyn Ross, Jim Walker, Christopher Demers, Nancy Mims, Melissa Bryan, Andrei Lubomudrov (until 8:27 pm)

Absent: Kate Vickery

Call to Order **6:00 PM**

1. OPEN TIME

RMK initiates a short round of introductions for everyone, including the prospective candidates, and thanks candidates for their interest and encourages them to continue to attend to Board Meetings.

AGENDA REVIEW **6:10 PM**

- Add time to introduce Brand Manager
- Remove Vote from Disaster Recovery Plan
- Shorten Nominations Committee time by ten minutes
- Add five minutes to break

Introduction of Brand Manager, Raquel Dadomo

- Dan introduced Raquel Dadomo as Wheatsville's new brand manager. She will take on the marketing work — such as events, donations, promotions, and advertising — that has been handled piecemeal by various managers. Raquel will be part of the management team.
- Raquel told us about herself and her background and said that she intends to come to all of the Board Meetings in order understand the Board's message and communicate it to Wheatsville's Owners.

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

- June 2011 Meeting Minutes
- Monitoring of Policies: B6, C3, B7, D1, D2
- General Manager's Report
- 4th Quarter Financials



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

3. MONITORING A POLICIES- ENDS

6:22 PM

- Dan says that the report is a starting point, and that he plans to add more data to future reports. Dan expressed interest in doing semi-annual Ends progress check-ins, to keep operations and the Board focused on Ends.
- RMK commended Dan's work, and expressed appreciation that Dan listened to the Board's advice about producing a report that is concise and can be read and understood by anyone.
- Other Board members complimented the report's quality and use of baseline data, while also questioning definitions of terms such as "sustainability" and "easy access." Dan acknowledged that some data are difficult to gather but he intends to keep trying with future Ends reports.
- RMK concluded that Board should distinguish outcomes from means or programs to achieve that outcome. When discussing happiness, and other intangibles, the Board needs objective metrics. Last year, Dan's Ends reports included a lot of information about our programs, this year he excluded that information for that reason.

-- The entire Board motions to accept the Ends report, Lee Blaney seconds, Motion passed 7-0-0.

4. NOMINATIONS COMMITTEE

6:43 PM

- Nominations Committee intends to meet in early August, as the Breeze deadline to publish Candidate responses is August 10th.
- Kitten suggests that the Board might want to put more language in the committee charter regarding procedures for appointing interim directors.

---RMK motions to amend the Nominations Committee charter to include following up on the conversation that the full Board had on July 20th and reporting back to the Board at the September meeting. Kitten seconds. Motion passed 7-0-0.

5. ANNUAL REVIEW COMMITTEE

6:51 PM

--- RMK motions to form a committee that follows By-law 4.3. Steven shall chair the committee with Doug and Mark also on the committee. Other owners may be on the committee if deemed appropriate by the chair. Mark seconds, motion passes 7-0-0.

6. FALL OWNER GATHERING

6:55 PM

Kitten volunteers to chair the committee, and states that she intends to recruit owners.



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- The Board discussed the following themes for the Owner Gathering: Wheatsville's BIG Direction, Austin Co-op Think Tank, the question: "Why Co-op?," and Growing the Co-op Economy.
- The Board also brainstormed about possible guest speakers for the Owner Gathering.

---RMK motions to create Fall Owner Gathering committee whose charge is to develop ideas and recommendations for the Board and consider, such as the date and other logistics, with Kitten Holloway as the chair, to include Reyna Bishop, Raquel Dadomo, Jim Walker, and others as may be deemed as appropriate by the chair. Reyna seconds, motion passes 7-0-0.

7. BREAK **7:08 PM**

6. GOVERNANCE **7:15 PM**

DISASTER RECOVERY PLAN **7:15PM**

- John explains that the Disaster Recovery Plan is still a work in progress and that Wegner CPA will review it as part of the annual financial review, which is currently underway.
- The Board discussed ways to follow up and evaluate whether their request for a Disaster Recovery Plan as prescribed by Wegner in 2010 have been fulfilled. Theron suggests that as long as we get approval from Wegner on the Disaster Recovery Plan, then the Board shouldn't need to spend more time on it.
- Dan proposes that operations report back to the Board in a month with a more specific recommendation from Wegner, as well as a time-frame in which operations can provide a completed Disaster Recovery Plan for the Board.

