

**Wheatsville Board of Directors  
 August Meeting Agenda  
 Thursday, September 3, 2009  
 6:00 – 9:00 pm @ Wheatsville meeting room, 3105 Guadalupe**



TIME	TOPIC	ACTION
6:00pm	1. <b>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> July Meeting Minutes NCB Resolution (board email action) GM Report D4 – Financial Condition 4 <sup>th</sup> Quarter Financials	DISCUSS VOTE
6:20pm	<b>3. GOVERNANCE &amp; LINKAGE/COMMITTEE WORK</b>	
(1 min)	Appoint Official Election Coordinator	VOTE
(5 min)	Coffee with the Board	DISCUSS
(5 min)	Nominations Committee and Board Perpetuation	DISCUSS
(5 min)	Policy Committee	DISCUSS
(14 min)	Fall Owner Gathering	
7 :00PM	<b>4. STRATEGIC LEARNING</b> The world café discussion format (for Fall Owner Gathering) & co-ops	DISCUSS
7:30pm	<b>5. BREAK</b>	
7 :40pm	<b>6. *EXECUTIVE SESSION*</b> Renovation update (in Executive Session due to confidential nature of contract matters) GM Evaluation (in Executive Session due to confidential nature of personnel matters)	DISCUSS
8 :50PM	<b>7. HOUSEKEEPING/CLOSING ITEMS</b>	
9:00pm	<b>ADJOURN</b>	

Benefitting Community \* Promoting Cooperative Economics \* Transforming Society



## Board of Directors Meeting Minutes August 2009

Present: Rose Marie Klee, *President* (arrived at 6:40 PM); Steven Tomlinson, *Treasurer*; Aditya Rustgi, *Secretary*; Theron Beaudreau and Stephanie Johnson (via conference call).

Also Present: Dan Gillotte, *General Manager*; Sam Vaughan, *Board Administrative Assistant*; Doug Addison (departed 7:15pm) and Kitten Holloway, *prospective board candidates*.

Absent: Bob Kinney, Ingrid Devilliers.

### Call To Order

6:12 PM

#### 1. OPEN TIME

--Introductions of all present.

--Without a quorum present, the Board could not vote on any business items. The directors present proceeded with discussion items from the agenda.

#### Agenda Review

--There were no changes to the agenda, but, without a quorum at the outset, the board began with discussion topics from the agenda.

#### 2. LINKAGE/COMMITTEE WORK

6:15 PM

##### Coffee with the Board (CWB)

--The board reviewed Bob's written report on the August 1<sup>st</sup> CWB, but focused their discussion on the objectives and possible formats of future CWB events. They then proposed to draft a list of possible key topics for future events at their work meeting on September 13<sup>th</sup>.

##### Nominations Committee and Board Perpetuation

--The board discussed the possibility of filling existing vacancies with interim directors until the election results are finalized.

##### Policy Committee

--The committee discussed their current ongoing tasks, which include continuing the development of their model policies and syncing those policies with Wheatsville's bylaws.

##### Fall Owner Gathering.

--Steven reported the details of the gathering, as decided by special committee after the July Board Meeting.

#### 3. CONSENT AGENDA

6:55 PM

- July Meeting Minutes
- NCB Resolution (board email action)
- GM Report
- D4 – Financial Condition
- 4<sup>th</sup> Quarter Financials



## Board of Directors Meeting Minutes August 2009

- Aditya pulled D4 – Financial Condition from the Consent Agenda.
- Theron pulled 4<sup>th</sup> Quarter Financials from the Consent Agenda.
- RMK pulled the NCB Resolution from the Consent Agenda in order to have it modified.
- Steven moved to approve the Consent Agenda. Theron seconded the motion. The motion was approved 4-0-1.

### **NCB Resolution [pulled from Consent Agenda]**

- RMK requested that the resolution be revised and reformatted to include only the resolution and director responses and that a copy of the updated resolution be included in the minutes.
- RMK moved to approve the amended NCB Resolution. Theron seconded the motion. The motion was approved 5-0-0.

