

Wheatsville Board of Directors
 June 2017 Meeting Agenda
 Tuesday June 20th, 2017
 6:30-9:30PM, Large 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: May 2016 Minutes B5 – Director’s Code of Conduct B6 – Officer’s Roles Monitoring Report CEG Report	DISCUSS VOTE
6:50pm	4. GOVERNANCE AND COMMITTEE WORK	
(1 min)	Recite Ends	RECITE
(20 min)	CCMA	DISCUSS
(20 min)	C3 – Delegation to the CEG Monitoring Report	VOTE
(19 min)	Board Self Evaluation	DISCUSS
(5 min)	Review and Audit Committee	DISCUSS
(5 min)	ACBA Committee	DISCUSS
8:00pm	BREAK	REST
8:10pm	5. COMMITTEE WORK	
(10 min)	Nominations Committee	VOTE
(20 min)	Owner Engagement Committee	DISCUSS
8:40pm	6. BUSINESS PLAN	
	EXECUTIVE SESSION Purpose: to discuss confidential financial information	
	FYE 2018 Business Plan	VOTE
9:00pm	7. CEG COMPENSATION	
	EXECUTIVE SESSION Purpose: to discuss confidential personnel information	
	END EXECUTIVE SESSION CEG Compensation	VOTE
9:20pm	8. ADJOURN	
(10 min)	July Preview, Closing Round, and Wrap-up	DISCUSS
(0 min)	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: Doug Addison, *President*; Andi Shively, *Treasurer*; Kitten Holloway, *Secretary*; Don Jackson; Rose Marie Klee; Julie Le; and Lisa Mitchell.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*. Meri Jayd O'Connor. Jennifer Geshe, Lyz Nagan, Brandon Hines, Jason Bourgeois (6:30pm - 7:23pm), RJ Armstrong and family.

Absent: None

Call to Order **6:30PM**

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

The board and guests introduced themselves.

Dan noted the weekly email included an appealing message about the meaning of shopping at the co-op in the face Amazon's purchase of Whole Foods.

2. AGENDA REVIEW **6:35PM**

Kitten will review the evaluation process during CEG Compensation discussion.

The CEG Compensation topic will not have a vote.

Review and Audit Committee will get 10 additional minutes.

ACBA Committee will have 5 fewer minutes.

Owner Engagement Committee will have 5 fewer minutes.

3. CONSENT AGENDA **6:32PM**

May 2016 Minutes

B5 – Director's Code of Conduct

B6 – Officer's Roles Monitoring Report

CEG Report

---Kitten moved to approve the Consent Agenda. RMK seconded. Motion passed 7-0-0.

4. COMMITTEE WORK AND GOVERNANCE **6:41pm**

Recite Ends, 6:41pm

The Board and guests recited the ends in unison.

CCMA, 6:42pm

Wheatville sent Don and Andi from the Board, and Dan and Beth from operations to the annual CCMA conference for directors and operations. The cost of sending Beth was split with Black Star Co-op, as she is on their board of directors. RMK was also in attendance, sent by CDS Consulting. RMK was a presenter with another CDS Consultant on governance, and Dan presented on Open Book Management. All CCMA attendees spent a few minutes each sharing what topics they learned about and their take-aways from the conference, as well as encouraging all directors to attend if they are able.



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C3 - Delegation to the CEG Monitoring Report, 7:02pm

The board more deeply analyzed why, how and what they delegate to their chief executive via the lens of a market study. Portions of the market study utilized to select the site of the South Lamar store were included in the packet as a discussion aide.

---Doug moved to accept the C3 – Delegation to the CEG Monitoring Report. RMK seconded. Motion passed 7-0-0.

Board Self Evaluation, 7:23pm

Doug led the board through a discussion of the self-evaluation results. Directors affirmed that they would like to set goals and progress towards those goals and see the goals more clearly articulated and tracked, specifically with regard to “strategic learning” discussions. There is also room for improvement on the scores regarding member engagement, which directors believe will be greatly improved by the soon to be implemented Power of Participation program. Areas of high scores included: excellent board record keeping systems, and professional, prepared directors.

