

**Wheatsville Board of Directors
May Meeting Agenda
Tuesday, May 26, 2009**



6:00 – 9:00 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	AGENDA REVIEW 2. CONSENT AGENDA: April Meeting Minutes GM Report C2 – Accountability of the General Manager	DISCUSS VOTE
6:15pm (5 min) (15 min) (30 min)	3. GOVERNANCE/COMMITTEE WORK, PART I Board communication through Google website Board leadership perpetuation and calendar Policy Committee Report/BOD work on CBLD model policies	DISCUSS DISCUSS DISCUSS
7 :05PM (25 min) (5 min)	4. POLICY MONITORING, PART I Conflict of Interest disclosures and learning discussion B5 – Board Directors’ Responsibilities and Code of Conduct	VOTE VOTE
7 :35pm	5. BREAK	ENJOY
7:45pm (5 min) (20 min)	6. LINKAGE/COMMITTEE WORK, PART II Coffee with the Board Nominations Committee Report	DISCUSS DISCUSS
8 :10pm	7. POLICY MONITORING, PART II *EXECUTIVE SESSION* D4 – Financial Condition Third Quarter Financials Review Pro-forma review FY2010 Budget *END EXECUTIVE SESSION* Third Quarter Financials D4 – Financial Condition FY2010 Budget	DISCUSS VOTE VOTE VOTE
8 :55pm	8. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	

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Present: Rose Marie Klee, *President*; Stephanie Johnson, *Secretary*; Bob Kinney; Mike Crissey; Theron Beaudreau; Ingrid Devilliers; Aditya Rustgi; Steven Tomlinson.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Sam Vaughan, *Board Administrative Assistant*; Samuel Bean, *prospective board candidate*; Michelle Schreiber, *prospective board candidate*.

Absent: Jane Kurzawa Cravey, *Treasurer*.

Call To Order

6:00 PM

1. OPEN TIME

--Introductions of all present.

--With no additional owners present at the outset, the board provided some background information on meeting process for the prospective board candidates.

-- Aditya made a disclosure about his new relationship with a food delivery service in Austin.

-- Steven made a disclosure that Resolution Gardens, an organization partnered with Wheatsville for the Grow-op, would soon be building their first yard farm in his back yard.

--Several directors commented on continuing problems with communicating via the board's email address. RMK suggested that the board explore these problems during their Governance discussion.

Agenda Review

--RMK proposed the following changes: discussion of the renovation schedule in the Executive Session; removal of the vote for the FY2010 Budget to allow for review time.

--The board agreed with these revisions and agreed to monitor their schedule closely in order to allow for additional time in Executive Session.

2. CONSENT AGENDA

6:10 PM

(RMK pulled the April meeting minutes from the Consent Agenda.)

- GM Report
- C2 – Accountability of the General Manager

--Bob moved to approve the Consent Agenda. Mike seconded the motion. The motion was approved 8-0-0.

--RMK moved to approve the April Meeting Minutes, amended to include May Action Items. Steven seconded the motion. The motion was approved 8-0-0.

3. GOVERNANCE/COMMITTEE WORK, PART I

6:14 PM

Board communication through the Google Website

--Bob and Mike reported access problems and were not able to fully explore the website, while Aditya confirmed that only he, RMK and Sam have administrative capabilities for the site.



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--Although the majority of directors agreed that the website was an excellent resource and a convenient repository for information and materials, they decided not to rely on it as their primary method of communication.

Board leadership perpetuation and calendar

--The board discussed ideas for filling the upcoming director and officer vacancy, with an eye towards cultivating leadership in advance. Several ideas were shared during the discussion. They include:

- Allowing a newly elected director to begin their term early.
- Enlisting a prospective candidate to serve as an interim director until the 2010 Board of Directors is seated.
- Operating as an 8-Director Board until the 2010 Board of Directors is seated.

--The Board weighed the pros and cons of each scenario and decided to cogitate further before deciding on a course of action.

--RMK presented the board with a hardcopy sign-up sheet for the "to-do" list. RMK will follow-up with all.

