

Wheatsville Board of Directors
 April 2020 Meeting Agenda
 Tuesday April 28th, 2020
 6:00-9:00PM ***VIRTUAL MEETING***
 Contact BBeutel@Wheatsville.com for info to join



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: March 2020 Minutes April 4, 2020 Special Meeting Minutes April 18, 2020 Special Meeting Minutes FYE 2020 Q3 Financial Statements 2020 Nominations Committee Charter Resolution to Conduct 2020 Co-op Vote FY21 Board Budget	
6:20pm (1 min) (29 min)	4. WELCOME NEW GENERAL MANAGER Recite Ends Introductions and updates	RECITE DISCUSS
6:50pm (30 min)	5. GOVERNANCE, Part 1 Policy Governance Learning Discussion	DISCUSS
7:20pm	BREAK	
7:30pm (29 min) (10 min) (20 min) (1 min)	6. GOVERNANCE, Part 2 Financial Training D1 – Financial Condition Monitoring Report D6 – Staff Treatment and Compensation Monitoring Report UFCU Resolution for Voluntary Organization	DISCUSS VOTE VOTE VOTE
8:30pm (0 min) (0 min) (0 min) (0 min) (10 min)	7. COMMITTEE WORK ACBA Committee GM Search Committee Nominations Committee Owner Engagement Committee Diversity, Equity, and Inclusion	N/A N/A N/A N/A DISCUSS
8:40pm	8. EXECUTIVE SESSION ***The purpose of this session is to discuss confidential information related to financial conditions and HR.***	DISCUSS
9:00pm	9. ADJOURN	

Wheatsville 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



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Present: Rose Marie Klee, *President*; Jason Bourgeois, *Secretary*; Brandon Hines, *Treasurer*, Rachel Fischer; MeriJayd O'Connor; Megan McDonald; Brian Mikulencak; Melissa Sledge; and Stephanie Wong.

Also present: Mark Jacob, *General Manager*, Beth Beutel, *Board Administrator*; Bill Bickford, *HR Manager & Interim General Management Team*.

Absent: none.

Call to Order **6:00PM**

1. OPEN TIME **6:00PM**

2. AGENDA REVIEW **6:03PM**

Rose Marie noted that there would be additional time in each agenda topic for training.

No one had any adjustments to the agenda.

3. CONSENT AGENDA **6:12PM**

March 2020 Minutes

April 18, 2020 Special Meeting Minutes

FYE 2020 Q3 Financial Statements

2020 Nominations Committee Charter

FY21 Board Budget

---Rachel pulled April 4th, 2020 Meeting Minutes.

---Jason pulled the Resolution to Conduct 2020 Co-op Vote

---Brian moved to accept the Consent Agenda. Rachel seconded the motion. Motion passed 9-0-0.

April 4, 2020 Special Meeting Minutes, 6:10pm

Rachel has some recommended changes for the minutes. The board will put the minutes back through the editing cycle and submit them to the next meeting packet.

Resolution to Conduct 2020 Co-op Vote, 6:11pm

The Revised Resolution was not received by all board members prior to the April Board meeting. It was concluded the Resolution could be voted on by the Board prior to the May board meeting via email or added to the May Meeting Packet.



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4. WELCOME NEW GENERAL MANAGER

6:12PM

Recite Ends, 6:12pm

The Board and guests recited the Ends in Unison.

Introductions and Updates, 6:18pm

Melissa introduced herself as she wasn't able to introduce herself at the April 18th mtg.

Mark updated the Board that he has spent his time trying to understand how the changes we've made as safety measures have impacted customers, staff, sales, and safety or perceptions of safety. Mark also reported spending time just being oriented to the organization, and the two locations, as well as getting to know everyone. The management team and Mark had a productive first big group meeting. Mark thanked Bill and the IGMT for their work in the interim, and for helping to get him oriented to Wheatsville.

RMK asked if we had any additional COVID 19 cases. Bill affirmed that we do not. RMK asked if customers are wearing masks. They are, and there has been very little pushback. Mark commended the IGMT for staffing the door to give customers instruction on safety procedures. Mark noted that due to a decline in sales, the management team is considering re-adding some things like expanded hours and additional deli service.

5. GOVERNANCE, Part 1

6:47PM

Policy Governance Learning Discussion, 6:47pm

RMK gave an overview of the policy governance principles and how the board practices them. She encouraged directors to do self-study by reading the policy governance booklet provided to them when they are elected to the board. RMK said will send out the virtual options for Columinate's CBL 101 offering and similar trainings, and will schedule more group time to do additional policy governance trainings.

BREAK

6:57PM

6. GOVERNANCE, Part 2

Financial Training, 7:33pm

The meeting packet included two financial learning articles, and directors reported finding them extremely useful. Mark led a walkthrough of Wheatsville's financial statements.

D1 – Financial Condition Monitoring Report, 8:13pm

Bill answered explanatory questions on D1, and noted that the report covers the time before the right-sizing was complete.

---RMK moved to accept D1 with note of significant non-compliance to record that we've



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received this information. Brandon seconded. 9-0-0.

D6 – Staff Treatment and Compensation Monitoring Report, 8:22pm

Bill focused on two areas of non-compliance. The question "my work environment is free from discrimination and harassment" did not meet the standard for compliance which is both higher than other questions, and involves standard deviation when the standard for compliance on other questions does not. Bill noted that since the departure of the previous GM, the IGMT has been working hard to uncover, understand and prevent instances of discrimination and harassment and that much of what they uncovered had to do with harassment from customers, thus the development of the Code of Conduct.

The question "pay increases reflect the quality of my performance" was also out of compliance. Bill reminded the board that since the implementation of livable wage, raises have been fixed at 3% wage increases. A new performance evaluation system will be rolled out this year including more flexibility in raise amounts so that the highest performers can get the highest raises.

---RMK moved that Board accept D6 monitoring report to acknowledge receipt of the information. Stephanie seconded. Motion passed 9-0-0

UFCU Resolution for Voluntary Organization, 8:34pm

RMK explained that this document is required by UFCU to make Mark a signatory on the account.

--- Brandon moved to authorize Mark and RMK to sign the document and authorize Mark to be a signatory on the UFCU account. Brian seconded. Motion passed. 9-0-0.

Diversity, Equity, and Inclusion, 8:36pm

Melissa did a fairly extensive search and found only four other co-ops with an explicit diversity, equity, and inclusion (DEI) statement. Those plans are in the DEI folder on Basecamp. The DEI group proposes that Wheatsville should devise a statement to share with the co-op and the Austin community that will organize our efforts. Columinate is currently developing a template board policy on DEI, based on one developed by the co-op in Kalamazoo, MI.

Melissa also noted that the Board as a group has to continue to work to educate themselves because this is an area that is constantly evolving. Every individual on the board is starting at different level of knowledge on the topic, so the Board may consult with LaDonna Redmond-Sanders to assist in development of a learning plan. The committee will ask Leslie Watson how she sees committees being used in DEI work.

7. EXECUTIVE SESSION

8:45PM

At 8:46pm, RMK moved the Board into executive session to include Mark Jacob and Bill Bickford.



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***The purpose of this session is to discuss confidential and proprietary information and personnel matters. ***

At 9:12pm, Rose Marie Klee moved the Board out of executive session.

8. ADJOURN

9:12pm

At 9:12pm, RMK adjourned meeting.