Review and Audit Committee, 7:39pm

Andi sent a report to the Board via email earlier that day. There is a brainstorm of possible questions to ask the auditor for the pre-audit call on the board’s online portal that directors were encouraged to review, comment on, and add their own questions. The pre-audit call is not yet scheduled. Don will send out a scheduling poll soon, and anyone interested in the call should fill it out.

Andi reviewed the preliminary plan for direct inspection.

Doug noted that the committee did develop a confidentiality agreement for owner committee members.

The board will take an email vote to authorize treasurer to engage auditor.

Austin Cooperative Business Association, 7:56pm

Don introduced the ACBA for the benefit of the prospective directors. Don updated the Board on the progress of the ACBA’s advocacy committee and outreach committee. Don also noted that the ACBA board has two vacancies they are looking to fill by appointment and would be happy to receive recommendations or volunteers, who should be referred to Don.

BREAK

8:04pm

5. COMMITTEE WORK

8:14pm

Nominations Committee, 8:14pm.



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Rose Marie Klee led the Board through discussions and updates on three topics: appointment to fill Deborah's seat, vacancy from Jeni Findley, an update on the election cycle so far.

RMK re-iterated Lyz Nagan's qualifications, reviewed the vetting process, and affirmed that the Nominations Committee recommends the Board appoint Lyz Nagan to fill Deborah Ingraham's seat for the remainder of 2017.

---RMK moved to appoint and seat Lyz Nagan effective immediately. Lisa seconded. Motion passed 7-0-0.

Lyz signed a Code of Conduct and Conflict of Interest disclosure form and submitted it to Beth for the Board's records.

RMK noted that the committee recommends not pursuing appointment for Jeni Findley's vacant seat due to the capacity of nominations committee because of the election cycle. The Board decided not to appoint to fill Jeni Findley's vacant seat at this time.

RMK updated the Board on attendance at candidate orientation sessions, noting that we are not getting many RSVPs and that we wait up to 15 minutes for participants to arrive.

Owner Engagement Committee, 8:24pm

Doug reported on behalf of the committee. The committee is currently comprised of Doug and Julie from the Board and Erica and Raquel from the brand department. Erica and Raquel provided an early outline of the Fall Owner Gathering which was included in the packet. Doug gave a brief overview. The event is planned for October 1st in the late morning and directors affirmed their availability.

The committee will clarify which parts of the Fall Owner Gathering budget will come from the board budget and which will come from operations. Operations will give a detailed accounting of what gets spent where.

Promotions will begin in September, and directors were advised to keep their eyes on social media for promotions then and share them widely.

6. BUSINESS PLAN

8:38pm

---At 8:38pm, Doug moved into Executive Session to discuss proprietary information and to include John and Dan and Beth.

All remaining guests left the room.

*****EXECUTIVE SESSION*****

Purpose: Discuss confidential proprietary information



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*****END EXECUTIVE SESSION*****

---Doug moved out of executive session at 9:22pm.

---Doug moved to accept FYE 2018 Business Plan. Kitten seconded. Motion passed. 5 (for) -0 (against) - 3 (abstain).

7. EXECUTIVE SESSION: CEG EVALUATION AND COMPENSATION 9:23PM

--- Doug moved the Board into Executive Session at 9:24pm with Beth Beutel, John Perkins and Dan Gillotte.

*****EXECUTIVE SESSION*****

Purpose: Discuss confidential proprietary information

*****END EXECUTIVE SESSION*****

---Doug moved the Board out of Executive Session at 9:31pm.

8. ADJOURN

9:32PM

July Preview, Closing Round, and Wrap-up, 9:32pm

The board reviewed upcoming discussions for the July meeting and upcoming notable dates.

At 9:34pm, Doug adjourned the meeting.

Parking Lot

- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16