

**Wheatville Board of Directors**  
**April 2019 Meeting Agenda**  
**Tuesday, April 23rd, 2019**  
**6:30-9:30pm @ 4001 South Lamar, Large Meeting Room**



TIME	TOPIC	ACTION
6:30pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:40pm	2. AGENDA REVIEW	DISCUSS VOTE
	3. CONSENT AGENDA:	
	CEG Report	
	March 2019 Meeting Minutes	
	D8 – Board Logistical Support Monitoring Report	
	FYE 2019 Q3 Financial Statements	
	2019 Audit and Review Committee Charter	
6:50pm	4. GOVERNANCE, PART I	RECITE DISCUSS VOTE VOTE VOTE
(1 min)	Recite Ends	
(29 min)	Why Co-op?	
(10 min)	FYE 2020 Board Budget	
(10 min)	B4 – Board Meetings Monitoring Report	
(10 min)	C1 – Unity of Control Monitoring Report	
7:50PM	BREAK	
8:00pm	5. GOVERNANCE, PART II	VOTE DISCUSS
(25 min)	D1 – Financial Conditions and Activities Monitoring Report	
(15 min)	Board Retreat Preparations	
8:40PM	6. COMMITTEE WORK	DISCUSS N/A DISCUSS N/A
(0 min)	Audit and Review Committee	
(0 min)	Austin Cooperative Business Association (ACBA) Committee	
(20 min)	Nominations Committee	
(0 min)	Owner Engagement Committee	
9:00pm	7. EXECUTIVE SESSION	DISCUSS
	Crisis Management and Communication	
	***The purpose of this session is to discuss a board process document that is not confidential. We anticipate sharing experiences that include confidential information due to the legal nature of the circumstances.***	
9:25pm	8. ADJOURN	DISCUSS LISTEN
(5 min)	May preview, Closing Round, and Wrap-up	
(0 min)	Adjourn	

Wheatville will be at the forefront of a transformed society that has:

- a thriving community centered on hospitality, kindness, and generosity
- a robust cooperative economy
- easy access to sustainable, healthy food solutions



# Board of Directors April 2019 Meeting Notes April 23rd, 2019

Present: Rose Marie Klee, *President*; Lyz Nagan; *Secretary*; Lisa Mitchell, *Treasurer*; Doug Addison; Jason Bourgeois; Brandon Hines; Megan McDonald; MeriJayd O'Connor; and Melissa Sledge.

Also present: Dan Gillotte, *Chief Executive Grocer* John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*.

Absent: none.

**Call to Order** **6:30PM**

**1. OPEN TIME** **6:30PM**

**2. AGENDA REVIEW** **6:40PM**

D1 will be discussed in Executive Session.

**3. CONSENT AGENDA** **6:41PM**

**CEG Report**

**March 2019 Meeting Minutes**

**D8 – Board Logistical Support Monitoring Report**

**FYE 2019 Q3 Financial Statements**

**2019 Audit and Review Committee Charter**

---Lisa moved to accept the Consent Agenda. Lyz seconded. Motion passed 8-0-1(abstain).

**4. GOVERNANCE, PART I** **6:42PM**

**Recite Ends, 6:42pm**

Board and guests recited the Ends in unison.

**Why Co-op?, 6:42pm**

Every person in the room tried to say why they are involved with Wheatville, and what they are most proud of in one minute. Themes included: great selection for a variety of diets, friendly staff, great staff treatment, pay, and benefits, community leadership around pay and benefits, integrity, making a more resilient economic system, making a more sustainable food system, supporting local charities, and making everyone feel welcome.

**FYE 2020 Board Budget, 7:02pm**

Lisa walked the directors through each line item in the proposed budget. The board directed Beth to add quarterly budget updates to the governance calendar.

---MeriJayd moved to accept the Board's budget for FYE 2020. Brandon seconded. Motion



# **Board of Directors**

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passed 9-0-0.