### **D4 – Financial Condition [pulled from Consent Agenda]**

- After Dan clarified the cash balance amounts in the solvency section of his report Aditya moved to approve D4 – Financial Condition. Steven seconded the motion. The motion was approved 4-0-1.

## **4. LINKAGE/COMMITTEE WORK (Revisited)**

**6:15 PM**

### **Nominations Committee and Board Perpetuation**

- Aditya moved to form a committee to interview existing board candidates and make recommendations to the board regarding each candidates suitability and readiness to serve as interim directors with a view to selecting those most capable of adding immediate value. Steven seconded the motion. The motion was approved 5-0-0.

### **Appoint Official Election Coordinator**

- RMK moved to appoint Gabriel Gallegos, Wheatsville's Member Records Coordinator, as election coordinator. Theron seconded the motion. The motion was approved 5-0-0.

## **5. BREAK**

**7:15 PM**

## **6. EXECUTIVE SESSION**

**7:25 PM**

**\*END EXECUTIVE SESSION\***

**8:50 PM**

**MEETING ADJOURNED**

**8:50 PM**

## NCB Resolution – Board Action via Electronic Mail

----- Original Message -----

**Subject:**WV - email vote (take 2)

**Date:**Thu, 20 Aug 2009 08:03:09 -0500

**From:**rose marie klee <rmk@alumni.utexas.net>

**To:**boardemail@wheatsville.com

**CC:**John Perkins <John@wheatsville.coop>

Dear Board,

I wanted to follow up on a recent call for a vote by the Board on a resolution to grant Dan Gillotte full signature authority over our account with NCB. At the time that we created the account no 'signature card' was created and now that Dan would like to transfer money, we need to take care of this.

We'd like to get this done ASAP, although we did take the time to get a few of our details right (see email thread below).

I believe that we have a couple of directors that had not responded to the initial call for votes so I am going to go ahead and call for another vote, and ask for a response from all (preferably reply to all on each response) in the following format:

“I consent to the attached resolution.”

- Board Member's Full Name

- Date

We have a motion by Steven and a second by Aditya consenting to the attached resolution.

This is time-sensitive, so if we don't hear from you by the end of the day, John will probably be giving you a call. Actions without a meeting require a unanimous vote.

Thanks for your patience and cooperation and we learn how to conduct business outside of a meeting--this is a new authority granted by our bylaws and we're just working out the details. Also note that the resolution has been updated to more accurately reflect the details (see attached).

-rose marie

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----- Original Message -----

**Subject:**RE: WV - email vote (take 2)

**Date:**Thu, 20 Aug 2009 08:47:50 -0500

**From:**Stephanie Johnson <sljohnson00@hotmail.com>

**To:**Rose Marie Klee <rmk@alumni.utexas.net>, <boardemail@wheatsville.com>

**CC:**John Perkins <john@wheatsville.coop>

I consent to the attached resolution.

Signed:

- Stephanie Johnson

- August 20, 2009

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## NCB Resolution – Board Action via Electronic Mail

----- Original Message -----

**Subject:**RE: WV - email vote (take 2)  
**Date:**Thu, 20 Aug 2009 09:14:33 -0500  
**From:**rose marie klee <rmk@alumni.utexas.net>  
**To:**<boardemail@wheatsville.com>  
**CC:**John Perkins <john@wheatsville.coop>

I consent to the (previously) attached resolution "Revised NCB Resolution 08-19-09.pdf"

Signed:

-Rose Marie Klee  
-August 20, 2009

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----- Original Message -----

**Subject:**Re: WV - email vote (take 2)  
**Date:**Thu, 20 Aug 2009 09:30:41 -0500  
**From:**Ingrid <ingrid.devilliers@gmail.com>  
**To:**rose marie klee <rmk@alumni.utexas.net>  
**CC:**<boardemail@wheatsville.com> <boardemail@wheatsville.com>, John Perkins <john@wheatsville.coop>

