

**Wheatsville Board of Directors
June Meeting Agenda
Tuesday, June 23, 2009**



6:00 – 8:15 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: May Meeting Minutes GM Report GM 2010 Business Plan	DISCUSS VOTE
6:15pm (5 min) (10 min) (20 min)	3. LINKAGE/COMMITTEE WORK Coffee with the Board Nominations Committee and Board Perpetuation Policy Committee	DISCUSS DISCUSS DISCUSS
6 :50PM (15 min) (60 min)	4. POLICY MONITORING A – Ends Policy Study Session on Bylaws	VOTE VOTE
8:05pm	5. *EXECUTIVE SESSION* Renovation Project Update	DISCUSS
8 :15pm	6. HOUSEKEEPING/CLOSING ITEMS	
8:20pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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Present: Rose Marie Klee, *President*; Jane Kurzawa Cravey, *Treasurer*; Stephanie Johnson, *Secretary*; Bob Kinney (arrived at 6:06 PM); Mike Crissey; Theron Beaudreau; Ingrid Devilliers and Aditya Rustgi.

Also Present: Dan Gillotte, *General Manager*; John Perkins, *Finance Manager*; Sam Vaughan, *Board Administrative Assistant*; Laura Bucaro, *prospective board candidate* and Jan Duffin and Sthea Mason, *Directors of the South Austin Food Co-op*.

Absent: Steven Tomlinson.

Call To Order

6:00 PM

1. OPEN TIME

- Introductions of all present (including the delicious tomatoes from Jane's garden!)
- Jan and Sthea introduced the South Austin Food Co-op and expressed an interest in cultivating a friendly relationship with Wheatsville. They also informed the board that they'd filed their Certificate of Formation in November, 2008 and elected a board of directors in May, 2009.
- Sam provided an administrative update concerning the secure in-store location for Directors' mailboxes at the new hospitality desk.

Agenda Review

--RMK proposed that discussion time for the Nominations Committee and Board Perpetuation topic be reduced from 10 minutes to 5. The board agreed with this revision.

2. CONSENT AGENDA

6:15 PM

(Aditya pulled the GM 2010 Business Plan from the Consent Agenda.)

- May Meeting Minutes
- GM Report

--Bob moved to approve the Consent Agenda. Stephanie seconded the motion. The motion was approved 7-0-1.

--The board discussed the accountability process relative to the Business Plan (i.e. whether it required discussion before action, since discussion is planned for a later meeting). It was concluded that within Policy Governance, the Business Plan is provided as (1) supporting data for policy D3 –Planning and Budgeting, and (2) to educate the Board about the market in which we operate. Thus it is most appropriate for the Board to take action to accept the GM's Business Plan.

--Aditya moved to accept the GM's 2010 Business Plan. Theron seconded the motion. The motion was approved 7-1-0.

3. LINKAGE/COMMITTEE WORK

6:27 PM

Coffee with the Board (CWB)

--Ingrid and Bob reported that there were no significant issues raised at June's CWB.

--Theron informed the board that July's CWB will be held on Saturday, July 11th, as opposed to the 4th. Aditya volunteered to join Theron at July's session.



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Nominations Committee and Board Perpetuation

- The committee reported that one prospective candidate attended the June 20th orientation session.
- Ingrid implored each director to consider their acquaintances among Wheatsville owners in order to further identify potential board candidates, noting that the candidate application deadline is August 1st.
- RMK confirmed that additional time for discussing board perpetuation will be provided at the work meeting scheduled for June 30, 2009.

Policy Committee

- Stephanie informed the board that the committee's current priorities include establishing procedures for Co-op Votes and developing policies to address the Co-op Vote and State-mandated Review Committee.
- The board discussed the "Resolution to Establish Procedures for Co-op Votes," drafted by John Perkins. Stephanie reminded each director to raise any issues with the resolution prior to the July Board Meeting, so that a final draft can be submitted for a vote.
- Nice job, John! (Love, the Board)

4. POLICY MONITORING

6:50 PM

A – Ends Policy

- The board reviewed and discussed the general manager's report regarding compliance with Policy A: Ends. The board agreed that the policy is not currently in a desirable form and future efforts should be given to improve its content. Despite the board's opinion of the current policy, the general manager's report did a nice job of addressing its content. RMK moved to approve the Ends Policy Monitoring report. Theron seconded the motion. The motion passed 8-0-0.

Study Session on Bylaws

- Stephanie summarized the bylaws revision project for the board in an attempt to increase their institutional memory. The presentation included a review of the previous bylaws, a summary of reasons the revision project was necessary, a list of "hot topics" on which the committee focused and the goals that they hoped to achieve. Stephanie noted that an archive of the bylaws revision is stored on Wheatsville's server.

5. EXECUTIVE SESSION

8:10 PM

- RMK moved to enter into Executive Session to discuss confidential matters relating to Wheatsville's renovation project. Dan Gillotte, John Perkins and Sam Vaughan were invited to stay for the session.
- Rose Marie moved to come out of Executive Session at 8:23 PM.



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6. HOUSEKEEPING/CLOSING ITEMS

8:23 PM

--The 2009 directors shared their parting thoughts with outgoing director Jane Kurzawa Cravey by highlighting her hard-work, passion and dedication to Wheatsville and continued inspiration to the board.

Board Self-Evaluation

--*Pluses:*

- Time management
- Visitors from the South Austin Food Co-op
- Attendance by a prospective board candidate
- Bylaws hour
- Dan's feedback on Ends Policies
- Cake!

--*Room for improvement:*

- Nothing this time.

Rose Marie moved to adjourn the meeting at 8:45 PM.

ACTION ITEMS

- Sign to be posted on store re: Board Candidate Call [DG]
- Prepare for discussion and July approval of new policies and guidance related to Co-op Vote and review committee [PoCo, all]
- Actively seek potential BOD candidates [NomCom, all]