

**Wheatsville Board of Directors**  
**March 2017 Meeting Agenda**  
**Tuesday March 21<sup>st</sup>, 2017**  
**6:00-9:00PM, Guadalupe Meeting Room**  
**4001 South Lamar**



| TIME    | TOPIC  | ACTION  |
|---------|--|---|
| 6:00pm  | 1. <b>OPEN TIME</b> – for WV Owners to present any topic to the board  | LISTEN  |
| 6:20pm  | <b>2. AGENDA REVIEW</b><br><b>3. CONSENT AGENDA:</b><br>February minutes<br>B3 – Governance Cycle Monitoring Report<br>CEG Monthly Report  | DISCUSS<br>VOTE   |
| 6:30pm  | <b>4. COMMITTEE WORK AND GOVERNANCE</b><br>(1 min) Recite Ends<br>(30 min) D6 – Staff Treatment Monitoring Report<br>(4 min) Board Development Committee<br>(5 min) Review and Audit Committee<br>(5 min) FOG Committee<br>(10 min) Nominations Committee<br>(5 min) Treasurer’s Report on Direct Inspection of Taxes<br>(10 min) Board Budget<br>(0 min) ACBA Committee | RECITE<br>VOTE<br>DISCUSS<br>VOTE<br>VOTE<br>DISCUSS<br>VOTE<br>VOTE<br>DISCUSS |
| 7:40pm  | <b>BREAK</b>   | REST  |
| 7 :50pm | <b>5. STRATEGIC LEARNING</b><br>(40 min) Teaming: Group Dynamics<br>(15 min) Retreat date finalization and preliminary agenda review.  | DISCUSS<br>DISCUSS  |
| 8 :45pm | <b>6. ADJOURN</b><br>(5 min) Closing Round<br>(0 min) 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



# Board of Directors Meeting Minutes March 2017

Present: Doug Addison, *President*; Andi Shively, *Treasurer*; Kitten Holloway, *Secretary*; Jeni Findley (6:00-7:40pm); Don Jackson; Julie Le; and Lisa Mitchell.

Also present: Dan Gillotte, *Chief Executive Grocer*; Beth Beutel, *Board Administrator*; Autumn Arizola, *Human Resources Manager* (6:03pm-7:40pm); Eugene Sepulveda, *owner* (6:03pm-6:31pm).

Absent: Deborah Ingraham, Rose Marie Klee

## Call to Order

6:03PM

### 1. OPEN TIME

6:30PM

Directors and Guests introduced themselves. Eugene Sepulveda addressed the Board noting that the changes in staffing, especially in the deli, do not seem consistent with Wheatville's Ends Policy of creating more "hospitality, kindness and generosity" and offered a potential solution for any upcoming changes of having ways of soliciting member input before changes are put in place, and better communication while changes are happening. Eugene thanked the Board for their time and left the meeting.

Doug walked the conversation back to how the organization decided to make these changes. The Board spent the last year and a half hearing from Dan, top-level managers, market research, and consultants about trends in the industry and how these changes could contribute to our success. Dan noted that both customer count and sales were dropping at the Guadalupe location, which prompted looking for solutions. Dan also noted that there may be more upset customers with changes this time than there were at the opening of the South Lamar store or the renovation of the Guadalupe store, because both of those significant changes were additions of offerings, whereas this change did take away programs that some people liked.

Kitten asked how we would know if people continue to be upset. Dan noted that complaints are expected to drop off once the project is completed and all the new offerings are fully in place, and that there is no way of specifically measuring or tallying the complaints. Doug asked when and how we review whether this was a success. Dan clarified that sales for the Guadalupe store, specifically Deli sales- where the most changes happened- would be a good indicator, as would customer counts, and that he expects the results will be very noticeable within 6 months.

### 2. AGENDA REVIEW

6:31PM

Add time for ACBA – 10 minutes, after break, taken from teaming exercise.  
Nominations Committee – Kitten & Lisa will update



# Board of Directors Meeting Minutes March 2017

## **3. CONSENT AGENDA**

**6:32PM**

**February 2017 Minutes**

**B3 – Governance Cycle Monitoring Report**

**CEG Monthly Report**

---Andi moved to accept the Consent Agenda. Don seconded the motion. Motion passed 7-0-0.

## **4. COMMITTEE WORK AND GOVERNANCE**

**6:33PM**

**Recite Ends, 6:33pm**

The Board and guests recited the ends in unison.