I consent to the (previously) attached resolution "Revised NCB Resolution 08-19-09.pdf"

Signed:

-Ingrid Devilliers  
-August 20, 2009

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----- Original Message -----

**Subject:**RE: WV - email vote (take 2)  
**Date:**Thu, 20 Aug 2009 09:36:27 -0500  
**From:**Theron Beaudreau <tbeaudreau@wheatsville.coop>  
**To:**<rmk@alumni.utexas.net>, "Boardemail" <Boardemail@Wheatsville.com>  
**CC:**John Perkins <John@wheatsville.coop>

I consent to the resolution "Revised NCB Resolution 08-19-90.pdf" as previously attached.

Signed:

-Theron Beaudreau  
-August 20, 2009

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----- Original Message -----

**Subject:**Re: WV - email vote (take 2)  
**Date:**Thu, 20 Aug 2009 09:59:48 -0500  
**From:**Bob Kinney <bkinney@ssw.edu>  
**To:**rose marie klee <rmk@alumni.utexas.net>  
**CC:**boardemail@wheatsville.com, John Perkins <John@wheatsville.coop>

"I consent to the attached resolution." Revised NCB resolution 08.19.09

Bob Kinney  
August 20, 2009

## NCB Resolution – Board Action via Electronic Mail

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----- Original Message -----

**Subject:**Re: WV - email vote (take 2)

**Date:**Thu, 20 Aug 2009 13:52:17 -0500

**From:**Aditya Rustgi <aditya.rustgi@gmail.com>

**To:**rose marie klee <rmklee@mail.utexas.edu>

**CC:**Boardemail <Boardemail@wheatsville.com>, John Perkins <John@wheatsville.coop>

“I consent to the attached resolution.” Revised NCB resolution 08.19.09

Aditya Rustgi

August 20, 2009

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----- Original Message -----

**Subject:**Re: WV - email vote (take 2)

**Date:**Thu, 20 Aug 2009 14:03:32 -0500

**From:**Steven Tomlinson <steven@abporter.org>

**To:**Aditya Rustgi <aditya.rustgi@gmail.com>

**CC:**rose marie klee <rmklee@mail.utexas.edu>, Boardemail <Boardemail@wheatsville.com>, John Perkins <John@wheatsville.coop>

"I consent to the attached resolution." Revised NCB resolution 08.19.09

Steven

CORPORATE AUTHORIZATION RESOLUTION

NCB
139 South High Street
Hillsboro, OH 45133

By: Wheatsville Food Coop
3101 Guadalupe St
Austin, TX 78705-2819

Referred to in this document as "Financial Institution"

Referred to in this document as "Corporation"

I, Aditya Rustgi, certify that I am Secretary of the above named corporation organized under the laws of the State of Texas, Federal Employer I.D. Number 74-1850266, engaged in business under the trade name of Wheatsville Food Co-op, and that the resolutions on this document are a correct copy of the resolutions duly and properly adopted by unanimous consent of the Board of Directors of the Corporation pursuant to Wheatsville Bylaws section 5.7. These resolutions have not been rescinded or modified and will appear in the minutes of the next Board meeting, to be held on September 3, 2009.

AGENTS Any Agent listed below, subject to any written limitations, is authorized to exercise the powers granted as indicated below:

Table with 4 columns: Name and Title or Position, Signature, Facsimile Signature (if used), and checkboxes for authorization. Row A: DAN GILLOTTE, GENERAL MANAGER.

POWERS GRANTED (Attach one or more Agents to each power by placing the letter corresponding to their name in the area before each power. Following each power indicate the number of Agent signatures required to exercise the power.)

Table with 3 columns: Indicate A, B, C, D, E, and/or F; Description of Power; Indicate number of signatures required. Includes powers for exercising powers, opening accounts, endorsing checks, borrowing money, etc.

LIMITATIONS ON POWERS The following are the Corporation's express limitations on the powers granted under this resolution.

NONE

EFFECT ON PREVIOUS RESOLUTIONS This resolution supersedes resolution dated ... If not completed, all resolutions remain in effect.

