

**Wheatsville Board of Directors
October Meeting Agenda
Wednesday, November 9, 2011**

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



TIME	TOPIC	ACTION
6:00pm (10 min)	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm (5 min)	AGENDA REVIEW 2. CONSENT AGENDA: September 2011 Meeting Minutes B8- Governance Investment D1- Financial Condition and Activities D4- Ownership Rights and Responsibilities General Manager's Report FY 2011 Year End Financials	DISCUSS VOTE
6:15pm (5 min) (5 min) (10 min)	3. COMMITTEE WORK Review Committee Nominations Committee / Elections Fall Owner Gathering Committee	DISCUSS
6:35pm (45 min) (20 min)	4. GOVERNANCE Board Self Evaluation and 2011 Goals Possible Endorsement of Occupy	DISCUSS
7:40pm (10 min)	5. BREAK	
7:50pm	6. BIG DIRECTION ***EXECUTIVE SESSION*** Purpose: to discuss confidential/proprietary information (70 min) Real Estate, Pro Forma and Investor Shares	DISCUSS
9 :00pm	7. ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



Board of Directors Meeting Minutes October 2011

Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Steven Tomlinson, *Treasurer*; Kate Vickery; Kitten Holloway; Reyna Bishop; and Mark Wochner.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrative Assistant*

Absent: none

Call to Order

6:00 PM

1. OPEN TIME

Dan had his first NCGA Board meeting this past weekend and saw Mark Goehring and Art Sherwood. Dan has planned a series of conversations with them about growth issues.

ACTT elected its first three members of the Steering Committee

There is a social at Black Star on Friday to discuss the Austin Co-op Think Tank and the Occupy Movement.

AGENDA REVIEW

6:06

2. CONSENT AGENDA:

6:10 PM

- September 2011 Meeting Minutes
- B8- Governance Investment
- D1- Financial Condition and Activities
- D4- Ownership Rights and Responsibilities
- General Manager's Report
- FY 2011 Year End Financials

Mark pulled D1 for discussion.

Kate pulled the General Manager's report

--Steven moved to accept the consent agenda. Kate seconded the motion. Motion passed 7-0-0.

D1

Mark asked for clarification about where dividends and patronage are located in the pie chart on page 7. John Perkins followed up by email after the meeting to explain that dividends and



Board of Directors Meeting Minutes October 2011

patronage were not shown on the chart because none were distributed during the period covered by the chart.

The Board also discussed D.1.4, noting that interpretations of solvency will need to change as our organization makes headway with the BIG Direction.

Additional inspection was discussed for tax payments (D.1.7), and .

the Board decided that the Board Treasurer, will do a direct inspection at least once a year, offset by six months from the date of the audit/annual review. Furthermore, the audit firm will do a direct inspection each year.

Doug Addison, Secretary, will draft modifications to the appropriate B Policy to reflect this change.

--RMK motions to accept D1. Mark seconded the motion. Motion passes 7-0-0

Kate asked about the "confidential staffing information" referred to on page 21 of the GM Report. Dan told the board that he would be giving this report later in the meeting.

--Kate moves to accept the GM Report. RMK seconded the motion. Motion passes. 7-0-0

3. COMMITTEE WORK

6:15 PM

Annual Review Committee

The Board discussed lessons learned from the Annual Review Committee. Steven noted that, similar to last year, the review committee interviewed/requested feedback from members of the Operations team as part of the Annual Review process. Steven recommended that, now that the committee has developed an effective process, the Annual Review Committee would be a great place to get Owners who are not on the Board involved. Steven and Doug will collaborate on getting a procedure document put together and posted on the Board's Google website.

--RMK moves to dissolve the Annual Review Committee. Kitten seconded the motion. Motion passes 7-0-0.

Nominations Committee and Election Update

There is a meeting set for Saturday December 3rd to follow up on the Board's discussion about appointments.

Kate will follow up with Jim Reed and Christopher de Mers to allow them the opportunity to make a candidate statement video.

Dan updated the Board that we currently have 340 votes.



Board of Directors Meeting Minutes October 2011

Mark and RMK reported about their experience tabling this past weekend. RMK found that it was an interesting opportunity to engage with Owners, but it was not the most effective way of getting the vote out.

The election ends December 6th at 5pm. The confirmation meeting will be held at 5:30pm, and the Board meeting will be held at 6pm.

Fall Owner Gathering Committee

The three winning slogans were as follows:

Wheatsville Co-op: I Own it.

Wheatsville Co-op: Conscience not Corporate.

Wheatsville Co-op is Everyone's Business

Kitten updated the Board that the Fall Owner Gathering came in under budget, partly in thanks to the donation of the agenda poster by Owner Melissa Bryan.