### **D6 – Staff Treatment Monitoring Report, 6:33pm**

Dan began by noting that the D6 monitoring report has been consistently given time on the agenda for many years because it is of high interest and importance to the Board. Autumn Arizola, the HR Manager, attended the meeting to answer questions. Dan and Autumn called out specific areas where satisfaction rose and decreased since the last full survey of the organization in 2015. Dan detailed the process of sharing results with staff; there is a survey presentation with each store, and then each department to talk about what was high, what was low, ask questions to find out what they might mean, and then supervisor makes an action plan.

Directors asked clarifying questions about specific information and Dan and Autumn answered. After a question about why standard deviation was shown in some tables and not in others, Dan referred the Board to ask Carolee, who administered the survey and chose which tables had standard deviation reported.

The Board began discussing the interpretation of D6.4 around “internally and externally inequitable” wages and Beth interjected that the D6.4 policy in the monitoring report is not current, that the Board modified the policy last March.

Dan, Carolee, and Autumn will resubmit in April with the correct policy, and call out any other changes.

### **Board Development Committee, 7:08pm**

Julie will join Deborah for the “Leading in a time of controversy” topic in April

### **Review and Audit Committee, 7:11pm**

Andi reviewed the changes on the committee charter, noting that Kristi Beer is not available to serve on the committee and she would like to recruit one or two more non-director committee members.



# Board of Directors Meeting Minutes March 2017

Last year, the board decided that future Audit \* Review committee charters should call for the committee to make a recommendation about changing auditors or not before closing out the committee. Because this suggestion was offered as the 2016 committee closed out it's work, the 2017 committee will make that recommendation for this fiscal year audit, as well as making a recommendation for the 2018 committee.

Don and Doug agreed to serve on the committee.

---Andi moved to approve the Review and Audit Committee charter as amended during the discussion. Kitten seconded the motion. Motion passed 7-0-0.

## **FOG Committee, 7:17pm**

The Board discussed the idea of having operations take on more of a role for the event planning aspects, and the consequences to the Board budget. The Board discussed the idea of forming a committee around member engagement and having the Fall Owner Gathering be a project of the member engagement committee. Doug volunteered to consider it more deeply and come back in April with a draft charter and schedule time in the agenda for a lengthier discussion. Jeni noted she will be absent in April, and would like to serve on the committee, but not as its chair.

## **Nominations Committee, 7:26pm**

Kitten reviewed the timeline noting the changes including that most of the schedule is moved up in order to allow for candidates attend a board meeting long before August. The Board discussed whether they are ready for a vote. The Board decided to wait until April to vote with a formal "Proposal for Co-op Vote."

## **BREAK**

**7:40pm**

## **Treasurer's Report on Direct Inspection of Taxes, 7:40pm**

Andi called out items of special note in the process and opened the floor to questions. There were none. Andi gave a special thanks to John Perkins who was very prepared and helpful.

---Doug moved to accept the Treasurer's Report. Lisa seconded. Motion passed 6-0-0.

## **Board Budget, 7:55pm**

Andi called out all modifications based on last month's discussion. The Board discussed implications of changing the way FOG is handled, and Andi advised that if there's a huge discrepancy, the Board may want to modify the budget or acknowledge that it's a source of overage.



# Board of Directors Meeting Minutes March 2017

--- Lisa moved to accept the FYE 2018 Board Budget. Julie seconded. Motion passed 6-0-0.

## **ACBA Committee, 8:00pm**

Andi reported about the advocacy successes of the Austin Cooperative Business Association.

## **5. STRATEGIC LEARNING**

**8:07pm**

### **Teaming: Group Dynamics, 8:07pm**

Kitten led the directors in an exercise where they wrote down on index cards 1-3 things that individuals can do that support the group's work, and on a different card 1-3 things which detract from the group's work. On the detracting items, directors discussed ways to manage or correct those behaviors.

Directors reported where they feel the Board is on the Storming, Norming, and Performing scale presented in the packet.

### **Retreat date finalization and preliminary agenda review, 8:50pm**

Doug shared a draft of the retreat agenda, noting that just having a retreat is a teaming activity. May 2<sup>nd</sup> & 3<sup>rd</sup> in the evening. Doug directed Beth to look for an off-site location to preserve the retreat feeling.

## **6. ADJOURN**

**9:40PM**

### **Closing Round, 8:55pm**

In April, D6 will be resubmitted, and the Board will receive quarterly financials and D1. Andi scheduled a time to have "financial statement study session" on Sunday April 16<sup>th</sup> at 1pm at Black Star, all directors are welcome. Andi will do another session in May when the Business Plan comes out.

**At 8:56pm, Doug adjourned the meeting.**

### **Parking Lot**

- Member Engagement Committee- added 02/14
- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16