#### **B4 – Board Meetings Monitoring Report, 7:12pm**

RMK gave overview of types of policy, and what each governs, and the process for changing policies.

Lisa asked about the specific language around "include or exclude" from Executive Session. RMK and Lisa planned to discuss that offline.

---Doug moved to accept the B4 monitoring report. Jason seconded the motion. Motion passed 9-0-0.

#### **C1 – Unity of Control Monitoring Report, 7:26pm**

Directors discussed the concept of Board holism. At their request, Dan gave a few exceptional examples of times that individual directors attempted to exert control over some part of the organization. Dan noted that most common occurrence where this policy comes into play is about information – somewhat regularly a single individual will ask for a piece of information or for it to be presented a certain way, and Dan has to clarify whether it's the will of the board of only this one person's request.

--- Brandon moved to accept the C1 – Unity of Control Monitoring Report. Lyz seconded. Motion passed 9-0-0.

The Board discussed the difference in reporting styles for B & C vs. A & D, noting that directors know what the board is doing, but know very little about operations unless they are told by Dan and his staff through reports. In its reports the Board doesn't use language of "in compliance" or "out of compliance" because the reports are supposed to inspire a conversation about improving board performance, not create metrics around the performance of an employee as A & D policies do.

The Board also utilizes a self-evaluation survey that they complete twice a year which distills all the policies into a 20 question survey.

Directors discussed what would happen if the scores on a B or C monitoring report were very low: talk about why the score is low, how we can improve, whether that is the right policy.

A director asked if stating the purpose for executive session as for example "real estate" gives too much information away and compromises our strategic position. Dan noted that the requirement to disclose executive session in the agenda, when feasible, protects transparency for our owners, and that there are only a few legitimate reasons for having a meeting in closed session – financial, personnel, and real estate topics among them.



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## **April 2019 Meeting Notes**

### **April 23rd, 2019**

**BREAK**

**7:43PM**

#### **5. GOVERNANCE, PART II**

**7:53PM**

##### **D1 – Financial Conditions and Activities Monitoring Report, 7:55pm**

---RMK moved the Board into executive session to discuss confidential financial information and to include Dan, John and Beth.

---At 8:57pm RMK moved out of executive session.

---Jason moved to accept the D1 monitoring report with non-compliance of D1 Global, D1.1, D1.2, and D1.11 with plans to discuss additional compliance plan detail at the Retreat. Lisa seconded. Motion passed 9-0-0.

##### **Board Retreat Preparations, 9:02pm**

RMK noted that there is a hard start at 8:30am. Breakfast and chatting is from 8am-8:30am. There is a hard stop at 4pm. Leslie Watson, the Board's CDS Consultant will lead the retreat. Michelle Shry from National Cooperative Grocers will be there to report about monitoring the fiscal health of member co-ops. Wheatsville's leadership team will be there during the morning. The afternoon will have two sessions, one focusing on diversity & inclusion, and one focused on meaningful owner engagement.

Beth will send out information including a map and pre-readings at least one week before the date.

#### **6. COMMITTEE WORK**

**9:07PM**

##### **Audit and Review Committee**

No discussion.

##### **Austin Cooperative Business Association (ACBA) Committee**

No discussion.

##### **Nominations Committee, 9:07pm**

The Board did not receive the documents they are being asked to consider until the beginning of the meeting due to some logistical challenges. Directors reviewed the document noting some errors. The Nominations Committee will proof the document and send it to the board over email for an email vote.

##### **Owner Engagement Committee**

No discussion.



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## **7. Crisis Management and Communication**

Not discussed, postponed until next meeting.

## **8. ADJOURN**

**9:27PM**

### **May preview, Closing Round, and Wrap-up, 9:27pm**

Directors shared reflections and appreciations regarding the meeting.

### **Adjourn, 9:30pm**

**At 9:30pm, RMK adjourned meeting.**