

**Wheatsville Board of Directors**  
**July 2020 Meeting Agenda**  
**Tuesday, July 28<sup>th</sup>, 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	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> June 2020 Meeting Minutes Monthly GM Update FY2020 Q4 Financial Statements	DISCUSS VOTE
<b>6:20pm</b> (1 min) (15 min) (30 min) (4 min) (20 min)	<b>4. GOVERNANCE, Part I</b> Recite Ends Overview of Online Voting System Policy Governance Learning Mid-year Conflict of Interest Disclosure GM Update	RECITE DISCUSS DISCUSS DISCUSS DISCUSS
7:30pm	<b>BREAK</b>	
<b>7:40pm</b> (30 min) (30 min)	<b>5. GOVERNANCE, Part II</b> D1 – Financial Conditions and Activities Monitoring Report D2 – Business Planning and Budgeting Monitoring Report	VOTE VOTE
<b>8:40pm</b> (0 min) (0 min) (15 min) (0 min) (5 min) (0 min)	<b>6. COMMITTEE WORK</b> ACBA Committee Audit and Review Committee Diversity and Inclusion GM Search Committee Nominations Committee Owner Engagement Committee	N/A N/A N/A N/A N/A N/A
<b>8:55pm</b> (5 min) (0 min)	<b>7. ADJOURN</b> August preview, Closing Round, and Wrap-up Adjourn	DISCUSS N/A

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



# Board of Directors July Minutes Unapproved July 28th, 2020

Present: Rose Marie Klee, *President*; Jason Bourgeois, *Secretary*; Brandon Hines, *Treasurer*, Rachel Fischer (6:11pm- end); MeriJayd O'Connor; Brian Mikulencak; Melissa Sledge; and Stephanie Wong.

Also present: Mark Jacob, *General Manager*, Beth Beutel, *Board Administrator*; Karen Kovalovich, *Ownership and Outreach Coordinator* (6:00-6:23pm); Nick Conn, *Brand Manager*(6:00-6:23pm). *Owners*: Samuel Junk and Stephanie Bogdanich.

Absent: Megan McDonald

## Call to Order

6:00PM

### 1. OPEN TIME

6:02PM

Rose Marie let the two prospective candidates know that if they have questions about the meeting, they should direct them to the nominations committee via email after the meeting or set up a time to discuss.

Directors and guests did a round of introductions.

### 2. AGENDA REVIEW

6:11PM

No changes

### 3. CONSENT AGENDA

6:11PM

June 2020 Meeting Minutes

Monthly GM Update

FY2020 Q4 Financial Statements

---Brandon moved to accept the consent agenda. Melissa seconded. Motion passed 7 – 0 – 1 (abstain).

### 5. GOVERNANCE, Part 1

6:13PM

Recite Ends, 6:13pm

Mark recited the Ends policy.

### Overview of Online Voting System, 6:13pm

Nick and Karen are attended the meeting to share about changes to the voting system. We will be contracting with a third party vendor called Simply Voting that works with several other co-ops. It will save money and make voting, and managing the election more efficient. A mailer will be sent out and ipads will be available in store for customers to vote.

### Policy Governance Learning, 6:23pm



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Rose Marie reminded the Board that they had a policy governance training during orientation, and another in May. Last month the board had a conversation about being resilient and being organized.

Rose Marie led the board in a training on policy governance, and the legal obligations of directors. Going through the ten policy governance principles was suggested as a future training topic

## **Mid-year Conflict of Interest Disclosure, 7: 06pm**

Directors discussed what a conflict of interest is and the difference between real and perceived conflicts of interest. Brandon reminded directors that they can update their conflict of interest disclosure at any time, should one arise. Conflicts of interest can also be disclosed at a meeting. Anyone who currently needs to make a written update can coordinate getting the form from Beth.

## **GM Update, 7:12pm**

Mark updated the Board on progress on the various action plans, changes being made to the deli, the forthcoming multi-year organizational budget, and potential facility improvements.

## **6. GOVERNANCE, Part 2**

**7:49PM**

### **D1 – Financial Conditions and Activities Monitoring Report, 7:51pm**

Mark introduced the report. Directors noted significant improvements with a positive net income for the year, debt service coverage ratio, and days of cash on hand.

Mark overviewed areas of out of compliance. For growth in ownership, Mark noted that the goal may not have been achievable there and is working with Nick to develop a more realistic, yet ambitious, goal. For timely payment of invoices, a delay in the accounts payable team receiving several large invoices caused the delay in timely payment.

Brandon noted a typo on page 47.

---RMK moved to accept the D1 monitoring report, with amendment on page 47, to correct FY 20 to FY19, and acknowledge non-compliance in D1, D1.1, D1.2, D1.8 and D1.11. Brandon seconded. Motion passed 8-0-0

### **D2 – Business Planning and Budgeting Monitoring Report, 8:23pm**

Note that action plans are available on basecamp and next month we'll schedule more time to discuss those. Mark gave an overview of the financial results the business plan anticipates.

Mark noted that for Total Pay, the new goal will be to reach \$15 an hour entry level pay two years from now in order to ensure we are an employer of choice. Mark explained why the model



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the co-op has previously used isn't the one he recommends for the co-op. The primary way we'll afford these wages is by implementing productivity standards.

The business plan anticipates being able to pay a patronage dividend for FY21. The board will do more learning around patronage rebates.

---Brandon moved to accept the D2 – Business Planning and Budgeting Monitoring Report. Melissa seconded the motion. Motion passed 8-0-0.

## **7. COMMITTEE WORK**

**8:46pm**

### **ACBA Committee**

No verbal update.

### **Audit and Review Committee**

No verbal update.

### **Diversity and Inclusion, 8:47pm**

Mark noted that a staff Inclusion and Diversity committee will be formed, led by DeAnna Orozco, to be comprised of 5 staff members, no supervisor level or above, for the purpose of reviewing planned activities, providing feedback and suggestions.

Directors may be invited to trainings designed for staff when and where appropriate.

### **GM Search Committee**

No verbal update.

### **Nominations Committee, 8:55pm**

Jason gave an update on attendance at orientation and expected meeting attendance.

### **Owner Engagement Committee**

No verbal update

## **7. ADJOURN**

**8:58pm**

### **August preview, Closing Round, and Wrap-up, 8:58pm**

Directors discussed what went well this meeting, and what could go better next time.

At 9:00pm, RMK adjourned meeting.