

Wheatsville Board of Directors
December 2018/January 2019 Meeting Agenda
Tuesday January 29, 2019
6:00-9:00PM, Guadalupe 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	2. AGENDA REVIEW 3. CONSENT AGENDA: November 2018 Minutes CEG Monthly Update B1 – Governing Style Monitoring Report D – Global Executive Constraint Monitoring Report FYE2019 2 nd Quarter Financial Statements	DISCUSS VOTE
6:20pm (1 min) (35 min) (14 min) (20 min)	4. GOVERNANCE, PART I Recite Ends Financial Training D1 – Financial Condition and Activities Monitoring Report 2018 Board Self-Evaluation	RECITE DISCUSS VOTE DISCUSS
7:30pm	BREAK	REST
7:40pm	5. COMMITTEE WORK Committee Charter Reviews ACBA Committee Audit Committee Nominations Committee Owner Engagement Committee	DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS
8:05pm (9 min) (1 min) (5 min) (30 min)	6. GOVERNANCE, PART II Set monthly meeting schedule for remainder of 2019 Seat the 2019 Board 2019 Board Officer Election Farewell to Outgoing Directors	DISCUSS VOTE VOTE DISCUSS
8:50pm (10 min) (0 min)	7. ADJOURN February preview, Closing Round, and Wrap-up Adjourn	DISCUSS

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* (6:06pm-end); Lyz Nagan; *Secretary*; Lisa Mitchell, *Treasurer* Jason Bourgeois; Brandon Hines; Brian Mikulencak (in person 6:00-7:35pm); and MeriJayd O'Connor (via phone 6:00-6:30, in person 6:30-end); Doug Addison; Don Jackson; Megan McDonald, Melissa Sledge.

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

Absent: none.

Call to Order

6:00PM

1. OPEN TIME

6:00PM

All directors and directors-elect and staff did a go-around with personal updates and check-ins.

Dan updated the Board on the annual Giving Ceremony which took place that day in the South Lamar Community Room to celebrate the fact that our shoppers donated over \$183,000 in 2018 to our Community Action groups. It was very moving, and Councilmember Ann Kitchen attended. Dan encouraged the Board to attend next year.

2. AGENDA REVIEW

6:14PM

The Board agreed to:

Make financial training 45 minutes.

Make D1 15 minutes, expanding if needed.

Reduce time for Committee Charters, and move them to last in the meeting. Committees are unlikely to have votes tonight.

D global was completed but not in the packet. It will go into the February consent agenda and Beth will post it on Basecamp for the Board to review early.

3. CONSENT AGENDA

6:07PM

CEG Monthly Update

November 2018 Meeting Minutes

B1 – Governing Style Monitoring Report

FYE2019 Q2 Financial Statements

---Lyz moved to accept the Consent Agenda, except D Global. Don seconded the motion. Motion passed. 9-0-0.

4. GOVERNANCE, PART I

6:23PM

Recite Ends, 6:23pm



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The Board and guests recited the Ends policy in unison.

Financial Training, 6:24pm

Dan and John will lead the directors through a financial training. They walked through the Balance Sheet and the Income Statement and noted that they would discuss cash flows another time. They also recommended that directors read the book *Managing By the Numbers* and confirmed that everyone received a copy from Beth.

RMK noted that financial training will be on the agenda as frequently as possible, or the directors could add an optional financial training session.

D1 – Financial Condition and Activities Monitoring Report, 7:07pm

Directors asked Dan about plans to achieve compliance in D.1.1, and areas of data that are under consideration for a deeper exploration and understanding of sales growth stagnation.

Directors asked about the plan for compliance as it relates to the new out of stock tag system, and Dan gave them a detailed explanation of the method and its intended outcomes. Directors also asked for an explanation of "full receiving" and Dan explained the benefits and costs and why Wheatville implemented it at Guadalupe in the late 2nd quarter and at South Lamar in the early part of the 3rd quarter and how it is expected to positively impact margins.

Farewell to Outgoing Board Directors (Brian), 7:27pm

Directors and staff did a go around appreciating Brian and sharing fond memories from his year of Board service including: \$5 dinner with his family, bringing a unique, multi-co-op perspective, bringing legal expertise, and being calm under pressure. Several committee chairs and ACBA representatives attempted to recruit him for committee work.

BREAK

7:35PM

D1 – Financial Condition and Activities Monitoring Report, 7:45pm

The Board did a go-around and allowed each person to share their questions on the report and the trends it presents. Some larger themes emerged: Is the interpretation of D.1.2 what the Board wants? What is the Board's role in a downward sales trend? What is the Chief Executives role in a downward sales trend? How can the board more deeply understand the work that Dan and the organization are doing to increase sales and improve financial metrics? What have other boards done in similar situations? What is a board really saying when it "accepts" a report? How will the board explain its decisions to owners?

6. GOVERNANCE WORK, PART II

Set monthly meeting schedule for remainder of 2019, 8:13pm

After conducting a survey, Rose Marie discussed with individual directors with ongoing scheduling conflicts whether they are able to accommodate a change. Having done so, the Board



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will continue to have the meetings on the 4th Tuesday of each month, alternating locations with South Lamar meetings being from 6:30-9:30 in even months, and with Guadalupe meetings being from 6-9pm in odd months.

Seat the 2019 Board, 8:16pm

---Rose Marie Klee moved to seat the 2019 Board to consist of Doug Addison, Melissa Sledge, Lyz Nagan, Lisa Mitchell, Brandon Hines, Jason Bourgeois, MeriJayd O'Connor, Megan McDonald, and Rose Marie Klee.

2019 Board Officer Election, 8:18pm

2018 Officers have indicated interest in continuing service, and Rose Marie opened the floor to any other nominations.

--- MeriJayd moved to elect Rose Marie Klee as President, Lisa Mitchell as Treasurer, and Lyz Nagan as Secretary. Doug seconded. Motion passed 9-0-0.

Farewell to Don, 8:20pm

Directors and staff did a go around appreciating Don and sharing fond memories. Themes that emerged were: his commitment to cooperative movement and work at the ACBA, his patience, his thoughtful use of his own expertise, and the many beers had at ACBA happy hours together. Don shared reflections on what he's learned on his time on the Board and encouraged everyone to consider joining an ACBA committee.

5. COMMITTEE WORK

8:32PM

2018 Board Self-Evaluation, 8:32pm

The Board discussed the results of their self-evaluation survey. Scores around engaging with owners were low and MeriJayd as chair of Owner Engagement Committee noted that the committee discussed the questions and that they felt that the questions did not reflect the board's current strategy and were therefore resulting in artificially low scores. Dan noted that operations conducts a shopper survey every two years, whose results just came in and will be discussed in the February meeting. RMK noted that owner engagement is a great topic for the retreat. Owner Engagement Committee will come back to Board with a new draft of questions for #3 and #4 to better reflect the values/objectives of the board.

Directors continued to discuss the nature of the questions and whether the questions were phrased in a way that people were answering consistently: are the questions asking what you think of overall board performance, or your specific performance.

Nominations Committee, 8:57pm

The Nominations Committee will need at least three directors to serve on the committee.

8. ADJOURN

8:58PM



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February preview, Closing Round, and Wrap-up

At the February meeting, there will be a board training where they review the items in the FYI section, and also a training on communication tools. The Board will also review the off-site trainings and conferences available to them this year at the February meeting. Directors who are ready to commit to going to a specific training should email Beth and she will begin making arrangements.

Lyz will submit a "Crisis Communication Document" to the packet for February.

At 9:00pm, RMK adjourned meeting.