

Wheatsville Board of Directors
September Meeting Agenda
Tuesday, October 6, 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: August Meeting Minutes Appointment of New Directors to Vacant Seats (board email action) D6 – Customer Treatment and Service GM Report	DISCUSS VOTE
6:15pm	3. GOVERNANCE & LINKAGE/COMMITTEE WORK (10 min) Coffee with the Board (0 min) Nominations Committee and Board Perpetuation (10 min) Policy Committee (15 min) Fall Owner Gathering	DISCUSS DISCUSS DISCUSS DISCUSS
6:50PM	4. POLICY MONITORING, PART I (5 min) B8 – Board Perpetuation (15 min) C4 – Monitoring GM Performance	VOTE DISCUSS
7:10pm	5. BREAK	
7 :20pm	6. POLICY MONITORING, PART II *EXECUTIVE SESSION* (due to confidential nature of financial information) D4 – Financial Condition 4 th Quarter/End of Year Financials Pro-Forma Review *END EXECUTIVE SESSION* D4 – Financial Condition 4 th Quarter/End of Year Financials	DISCUSS DISCUSS LEARN VOTE VOTE
8 :10pm	7. ANNUAL EVALUATION OF THE GENERAL MANAGER *EXECUTIVE SESSION* (due to confidential nature of personnel matters) GM Evaluation *END EXECUTIVE SESSION* Board Action related to GM Compensation	DISCUSS VOTE
8 :55PM	7. HOUSEKEEPING/CLOSING ITEMS	
9:00pm	ADJOURN	



Board of Directors Meeting Minutes September 2009

Present: Rose Marie Klee, *President*; Steven Tomlinson, *Treasurer*; Aditya Rustgi, *Secretary*; Bob Kinney; Theron Beaudreau; Kate Vickery, Kitten Holloway, and Lee Blaney.

Also Present: Dan Gillotte, *General Manager*; Jennifer Lueckemeyer, *Temporary Board Administrative Assistant*, Johan Van Zantan, *Board candidate*

Absent: Ingrid Devilliers

Call to Order

6:00 PM

Introductions

1. OPEN TIME

- Aditya asked for an update on the Guadalupe crosswalk– Steven reported that there is no news to report on the subject. Currently, we are awaiting opinions from the neighborhood and results from the City’s traffic count.
- Kitten asked for clarification on the abbreviation CCMA. Board provided the answer: Conference for Cooperative Management Association.
- Board orientation was held last month. RMK will send out the agenda to Board.
- Grand Reopening Party is being held this Saturday, October 10, from 4 to 10pm at Wheatsville. There will be kids activities, bands, Niman Ranch representative, Organic Valley farmer, Senator Lloyd Doggett (hopefully), in-store sales, and other speakers. Speeches are scheduled from 4:45-6:00. Offsite parking will be available at garage at 38th and Lamar at Midtown Medical Center; a shuttle will be available to carry visitors to and from Wheatsville.

Agenda Review

6:10 PM

- Add to Item 3 Governance and Linkage/Committee Work: Review Committee
- Add to Item 6 Policy Monitoring after out of executive session: Allocation Resolution. This will require Board action.
- Remove from Item 6: reviewing pro-forma

2. CONSENT AGENDA

6:11 PM

- August Meeting Minutes
- Appointment of New Directors to Vacant Seats (board email action)
- D6 – Customer Treatment and Service
- GM Report



Board of Directors Meeting Minutes September 2009

Pulled August Meeting Minutes from the agenda.

--Steven moved to approve the Consent Agenda. Theron seconded the motion. The motion was approved 8-0-0.

3. GOVERNANCE & LINKAGE/COMMITTEE WORK

6:13 PM

Coffee with the Board

- Steven gave a general overview of CWB for the new Board members and also reported on the September CWB which included hearing about crosswalk concerns from members.
- Bob Kinney led the October CWB. He noted that the majority of owners he spoke with were young.
- RMK noted that CWB was started a couple years ago as a way to create “owner linkage”. She noted that the Board has considered moving the time of the CWB to get input from different demographics of people and also to accommodate others’ schedules.
- Steven reviewed CWB schedule: November will be led by Aditya, December will be led by Bob, and February will be led by Steven. The January leader will be determined at the December meeting. New candidates and board members are encouraged to join in the CWB and they should contact the leader for that month, if interested.

Nominations Committee and Board Perpetuation

- Not discussed (update provided in Board packet).

Policy Committee

- Aditya is chair of this committee. RMK noted that there is a lot of policy work to do and suggested that we either schedule a chunk of time to discuss at next meeting or have a separate work session. A couple of sections have been adopted; next step is to brainstorm about policies, rephrase policies, and then adopt the new policies.

Fall Owner Gathering (Thursday, October 22, 7pm - 10pm)

- Steven introduced that the gathering includes two parts: a formal report and a world café style discussion. World café will involve discussions about what the community would lose if Wheatsville was gone and what values that should govern Wheatsville’s decisions. He requested that all Board members engage in conversations with the owners and he will send discussion leaders a guide to assist in their preparation. He encouraged the Board to be good listeners so that we can collect information for policy changes. Steven, Theron, Lee and Bob will setup the room at 6pm for the discussion whether it’s at



Board of Directors Meeting Minutes September 2009

Wheatsville or an offsite location. This event should be plugged at Saturday's party at the Board table and during speeches.

- RMK noted that in bylaws an annual meeting is required.
- RMK discussed the second part of Fall Owner Gathering: the business portion – annual report. It will be expeditious and will include: mingling time, introduction of board candidates, and the annual report.

Review Committee

- Steven drew attention to his handout, Legal Requirements for the “Review Committee”. This is required by State law and our bylaws 4.3. He explained the last page of the handout titled, Annual Report Quality Review.
- Based on Board members' individual experience, Steven invited the Board to send the review committee additional issues or questions that would be useful in checking the accuracy of the report. He needs this within the next 24 hours. The goal is to make the report easily understood by owners and defensible when owners ask questions.
- Discussed annual report and whether the Board needs to take action on the final product. Board's involvement in it. Steven, Jimmy Robertson, David Pease are committee members. The Board has deputized this committee to fulfill annual requirement report thus no Board approval of the annual report is required.
- The suggestion was made that the Board should acknowledge that the annual report was received and completed to our satisfaction. This will be added to next board meeting agenda.

4. POLICY MONITORING, PART I

6:55 PM

B8 – Board Perpetuation

- RMK gave an overview of the monitoring summary noted on page 8 of Board packet and asked for input on the low scores in the summary. In section B.8.2 Board Recruitment, a question was asked by Lee about the “throughout the year” statement and a discussion ensued about the importance of making board recruitment ongoing throughout the year in order to have a pool of candidates to choose from in case someone resigns. RMK noted that these types of things are the things to consider when reviewing policies, committees, etc. Anyone can submit a draft change and propose for future Board agenda item. The suggestion was made to have living documents that reflect ideas while policies are being reconsidered. Lee stated that this can be accomplished with Google documents. Aditya agreed to look into possible ways to accomplish this.

--RMK moved to accept results of B-8 monitoring. Lee seconded the motion. The motion was approved 7-0-1.



Board of Directors Meeting Minutes September 2009

C4 – Monitoring GM Performance

- RMK noted the background information that she sent out about policies, handouts, or process that will be used tonight. RMK discussed policy C.4.2b and C.4.2c.
- Had discussion about the process of the GM evaluation and noted that part of the review would occur in the executive session and then the Board would come out of session to take action.
- RMK outlined the specific steps of the review: 1) understand the process, 2) discuss last year's bonus plan, 3) discuss the monitoring report results, 4) have an open discussion by collaboratively developing questions, 5) look at next year's compensation.

5. BREAK

7:12 PM

6. POLICY MONITORING, PART II

7:21 PM

***EXECUTIVE SESSION* (due to confidential nature of financial information)**

RMK moved to enter into executive session.

END EXECUTIVE SESSION

8:20 PM

D4 – Financial Condition

--Steven moved to defer action on D4 until the next board meeting in order to give time to Dan to update financial tables. Kate seconded the motion. The motion was approved 8-0-0.

4th Quarter/End of Year Financials

--Steven moved to accept fourth quarter financials. Bob seconded the motion. The motion was approved 8-0-0.

Allocation Resolution

--Steven moved to accept the resolution as presented by John. RMK seconded the motion. The motion was approved 8-0-0.

7. ANNUAL EVALUATION OF THE GENERAL MANAGER

8:25 PM

***EXECUTIVE SESSION* (due to confidential nature of personnel matters)**

RMK moved to enter into executive session to discuss confidential matters related to employee evaluation.

GM Evaluation

Note that Steven departed at 9:20pm.



Board of Directors Meeting Minutes September 2009

END EXECUTIVE SESSION

9:34PM

RMK motioned to approve past year GM bonus based on demonstrated achievement of goals. Aditya seconded. Motion passed 7-0-0.

RMK moved to approve GM compensation package, retroactively effective September 1, 2009, as agreed upon by the Board in Executive Session. Bob seconded. Motion passed 7-0-0.