Policy Committee Report/BOD work on CBLD Model Policies

--The committee provided the board with upcoming items from their action plan, noting that the board would be voting to accept the amended Board-GM Relations Policies at this meeting.

--Stephanie clarified that the monitoring schedule would not change for this policy set and that the board would be responsible for monitoring the final amended policies beginning with the June, 2009 meeting.

--RMK made a motion to adopt the new Board-GM Relations policies as proposed by the policy committee and amended at this meeting, to become effective immediately, while maintaining the current monitoring schedule. Aditya seconded the motion. The motion was approved 8-0-0.

--It was noted that the Policy Committee remains charged with continuing to develop their action plan and to ensure that the board moves forward in the revision process.

4. POLICY MONITORING, PART I

7:12 PM

Conflict of Interest Disclosures and learning discussion

--RMK requested that each director re-sign their Statements of Agreement in order to archive them properly and emphasized that conflicts of interest were not negative in and of themselves, but that disclosing them was imperative to maintaining transparency.

--Each director disclosed their conflicts verbally. The board then discussed the Conflict of Interest readings from the April Board Packet and applied their knowledge to a case study of Aditya's recent disclosure.

B5 – Board of Directors' Responsibilities and Code of Conduct

--The board reviewed its performance regarding Policy B5: Board Responsibilities and Code of Conduct. After completing their review, RMK moved to approve the B5 Policy Monitoring. Stephanie seconded the motion. The motion passed 8-0-0.



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5. BREAK **7:47 PM**

6. LINKAGE/COMMITTEE WORK, PART II **7:57 PM**

Coffee with the Board (CWB)

--The board discussed ways in which to improve the CWB experience, such as developing agendas for each meeting and providing more transparency for owners into the board's "job".

--The board also agreed that the emphasis of CWB should be educating owners and effectively communicating their vision.

Nominations Committee Report

--The committee presented the final amended candidate packet and the board agreed to move forward with it without a formal vote.

7. EXECUTIVE SESSION **8:36 PM**

--RMK moved to enter into Executive Session to discuss confidential matters relating to Wheatsville's financial condition. Dan Gillotte, John Perkins and Sam Vaughan were invited to stay for the session.

--Rose Marie moved to come out of Executive Session at 9:14 PM.

--The board reviewed the general manager's report regarding compliance with Policy D4: Financial Condition. After completing their review, Steven moved to accept the D4 monitoring report. Mike seconded the motion. The motion passed 8-0-0.

--The board also reviewed the third quarter financial reports. After completing their review, Bob moved to accept the reports. Aditya seconded the motion. The motion passed 7-0-1.

--Dan reminded the board that they would be voting to approve the annual Business Plan at the June meeting, which includes the co-op's annual budget.

8. HOUSEKEEPING/CLOSING ITEMS **9:23 PM**

- Board and committee emails need to be checked and verified. (Sam)
- Determine whether or not Mark Goehring should be added to our email distribution lists. (Board)

Board Self-Evaluation

--*Plusses:*

- Having great prospective candidates at the meeting.
- Aditya's Conflict of Interests Disclosure case study discussion.

--*Room for improvement:*

- We missed you, Jane!!!
- We need to figure out how to end on time.
- We need to be more diligent in our Agenda Review prior to the meeting.
- Speaking stack disappeared tonight.
- We need to come to some decisions about how we want CWB to look.

Rose Marie moved to adjourn the meeting at 9:31 PM.



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ACTION ITEMS

- Collect, scan and distribute COI disclosures [RMK]
- Provide language to Dan for in-store signage to recruit BOD candidates [Nominations Committee]
- Breeze article on Fairbairne and Wheatsville, including discussion of surcharge [MC to draft by 6/6 for BOD review]
- Schedule work meeting devoted to financials since executive session time is limited [RMK]
- Determine whether to reschedule June BOD meeting to 5th week [RMK]
- Candidate recruiting [all], determine time and place of candidate orientation sessions [Nominations Committee]
- Continued work on Policy Revisions [NomCom + BOD to submit comments]