CERTIFICATION OF AUTHORITY

I further certify that the Board of Directors of the Corporation has, and at the time of adoption of this resolution had, full power and lawful authority to adopt the resolutions on page 2 and to confer the powers granted above to the persons named who have full power and lawful authority to exercise the same. (Apply seal below where appropriate.)

If checked, the Corporation is a non-profit corporation.

In Witness Whereof, I have subscribed my name to this document and affixed the seal of the Corporation on ... (date).

Attest by One Other Officer

Secretary

## RESOLUTIONS

The Corporation named on this resolution resolves that,

- (1) The Financial Institution is designated as a depository for the funds of the Corporation and to provide other financial accommodations indicated in this resolution.
- (2) This resolution shall continue to have effect until express written notice of its rescission or modification has been received and recorded by the Financial Institution. Any and all prior resolutions adopted by the Board of Directors of the Corporation and certified to the Financial Institution as governing the operation of this corporation's account(s), are in full force and effect, until the Financial Institution receives and acknowledges an express written notice of its revocation, modification or replacement. Any revocation, modification or replacement of a resolution must be accompanied by documentation, satisfactory to the Financial Institution, establishing the authority for the changes.
- (3) The signature of an Agent on this resolution is conclusive evidence of their authority to act on behalf of the Corporation. Any Agent, so long as they act in a representative capacity as an Agent of the Corporation, is authorized to make any and all other contracts, agreements, stipulations and orders which they may deem advisable for the effective exercise of the powers indicated on page one, from time to time with the Financial Institution, subject to any restrictions on this resolution or otherwise agreed to in writing.
- (4) All transactions, if any, with respect to any deposits, withdrawals, discounts and borrowings by or on behalf of the Corporation with the Financial Institution prior to the adoption of this resolution are hereby ratified, approved and confirmed.
- (5) The Corporation agrees to the terms and conditions of any account agreement, properly opened by any Agent of the Corporation. The Corporation authorizes the Financial Institution, at any time, to charge the Corporation for all checks, drafts, or other orders, for the payment of money, that are drawn on the Financial Institution, so long as they contain the required number of signatures for this purpose.
- (6) The Corporation acknowledges and agrees that the Financial Institution may furnish at its discretion automated access devices to Agents of the Corporation to facilitate those powers authorized by this resolution or other resolutions in effect at the time of issuance. The term "automated access device" includes, but is not limited to, credit cards, automated teller machines (ATM), and debit cards.
- (7) The Corporation acknowledges and agrees that the Financial Institution may rely on alternative signature and verification codes issued to or obtained from the Agent named on this resolution. The term "alternative signature and verification codes" includes, but is not limited to, facsimile signatures on file with the Financial Institution, personal identification numbers (PIN), and digital signatures. If a facsimile signature specimen has been provided on this resolution, (or that are filed separately by the Corporation with the Financial Institution from time to time) the Financial Institution is authorized to treat the facsimile signature as the signature of the Agent(s) regardless of by whom or by what means the facsimile signature may have been affixed so long as it resembles the facsimile signature specimen on file. The Corporation authorizes each Agent to have custody of the Corporation's private key used to create a digital signature and to request issuance of a certificate listing the corresponding public key. The Financial Institution shall have no responsibility or liability for unauthorized use of alternative signature and verification codes unless otherwise agreed in writing.

Pennsylvania. The designation of an Agent does not create a power of attorney; therefore, Agents are not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code) unless the agency was created by a separate power of attorney. Any provision that assigns Financial Institution rights to act on behalf of any person or entity is not subject to the provisions of 20 Pa.C.S.A. Section 5601 et seq. (Chapter 56; Decedents, Estates and Fiduciaries Code).

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 FOR FINANCIAL INSTITUTION USE ONLY

Acknowledged and received on \_\_\_\_\_ (date) by \_\_\_\_\_ (initials)  This resolution is superseded by resolution dated \_\_\_\_\_.

Comments: