

# Wheatsville Board of Directors

## July 2012 Meeting Agenda

Tuesday, July 31, 2012

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



TIME	TOPIC	ACTION
6:00 pm	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	LISTEN
6:10 pm	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> June 2012 Meeting Minutes B7 – Board Committee Principles Monitoring Report D2 – Business Planning and Financial Budgeting Monitoring Report D1 – Financial Conditions and Activities Monitoring Report GM Report Proposed Changes to Owner Administration Guidelines 4Q Financial Statements	DISCUSS VOTE
6:15 pm	<b>4. GOVERNANCE</b> (1 min) Wheatsville Ends (19 min) Why Co-op? (What do cooperatives have to do with democracy?) (10 min) Endorsement request (10 min) GM Evaluation preparation	DISCUSS DISCUSS VOTE DISCUSS
6:55pm	<b>5. COMMITTEE WORK</b> (20 min) Nominations Committee (15 min) Audit Committee (0 min) Review Committee (10 min) Fall Owner Gathering Committee (1 min) Austin Co-op Think Tank Committee (9 min) Strategic Learning Committee	DISCUSS DISCUSS DISCUSS VOTE DISCUSS DISCUSS
7:50pm	<b>6. BREAK</b>	
8:00 pm	<b>7. BIG DIRECTION</b>  ***EXECUTIVE SESSION*** <b>Purpose: to discuss confidential/proprietary information related to business planning, real estate, and finance.</b> ***END EXECUTIVE SESSION**  Authorize GM to enter into agreement with Architect, Construction Manager at Risk	DISCUSS VOTE
9:00 pm	<b>8. ADJOURN</b>	

Wheatsville will be at the forefront of a transformed society that has:

- a thriving community centered on hospitality, kindness, and generosity
- a robust cooperative economy
- easy access to sustainable, healthy food solutions



# Board of Directors Meeting Minutes July 2012

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer*; Reyna Bishop via Skype (6:00-7:34pm); Mark Wochner; John Vinson; Kitten Holloway (6:06-9:42pm); Kate Vickery via Skype (6:00-7:05pm); and Ellison Carter via Skype (6:52-9:42pm).

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrative Assistant*; and Owners: Christina Fenton, Marcia Erickson, William O'Rourke, Robert Morgan, David Woodruff, and Amanda Bergstrom (6:13-7:43).

Absent:

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

## 1. OPEN TIME

RMK attended the Soil & Water Conservation Society Conference, which included a cool talk on ecological farming.

Mark will upload the recordings from Thursdays learning session to Backpack. Dan wants to discuss the presentations from the learning session during executive session.

**2. AGENDA REVIEW** **6:08PM**

No changes were made to the agenda.

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

June 2012 Meeting Minutes

B7 – Board Committee Principles Monitoring Report

D2 – Business Planning and Financial Budgeting Monitoring Report

GM Report

4Q Financial Statements

--Mark pulled D1 – Financial Conditions and Activities Monitoring Report

--RMK pulled Proposed Changes to Owner Administration Guidelines

--Steven moved to accept the consent agenda. Mark seconded the motion. Motion passed 8-0-0

Mark asked a clarifying question about D1.

Mark moved to accept the D1 Financial Conditions and Activities Monitoring Report. John Vinson seconded. Motion passed 8-0-0.



# Board of Directors Meeting Minutes July 2012

RMK asked what the language change in the Ownership Administration Guidelines is intended to change. Dan and Beth clarified that the language is changed to be more permissive to allow the partners and children of Owners to get the owner deals and accrue patronage on their partner's or parent's membership but not be allowed to use the Owner Appreciation Discount or pick up the Patronage Rebate.

Steven moved to accept the Proposed Changes to the Owner Appreciation Guidelines. Kitten seconded. Motion passed 8-0-0.

## 4. GOVERNANCE

6:15 PM

### Wheatsville Ends

The Board recited the Ends Policies in unison.

### Why Co-op

The Board discussed the relationship between democracy and cooperatives. They noted that cooperatives are a place to practice democracy and learn citizenship on a small level with easy access to elected officials, that there is a high level of trust of leadership in cooperatives, and that local involvement is a way to rejuvenate our democracy.

The Board also discussed the relationship between democracy and the current state of the economy, noting that cooperatives teach people to be citizens rather than consumers.

### Endorsement Request

Dan Eckham, a Wheatsville Owner, contacted the Board requesting an endorsement. As per Policy B.9, John Vinson sponsored the endorsement of a City of Austin resolution to promote the regulation of the use of unlimited funds by corporations and other similar entities to influence elections in the United States.