8. HOUSEKEEPING/CLOSING ITEMS

Not discussed.

RMK motioned to adjourn the meeting at 9:37pm

ACTION ITEMS

- RMK will send out agenda from Board Orientation meeting to Board.
- Steven requested that all members of Board engage in conversations with owners at the World Café portion of the Fall Gathering and he will send discussion leaders a guide to assist in their preparation.
- Steven invited the Board to send the review committee additional issues or questions that would be useful in checking the accuracy of the report. He needs this within the next 24 hours.
- Aditya agreed to look into possible ways to have living documents that reflect ideas while policies are being reconsidered.

Action by the Wheatsville Board
To Appoint Three Directors to the Board
Unanimous Consent via Electronic Communication

On Sep 16, 2009, at 7:10 AM, rose marie klee <rmk@alumni.utexas.net> wrote:

Dear Board,

The Board Vacancy Committee (Adi, Steven, and I) has completed it's charge as given by Board action at the August Board meeting.

I would like to present the following motion, with a second from Adi:

The Wheatsville Board of Directors has conducted an evaluation to assess the interest and suitability of candidates to fill vacant seats for the remainder of this term, via the Board Vacancy Committee, created at the August Board meeting. Effective September 16th, the Board elects to appoint Lee Blaney, Kitten Holloway, and Kate Vickery to the seats vacated by Jane Kravey, Mike Crissey, and Stephanie Johnson. The Board accepts the resignation offered by Stephanie Johnson, effective at the conclusion of this Board action. The process utilized by the Board Vacancy Committee was designed to be inclusive and transparent, to support the fulfillment of Board duties, and is documented in an article from the Committee in the October 2009 Breeze.

This motion must be passed by unanimous consent. Please reply to all, and indicate your position.

Thank you very much for your prompt attention to this matter!

-rose marie,
President, Wheatsville Board of Directors

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

Subject:RE: WV - motion to appoint Directors

Date:Wed, 16 Sep 2009 07:51:13 -0500

From:Stephanie Johnson <sljohnson00@hotmail.com>

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

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Stephanie Johnson

signed: 9/16/09

On Wed, Sep 16, 2009 at 7:53 AM, Ingrid <ingrid.devilliers@gmail.com> wrote:

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Ingrid Devilliers
Signed: 9/16/09

Aditya Rustgi wrote:

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Aditya Rustgi
Signed: 9/16/09

Regards
Aditya Rustgi
(512-293-9283)
Sent from Austin, TX, United States

rose marie klee wrote:

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Rose Marie Klee
signed: 9/16/09

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

Subject:Re: WV - motion to appoint Directors

Date:Wed, 16 Sep 2009 09:22:56 -0500

From:Bob Kinney <bkinney@ssw.edu>

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

CC:boardemail@wheatsville.com

References:<7.0.1.0.2.20090916064759.092be6f0@alumni.utexas.net>

Hey, folks

As I stated in our Sunday meeting I have serious concerns about this action but will abide by the will of the rest of the board.

I would hope the upcoming election ballot contains just their names and not "interim director," "appointed director" etc. as we discussed Sunday.

I vote yes

Bob

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

Subject:RE: WV - motion to appoint Directors

Date:Wed, 16 Sep 2009 11:21:48 -0500

From:Theron Beaudreau <tbeaudreau@wheatsville.coop>

To:rose marie klee <rmk@alumni.utexas.net>, Boardemail
<Boardemail@Wheatsville.com>

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Theron Beaudreau
9/16/09

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

Subject:Re: WV - motion to appoint Directors

Date:Wed, 16 Sep 2009 11:27:32 -0500

From:Steven Tomlinson <steven@abporter.org>

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

CC:boardemail@wheatsville.com

References:<7.0.1.0.2.20090916064759.092be6f0@alumni.utexas.net>

I vote in favor of the following motion to appoint 3 new directors to fill the board vacancies.

Steven

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

Subject:Re: WV - motion to appoint Directors

Date:Wed, 16 Sep 2009 13:29:13 -0500

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

To:boardemail@wheatsville.com <boardemail@wheatsville.com>

CC:Dan Gillotte <gm@wheatsville.coop>, John Perkins <John@wheatsville.coop>, Mark Goehring <MarkGoehring@cdsconsulting.coop>

Great! This concludes the unanimous Board action to appoint three new directors.

Steph, thank you for making this your last official action on the Wheatsville Board of Directors!
You have set the bar very high for our Board and leave some big shoes to fill!

Thanks for the swift responses!

-rmk