

Wheatville Board of Directors
January 2020 Meeting Agenda
Tuesday January 28th, 2020
6:30-9:30PM, South Lamar Meeting Room
4001 South Lamar



TIME	TOPIC	ACTION
6:30pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:40pm	2. AGENDA REVIEW 3. CONSENT AGENDA: November 2019 Minutes IGMT Monthly Update D – Global Executive Constraint Monitoring Report FYE2020 2 nd Quarter Financial Statements Procedures for Recruitment, Orientation, and Training 2019 Auditor Review and Planning Assessment	DISCUSS VOTE
6:50pm	4. GOVERNANCE AND COMMITTEE WORK, PART I (1 min) Recite Ends (29 min) D1 – Financial Condition and Activities Monitoring Report (0 min) ACBA Committee (15 min) GM Search Committee (0 min) Nominations Committee (0 min) Owner Engagement Committee (20 min) Diversity Equity, and Inclusion (10 min) Board Self-Evaluation Results	RECITE VOTE N/A DISCUSS N/A N/A DISCUSS DISCUSS
8:05pm	BREAK	
8:15pm	5. GOVERNANCE, PART II (5 min) Seat Directors (5 min) 2020 Board Officer Election (25 min) Farewell to Outgoing Directors (5 min) Confirm 2020 Board Meeting Dates	VOTE VOTE DISCUSS DISCUSS
8:55pm	6. EXECUTIVE SESSION ***The purpose of this session is to discuss confidential information related to financial conditions and HR.***	DISCUSS
9:20pm	7. ADJOURN (10 min) February preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS N/A

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 January 2020 Minutes January 28th, 2020

Present: Rose Marie Klee, *President*; Doug Addison; Rachel Fischer (6:32pm-end); Brandon Hines; MeriJayd O'Connor; Megan McDonald (6:37-end); Brian Mikulencak (6:33pm-end); Melissa Sledge; and Stephanie Wong.

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

Absent: Lyz Nagan; Lisa Mitchell; and Jason Bourgeois.

Call to Order **6:30PM**

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

Bill updated the Board on upcoming events.

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

3. CONSENT AGENDA **6:51PM**

November 2019 Minutes

IGMT Monthly Update

D – Global Executive Constraint Monitoring Report

FYE2020 2nd Quarter Financial Statements

2019 Auditor Review and Planning Assessment

--- Rose Marie pulled Procedures for Recruitment, Orientation, and Training.

---Brandon moved to accept the Consent Agenda. MeriJayd seconded the motion. Motion passed. 6-0-0.

Procedures for Recruitment, Orientation, and Training, 6:55pm

Correct CDS Consulting to Columinate Consulting Co-op.

---RMK moved to revise Procedures for Recruitment, Orientation, and Training with the correction to replace CDS Consulting with Columinate Consulting Cooperative. Doug seconded. Motion passed. 6-0-0.

Beth to Find and Replace CEG to GM in the policies and submit it to Consent agenda next month.

4. GOVERNANCE AND COMMITTEE WORK, PART I **6:52PM**

Recite Ends, 6:52pm



Board of Directors January 2020 Minutes January 28th, 2020

The Board and guests recited the Ends in unison.

D1 – Financial Condition and Activities Monitoring Report, 6:57pm

RMK gave an introduction to policy monitoring and to the D1 in particular. Directors and Bill discussed the days of cash on hand and it's incorrect calculation. Bill Sherborne sent an email noting the correction. There was a verbal correction of a typo on page 52. "non-compliance" D.1.8 – actually it's in compliance.

Bill noted that improvements in margin and reduction in labor was prior to the "rightsizing" that happened at the end of the year. Bill gave an overview of the National Cooperative Grocer's Joint Liability Fund.

---MeriJayd moved noting the corrections as indicated above. Megan 6-0-0.

ACBA Committee, 7:19pm

There was a written report for the board's information in the packet.

GM Search Committee, 7:19pm

Brandon gave an overview of the committee's work including the proposed candidate pipeline, the various background checks and their timing, and surveys of staff, management and owners. Brandon also noted that Carolee will be assisting the board in preparing for interviews.

MeriJayd and Brandon agreed to write a GM Search update for the Breeze. Bill will send Brandon the article regarding the culture scorecard so that Gary may send it to candidates.

Nominations Committee

No update.

Owner Engagement Committee

The committee will meet and there will be a discussion at the next meeting.

Board Self-Evaluation Results, 7:40pm

Directors discussed areas of low scores and a wide disparity in scores. RMK encouraged self-study of policy governance by reading the booklet provided to all incoming directors and attending CBL 101 training as early as possible. Brandon suggested assigning people to be "experts" in certain areas of the packet so that the board can be assured that every section was given thorough attention even when the packet is lengthy and dense, and RMK agreed to discuss the idea again.

Directors agreed that once per year is a suitable timeframe for having a self-evaluation.

Break

8:00pm



Board of Directors January 2020 Minutes January 28th, 2020

Owner Engagement Committee, 8:10pm

February 5th 7pm @ Guadalupe.

Follow up to November conversation forthcoming.

Diversity Equity, and Inclusion, 8:13pm

Melissa led a discussion of the ideas generated at the last meeting, noting which ones were easily actionable, which ones were longer term projects, and whether they were operational or board work, or both.

RMK, Brandon, and Melissa are serving as the unofficial committee. They want to have preliminary discussions to get clarity around the scope of the committee's work before submitting a charter for approval.

Beth agreed to create a space on Basecamp for a recommended reading list where anyone can add books or articles they recommend.

5. GOVERNANCE, PART II

8:35PM

Seat Directors, 8:35pm

---RMK moves to seat the 2020 Board composed of Jason Bourgeois, Brian Mikulencak, Stephanie Wong, Brandon Hines, Melissa Sledge, Megan McDonald, Rose Marie Klee, Rachel Fischer, MeriJayd O'Connor.

2020 Board Officer Election, 8:36pm

Three directors put themselves forward as candidates for the officer position. Rose Marie Klee as President. Jason as Secretary. Brandon as Treasurer. The floor was opened to additional nominations, and there were none

--- MeriJayd moved that the Board appoint the Officers as stated. Brian seconded. Motion passed 8-0-0.

Farewell to Outgoing Directors, 8:40pm

Directors and staff did a go around saying appreciations for the departing directors, Lyz Nagan, Lisa Mitchell, and Doug Addison. Doug shared a small slice of what he's learned and experienced in almost ten years of board service, as well as his appreciations for all those he's served with, including the current directors.

Confirm 2020 Board Meeting Dates, 9:05pm

4th Tuesday. Directors should send word to RMK if they know they will miss a meeting as soon as they know.



Board of Directors January 2020 Minutes January 28th, 2020

BREAK

8:58PM

6. EXECUTIVE SESSION

9:02PM

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

---At 9:08pm, Rose Marie Klee moved the Board into executive session to discuss confidential proprietary information and personnel issues with Bill Bickford, Doug Addison, and Beth Beutel.

---At 9:31pm, Rose Marie Klee moved the Board out of executive session.

8. ADJOURN

9:31PM

February preview, Closing Round, and Wrap-up, 9:31pm

RMK invited new directors to send questions to her or anyone else if they have questions.

Adjourn, 9:32pm

At 9:32pm, RMK adjourned meeting.