The Board did a round of Likes Best/Next time for the Fall Owner Gathering.

Likes Best: setting, relaxed owners, big direction talk, balance of business and pleasure, good relationship with the people who own the venue

Next Time: better turn out, shuttle from store to location.

--Steven moves to commend Kitten Holloway and the Fall Owner Gathering Committee for their model organization, thoughtful and thorough execution, and improvisation in the face of the unexpected, to deliver an event that was fully resonant with the mission of our Co-op. The full Board seconded the motion. Motion passed 7-0-0.

--Kitten moved to dissolve the 2011 FOG committee. Doug seconded the motion. Motion passed 7-0-0.

4. GOVERNANCE

6:45 PM

Board Self-Evaluation and Goals

The Board reviewed the results of the Self-Evaluation Survey, noting that most were high marks. The Board discussed the areas of low marks in-depth.

One of the lowest scores (similar to last year) was for Owner Engagement on the long-term direction of the Co-op. The Board discussed whether the evaluation statement accurately reflects our goals and intentions for engaging with Owners, and determined to hold a work session in 2012 to discuss further.



Board of Directors Meeting Minutes October 2011

The Board discussed how meeting attendance is monitored by the Board President, as there were some low scores on this point Directors who gave a low score noted that they were just not sure *how* this was monitored, and the president explained that she does monitor attendance and that this year the Board rescheduled an unprecedented number of meetings in order to avoid absences.

The Board discussed the timeliness of the information received by the Board prior to meetings. It would be ideal to have information which is lengthy or dense available for more than one weekend prior to Board meetings; however, it is difficult to have information prepared so far in advance of the meeting. It would also be helpful for Board packets to be more complete so that Directors do not have to keep track of a stream of supplemental information being emailed out the week/days before the meeting.

The President suggested that Board policy monitoring surveys and reports could be provided earlier (but this does not constitute a significant volume of information). The President also noted that she will be enlisting help from the Administrative Assistant for packet notes that will accompany monthly meeting materials.

Orientation

The Board Orientation will be January 15th.

The Board Retreat

Art Sherwood will be in town January 12th and 13th for a CGIN conference. RMK expressed interest in increasing our collaboration with him.

Possible Endorsement of Occupy Austin

Prior to the September board meeting, Dan received an email from a Wheatsville Owner requesting a statement of support and possibly also a food donation for Occupy Austin (an offshoot of the Occupy Wall Street movement). Reyna sponsored the endorsement as required by Wheatsville Endorsement Policy B.9.4. by outlining the numerous values and principles of Wheatsville which are in alignment with Occupy Movement.

The Board discussed various ways that other organizations and individuals, including Gar Alperovitz, have supported the Occupy Movement. The Board noted that this may be an opportunity to mainstream the co-operative movement, however no consensus was reached regarding whether an endorsement, food provisions, or some other avenue would be the most meaningful way to support the movement.

Occupy Austin is slated to end on December 6th.



Board of Directors Meeting Minutes October 2011

It was also noted that the Co-op Think Tank is meeting on Friday at 7pm at Black Star where the discussion will center on how ACTT might engage with the Occupy movement. Kate is drafting the Austin Co-op Think Tank support letter. She will distribute her materials to the Board.

The President asked that the Board continue to think about ways that the Board use this moment and the cultural readiness for some important conversations about economy to broaden awareness about cooperatives.

5. BREAK

7:54 PM

6. BIG DIRECTION

8:02 PM

Co-op Development Model

Rose Marie Klee moves to enter into Executive Session, including Dan Gillotte, John Perkins, and Beth Beutel, to discuss matters of a confidential and proprietary nature.

EXECUTIVE SESSION

Purpose: to discuss confidential/proprietary information

RMK recapped parts of the Board's conversation with CE Pugh at the last meeting. Dan updated the Board on progress with the site selection. The Board reviewed the pro forma and discussed a potential investor share program.

Steven exits at 9:01pm

--RMK moves to end Executive Session at 9:10 pm

--RMK moved to adjourn at **9:10pm.**

ACTION ITEMS

- Beth to email Zingerman's 12 natural laws of business to Board as packet supplement.
- John to check with Bill Sherborne that the explanations make sense to reasonable people in D reporting
- Any Board members who wish to have a consultation call with Mark Goehring before the end of the year should let RMK know.
- Steven to deliver the Annual Review Process Protocol to Doug for posting on the Google site.



Board of Directors Meeting Minutes October 2011

- Kate to follow up with Jim Reed or Christopher de Mers to allow them the opportunity to make a candidate statement video.
- Kitten to prepare a report of recommendations from the experience of the Fall Owner Gathering to be included with the Board Retreat Materials.
- Kate will distribute materials from her Occupy research for the Austin Co-op Think Tank to the Board