

**Wheatsville Board of Directors
September Meeting Agenda
Wednesday, October 5, 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: August 2011 Meeting Minutes B9- Endorsements D5- Treatment of Consumers General Manager's Report FY 2011 Year End Financials	DISCUSS VOTE
6:15pm (5 min) (10 min) (30 min) (5 min)	3. COMMITTEE WORK Nominations Committee Annual Review Committee Fall Owner Gathering Committee Annual Report Check-in	DISCUSS
7 :05pm (10 min)	4. BREAK	
7:15pm (60 min) (45 min)	5. GOVERNANCE Co-op Development Model ***EXECUTIVE SESSION*** Purpose: to discuss confidential/proprietary information GM Evaluation/Compensation ***EXECUTIVE SESSION*** Purpose: to discuss confidential personnel matters	DISCUSS
9 :00pm	ADJOURN	

Benefitting Community * Promoting Cooperative Economics * Transforming Society



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Present: Rose Marie Klee, *President*; Doug Addison, *Secretary*; Kate Vickery; Kitten Holloway (6:04); Reyna Bishop (6:06); and Mark Wochner.

Also Present: Dan Gillotte, *General Manager*; Beth Beutel, *Board Administrative Assistant*; Cody Atkins, *Health Team Supervisor*

Absent: Steven Tomlinson, *Treasurer*

Call to Order

6:02 PM

1. OPEN TIME

Round of introductions for Cody Atkins.

Wheatsville Owner, Marion Mlotok requests an endorsement for Occupy Austin. The Board discussed their knowledge of Occupy Austin. The board reviewed the Endorsement process as per the B9 policy. Following the Board's Endorsement timeline, the Board could not make an official Endorsement until the December Board meeting.

Ms. Mlotok did not identify herself as a participant in Occupy Austin, but she would like us to lend them our support.

Reyna volunteered to spearhead the endorsement process.

Dan went to the Community Action Network's meeting. They have interesting measurements of the happiness, safety, etc. Jim Reed, a Board candidate, is the chair of the committee.

Reyna has a friend that wrote a Ph.D. on happiness and wants to research what measurable metrics there are for happiness, which may be useful to the Research Team for Ends.

AGENDA REVIEW

Doug and Kitten to discuss yesterday's presentation during the Fall Owner Gathering's time.

2. CONSENT AGENDA:

6:10 PM

August 2011 Meeting Minutes
B9- Endorsements
D5- Treatment of Consumers
General Manager's Report



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FY 2011 Year End Financials

Kitten thanks Dan for his eloquence in the General Manager's Report.

--Kitten moved to accept the consent agenda. Reyna seconded the motion. Motion passed 6-0-0.

3. COMMITTEE WORK

6:55 PM

Nominations Committee

Kate would like to step down as the Nominations Committee Chair, and wants to know if anyone would like to take on the position. Mark is willing to assist.

The NomCom needs to schedule a meeting to follow up on conversations about Appointees.

There is already an October 17th meeting from 7-9pm to follow up on the Board Compensation, and to discuss Board values for Steven's article for the Annual Report, with any actions being taken at the next Board Meeting.

The October Board meeting will be October 27th.
The Think Tank Meeting is November 2nd.

Annual Review Committee

Doug updated the Board on the committee's progress. Steven will produce the Review Committee Report of the Annual Report to distribute at the Fall Owner Gathering.

Steven, Doug and Mark are doing staff interviews to discuss checks which are in place in operations practices.

Doug is to communicate with John Perkins and check the by-laws to ensure compliance of the Review Committee Report.

Fall Owner Gathering Committee

The Board discussed and critiqued Dan's practice presentation to the management team, Kitten and Doug.

Dan reviewed his plan, goals, and timing, for the BIG Direction presentation.



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The Board discussed messaging about the Big Direction and the site selection.

Kitten proposed that the agenda for next month's meeting include a Post-Fall Owner Gathering Report. So far the FOG is coming in under budget.

The Board discussed the timeline for the set-up of the Fall Owner Gathering.

Bumper sticker activity has been changed to a "Slogan" activity as the slogans may not ultimately wind up as bumper stickers. They will however be on staff t-shirts.

RMK thanks Kitten and Reyna for their hard work and raising the bar on the Fall Owner Gathering.

Annual Report Check-in

Rose Marie checked in regarding article assignments for the annual report.

Kitten to write the follow up for the Fall Owner Gathering as a part of the Annual Report.

November 10th is the deadline for the Annual Report issue of the Breeze.

5. BREAK **7:05 PM**

7. GOVERNANCE **7:15 PM**

Cody Atkins leaves at 7:15pm.

RMK moves the Board into executive session with Beth Beutel and C.E. Pugh via telephone to discuss confidential, proprietary information at 7:16pm

Co-op Development Model

*****EXECUTIVE SESSION*****

Purpose: to discuss confidential/proprietary information

Dan refreshed the Board's memory on decision making processes regarding the Co-op development model.



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RMK emphasizes the importance of communication in creating a cooperative process between the Board and Operations.

Dan says that in the future the Board will need to refine processes for a multi-store operation regarding the GM's operational definitions and interpretations for GM reporting.

The January (Annual Report) 2011 and July 2011 issues of the Breeze have great information from Dan on the BIG Direction.

The Board had a conference call with CE Pugh, and discussed:

- how the pro forma works
- how the Board can test it and who they could consult to do so
- the benefits of buying versus leasing in the current marketplace
- the benefits of getting a bank loan versus doing an investor-share program

CE Pugh recommended Bill Gessner and Steve Wolf as potential consultants to assist in the Board's due diligence vis-à-vis the pro forma. Kate feels that the consulting CPA, Bruce Mayer, should also look at the pro forma.

The Board may talk to Debbie Suassana a part of the vetting process for the pro forma. Debbie will give us site forecasts for the specific site once we get into lease negotiations.

Beth Beutel leaves the meeting and the call with C.E. Pugh ends at 8:20pm.

GM Evaluation/Compensations

8:21pm

*****EXECUTIVE SESSION*****

Purpose: to discuss confidential personnel matters

RMK moved to adjourn at **9:00pm**.

ACTION ITEMS

- Board to table this Saturday with Nominations Committee to get the Wheatsville Vote Out.
- Kate and Dan to check in with Raquel regarding tents for the Fall Owner Gathering.
- Dan will send the BIG Direction presentation script to the Board for feedback.