NCGA AGREEMENT **7:25 PM**

- The Board has read and understands the draft contract that Wheatsville wishes to enter into with NCGA-DC.
- The Board discusses the level of specificity with which they want to engage the GM and operations regarding contracts with third parties.
- Dan explains that NCGA-DC's expertise in real estate contracts, and site selection, etc. will benefit Wheatsville. He likes NCGA DC's approach; they only get paid when the project is done.
- RMK says hiring NCGA-DC will allow Wheatsville to rely on a common expertise shared among co-ops.
- Dan explains that providing the Board with the NCGA-DC information shows that he's done his due diligence in regards to the contract.



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---Theron moves that the Board authorize the General Manager to enter into an agreement with National Cooperative Grocers Association Development Cooperative that is substantially similar to the one in the July 2011 Board Packet, and that the Board shall receive a copy afterwards. Motion Passes 6-0-1

GM EVALUATION PREP

7:40 PM

- The Board will conduct its annual GM evaluation at the August Board meeting
- A compilation of monitoring reports will be provided to the Board prior to the August meeting
- At the 2010 evaluation, the Board discussed having a multi-year salary plan, or a multi-year contract. RMK confirmed that Dan is still interested in this possibility.
- Directors should inform RMK if they have any questions or goals they wish to discuss.

EMPLOYEE BONUS PLAN

7:45 PM

An informal vote is taken to ask whether Dan should be included in the Employee Bonus Plan. All present Board members vote "thumbs up."

VOTE TO CONDUCT ELECTION

8:10 PM

---RMK moves pursuant to bylaw 3.3.1 the board initiates a co-op vote to include the board candidates and Community Action Wednesday, to run on the typical timeframe in the fall, with exact dates to be determined by email in advance of the August 10th Breeze deadline. Kitten seconds 7-0-0

Lee brings up that we need a Vote Coordinator and someone to oversee the Vote Coordinator that is not the Secretary, Doug, who is up for re-election

BOARD OF DIRECTOR'S COMPENSATION

7:50 PM

- RMK reminds the Board of the history with this issue, and Dan reminds the Board that any decision made will apply to the Directors in 2012.
- The Board recalls the difficulty reaching consensus when the issues was previously discussed and all agreed about the need for more discussion.
- RMK would like several directors to take on some learning regarding Board compensation.
- Dan says that we would need to have a decision by October meeting to publish by the December Breeze.

BOARD CONSULTANT WILL BE IN AUSTIN IN LATE AUGUST

7:55PM



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- Mark Goehring will be here for the August Board meeting, AND will be spending some quality time with Dan, and can be available a few other times for the Board.

FAREWELL TO LEE

8:00 PM

- The Board members, Dan and John share memories about Lee Blaney and thank him for his service on the Wheatsville Board.
- Lee thanked the Board for their comments, and said that it's great to hear so many wonderful comments right as he's about to defend his dissertation. Lee thanks them for the experiences they've shared, and for helping him grow and transition from being a student to being a professional.

ELECT SECRETARY 8:23 PM

---Lee motions to elect Doug secretary. Steven, Mark, Reyna, Rose Marie, Kitten, Kate and Theron second. Motion passes 7-0-1, with Doug abstaining.

The call with Steven ends.

AUSTIN CO-OP THINK TANK UPDATE

8:24 PM

RMK updates the Board on ACTT's developments and recent discussions and supports Dan including ACTT in Ends reporting.

RMK moved to adjourn at 8:33pm.

ACTION ITEMS

- After vacation, Dan will respond to Kate's notes
- Fall Owner Gathering Committee to report at next meeting
- Dan will include in the board packet for August a report from Bruce Wegner, CPA, regarding the Disaster Recovery Plan
- Board to email RMK with questions or comments around goals and aspirations for GM review.