

**Wheatsville Board of Directors  
October Meeting Agenda  
Tuesday, October 26, 2010**



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

TIME	TOPIC	ACTION
6:00pm	<b>1. OPEN TIME</b> – for WV Owners to present any topic to the board	LISTEN
6:10pm	<b>AGENDA REVIEW</b> <b>2. CONSENT AGENDA:</b> September meeting minutes B9 - Endorsements Global C – Governance Management Connection 1 <sup>st</sup> Quarter Financials GM Report	DISCUSS VOTE
6:15pm	<b>3. POLICY WORK</b>	
(15 min)	D1 – Financial Condition and Activities	VOTE
(10 min)	D.8.1 – Board Logistical Support	VOTE
(15 min)	D4 – Ownership Rights and Responsibilities	VOTE
(20 min)	Ends Policy	VOTE
7:15pm	<b>4. COMMITTEE WORK</b>	
(15 min)	Fall Owner Gathering Committee	DISCUSS
(0 min)	Review Committee	N/A
(0 min)	Nominations Committee	N/A
7 :30pm	<b>5. BREAK</b>	
7:40pm	<b>6. GOVERNANCE</b>	
(10 min)	Follow Up on September Discussion of BOD Work	DISCUSS
(20 min)	Diversity at Wheatsville	DISCUSS
(25 min)	Board Compensation	VOTE
(20 min)	Bylaws Study	DISCUSS
8 :55PM	<b>7. HOUSEKEEPING/CLOSING ITEMS</b>	
9:00pm	<b>ADJOURN</b>	

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Present: Rose Marie Klee, *President*; Lee Blaney, *Secretary*; Steven Tomlinson, *Treasurer* (via phone 6:00-7:00, 7:25-9:13); Theron Beaudreau; Aditya Rustgi; Kate Vickery; Kitten Holloway; and Doug Addison.

Also Present: Dan Gillotte, *General Manager* (6:19-9:13); John Perkins (6:18-9:04), *Finance Manager*; Jennifer Lueckemeyer, *Board Admin Assistant*; Mark Wochner, *Board Candidate* (6:18-9:13).

Absent: none

## Call to Order

6:00 PM

### 1. OPEN TIME

John gave an update on the investor share redemption request discussed at the last Board meeting noting that other Wheatsville investor shareholders are going to buy the shares.

Kate gave a friendly reminder to everyone to write their articles for the December issue of the Breeze.

Kate is planning to coordinate with the Board candidates to “get out the vote” on certain Sundays between now and end of the vote in December.

RMK thanked everyone for stepping up to cover last month’s meeting.

## Agenda Review

6:10 PM

No changes.

### 2. CONSENT AGENDA

- September meeting minutes
- B9 - Endorsements
- Global C – Governance Management Connection
- 1st Quarter Financials
- GM Report

The GM report was pulled from the consent agenda for further discussion. The Board congratulated Dan and his staff for the record-breaking sales. The Board noted that the Breeze article copied in the GM report was well-written but it was not exactly what the Board had



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requested at the August meeting. The Board reiterated its request to Dan for an article that describes our product vetting process and how we weigh competing interests (*e.g.*, local versus organic); that article is expected in early 2011.

--Kate moved to approve the items on consent agenda. Lee seconded the motion. Motion passed 8-0-0.

## 3. POLICY WORK

6:15 PM

### D1 – Financial Condition and Activities

- The Board concurred that the new and improved D1 report met their expectations and requests for more data.
- The Board asked Dan specific questions about the report and gave feedback.

--Kitten moved to accept D1 monitoring report. Lee seconded the motion. Motion passed 8-0-0.

### D.8.1 – Board Logistical Support

- Dan reported compliance and commented that he and RMK met and cleared up the confusion surrounding this monitoring *report* quality versus *achievement of outcomes* specified.
- The Board is pleased with the achievement of outcomes.
- Dan will work with Mark Goehring to revise the monitoring report to contain a more objective description of compliance (*e.g.*, tables).

--Kate moved to accept the D.8.1 monitoring report. RMK seconded the motion. Motion passed 8-0-0.

--Lee moved to monitor D.8.1 at the December/January meeting. RMK seconded the motion. Motion passed 8-0-0.

### D4 – Ownership Rights and Responsibilities

- The Board discussed the one area (D.4.1.2) of non-compliance noted in the report but agreed with GM interpretation that notifying current owners about their equity being at risk was not necessary at this time.
- The Board suggested that the following information would strengthen the report: quoting original sources (*i.e.*, the IRS vs. Co-op Grocer), adding the D.4.2.1 information to next year's CPA engagement letter, and keeping the report specific to the last 12 months.



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--Kitten moved to accept the D.4 monitoring report. RMK seconded the motion. Motion passed 7-0-0.

## **Ends Policy**

- The Board was pleased with the report and thought Dan did a good job at connecting the Ends policies to the benefits conferred to owners. The Board also gave suggestions to Dan about report organization and data presentation.
- Dan noted that he is working with Mark Goehring to continue to improve monitoring of the new Ends policies. The next report (February, 2011) will be informal and will contain a description of the revision process.

--RMK moved to accept Ends policy monitoring report and asked Dan to provide an iterative process update in February 2011. Doug seconded the motion. Motion passed 7-0-0.

## **4. BREAK**

**7:15 PM**

## **5. COMMITTEE WORK PART I**

**7:25 PM**

### **Fall Owner Gathering Committee**

- The Board thanked Jennifer for organizing the food and handling the logistical work.
- The Board went through some last-minute logistics for the Fall Owner Gathering.

## **6. GOVERNANCE**

**7:39 PM**

### **Follow Up on September Discussion of BOD Work**

- RMK thanked everyone for stepping up their efforts at the September meeting when she was not there and she noted that she wants everyone on this Board to be prepared to be President!
- As discussed in September, the Board will have a work session to determine and discuss what we want to accomplish next year. RMK suggested that the BOD self-led orientation would be the most appropriate time for this discussion.

### **Diversity at Wheatsville**

- The Board discussed an email received from an Owner expressing concern about the lack of diversity in the Wheatsville staff. While the Board does not get involved in the staff hiring process, we are engaged in the governance-level question of the value of diversity. The Board decided to pursue further learning on this topic.



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## **Board Compensation**

- The Board agreed that the issue of Board compensation should be discussed once every year; per Wheatsville Bylaws, any changes to Board compensation need to be communicated to Owners via a Breeze article, and those changes would not take effect until the following year.
- The Board discussed various ways of financially compensating Board members including stipends, store discounts, and store gift cards, and other non-financial forms of compensation such as training, learning opportunities, and administrative assistance.

--Kitten moved to approve a stipend of \$3,600 for the Board President for 2011 in addition to the regular 10% store discount for Board Directors. Steven seconded the motion. Motion passed 5-1-2.

Note: no changes were made to the compensation package for other Board Directors; hence, the only compensation Board Directors will receive in 2011 will be the 10% store discount. Directors who are Wheatsville staff members receive a 20% store discount.

## **7. HOUSEKEEPING / CLOSING ITEMS**

RMK moved to adjourn at **9:13pm**.

## **ACTION ITEMS**

- Kate will coordinate 'get out the vote' Sunday gatherings with Board candidates.
- Dan will present the new format for the D.8.1 monitoring report at the Dec/Jan meeting.
- Dan will send the Board the "Owner Manual" which is distributed to all new owners upon joining, which was not provided as stated in the monitoring report.
- Lee volunteered to put out a feeler on CGIN listserv about staff diversity.
- RMK will email Board the template of the further discussion worksheet presented at the Board Retreat by Mark Goehring.