The Board discussed the influence of money on U.S. elections.

John Vinson notes for full disclosure that Dan Eckham is affiliated with the Coffee Party Austin.

---John Vinson moved that the Board adopt the endorsement of the City of Austin Resolution. Steven seconded. Motion passed 8-0-0.

John Vinson will notify Dan Eckham that the Board has passed the endorsement.

### GM Evaluation Preparation



# Board of Directors Meeting Minutes July 2012

RMK led a review of the process. The Board states the expectations for the General Manager through the Board Policy. The Board has been monitoring his performance via the A and D Policy Monitoring Reports.

Beth Beutel will prepare a compilation of the General Manager's monitoring reports from July 1, 2011, to June 30, 2012, for Directors to review prior to the August GM evaluation meeting. Directors will send any questions to Dan in advance in order to ensure the additional meeting will be efficient.

## 5. COMMITTEE WORK

6:53 PM

### Nominations Committee

Kate updated the Board about the progress of the prospective candidates.

The Board discussed the scheduling of the confirmation meeting and decided that it will take place a few days or more after the election closes to allow Gabriel Gallegos, Vote Coordinator, time to count the ballots.

The Board affirmed their desire to encourage voting by tabling at the store during the election, with the dates to be determined.

Raquel Dadomo, Brand Manager will be taking video statements from the candidates on two dates, and those will be posted to the Wheatsville website at the start of the election.

### Austin Co-op Think Tank

The next meeting of ACTT is not scheduled yet. ACTT is partnering with NCBA on a co-op conference for Oct 26-27<sup>th</sup> with Jim Jones in attendance. At the "Fixing the Future" film screening held by Cooperation Texas, about a hundred people signed up for ACTT email list.

### Audit Committee

Steven circulated a document with questions that will be discussed with Bruce Wegner on a Thursday August 2<sup>nd</sup> conference call in order to provide guidance prior to the upcoming audit.

Steven is going to ask Bruce how to go about getting a professional opinion on the questions about growth in the event that Bruce does not feel qualified to answer.

### Review Committee



# Board of Directors Meeting Minutes July 2012

No update

## Fall Owner Gathering

Reyna updated the Board on the planning of the Fall Owner Gathering.

--Reyna moved to approve the 2012 Fall Owner Gathering on October 20<sup>th</sup> at VUKA from 7-11pm. Motion passed 8-0-0.

## Strategic Learning Committee

RMK led the Board in planning the methodology for discussing Democratizing the Economy by Gar Alperovitz.

Marcia recommends inviting local government officials to the Book Club in order to spread knowledge to those institutions.

For the August meeting, Paul McDermott from the Sustainable food policy Board will be coming. Other people from the community will be invited as well as staff. So the room may have to be set up differently.

RMK will ensure that an article or ad gets in the Breeze to encourage participation in the Democratizing the Economy Book Club.

**6. BREAK** **7:43 PM**

**7. BIG DIRECTION & FYE 2013 BUSINESS PLAN** **7:55 PM**

**At 7:55 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 9:35pm, RMK moved that to come out of executive session.**

RMK moved to authorize the GM to enter into an agreement with Antenora Architects not to exceed limits and other contractual terms as agreed upon during Executive Session. Mark Wochner seconded. Motion passed 7-0-0.



# Board of Directors Meeting Minutes July 2012

RMK moved to authorize the GM to enter into a Management at Risk contract with a Journeyman Construction not to exceed limits and other contractual terms as agreed upon during executive session. John Vinson seconded. Motion passed 7-0-0.

The Board is anticipating receipt of an updated pro forma as discussed, within the next two weeks, and before the next Board meeting.

The Board discussed what assumptions they had been operating under as far as updates to the pro forma in the face of large decisions. RMK asks that the directors think about which pieces of information from the pro forma might be the most important indicators so that the Board can feel that they have done their duty to verify that management is making sound decisions, without placing an undue burden of effort to produce documentation.

RMK moved to adjourn at **9:42pm**.

## ACTION ITEMS

- John Vinson will write an article about the endorsement of the City of Austin Resolution for the next edition of the Breeze.
- Beth will upload the Helm's workshop presentation to Backpack.
- Beth will upload the construction schedule to Backpack.
- RMK to invite Walden Swanson and Ann Hoyt to the Fall Owner Gathering.
- Steven will post the questions for Bruce on the Audit Committee page of Backpack.

## PARKING LOT