

Wheatville Board of Directors
March 2019 Meeting Agenda
Tuesday, March 26th, 2019
6:00-9:00pm @ 3101 Guadalupe, Large Meeting Room



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: February 2019 Meeting Minutes CEG Monthly Update B3 – Governance Cycle	DISCUSS VOTE
6:50pm	4. GOVERNANCE (1 min) Recite Ends (9 min) CBL 101 Report Out from Melissa (20 min) D6 – Staff Treatment and Compensation Monitoring Report (5 min) Treasurer's Direct Inspection of Tax Payments (10 min) FYE 2020 Board Budget (15 min) Overview of the FYI Section of the Board Packet (10 min) General Check-in, Q&A for Directors	RECITE DISCUSS VOTE DISCUSS DISCUSS DISCUSS DISCUSS
8:00PM	BREAK	
8:10PM	5. STRATEGIC LEARNING Board Self-Facilitation Reflections/Debrief on the February Strategic Learning Session	DISCUSS DISCUSS
8:55pm	6. COMMITTEE WORK (15 min) Overview of Committee Work (5 min) Audit and Review Committee (0 min) Austin Cooperative Business Association (ACBA) Committee (10 min) Nominations Committee (0 min) Owner Engagement Committee	DISCUSS DISCUSS N/A DISCUSS N/A
9:25pm	7. ADJOURN (5 min) March preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS LISTEN

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



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Present: Rose Marie Klee, *President*; Lyz Nagan; *Secretary*; Lisa Mitchell, *Treasurer*; Doug Addison; Jason Bourgeois; Megan McDonald; MeriJayd O'Connor; and Melissa Sledge.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager* (6:00-7:35pm); Beth Beutel, *Board Administrator*; and Bill Bickford, *Human Resources Manager* (6:00-7:35pm); Simon Zolotarev *owner* (6:00-7:27pm).

Absent: Brandon Hines.

Call to Order **6:00PM**

1. OPEN TIME **6:00PM**

The Board and guests introduced themselves. Dan reminded everyone about upcoming events for Wheatsville: Honk and the New Story Festival.

2. AGENDA REVIEW **6:14PM**

3. CONSENT AGENDA **6:41PM**

February 2019 Meeting Minutes
CEG Monthly Update

---RMK pulled B3 – Governance Cycle monitoring report.

---Lyz moved to accept the Consent Agenda. Lisa seconded. Motion passed 8-0-0.

B3 – Governance Cycle Monitoring Report, 6:16pm

What does it mean to have a multi-year strategic plan? RMK noted that the retreat is a great opportunity to develop/move towards a multi-year strategic plan.

---MeriJayd moved to approve B3 – Governance Cycle Monitoring Report. Jason seconded. Motion passed 8-0-0.

4. GOVERNANCE **6:17PM**

Recite Ends, 6:17

Board and guests recited the Ends in unison.

CBL 101 Report Out from Melissa, 6:19pm

Melissa attended the Cooperative Board Leadership 101 training in Portland, Oregon. She reported that it was an excellent workshop, which was very interactive, provided opportunities to learn about other co-ops, and had a great financial training. Melissa also noted that many co-ops are facing the same challenge of expanding the circle of "we", to meet the intention of being



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open, inclusive spaces.

RMK noted that diversity and inclusion are big themes of this year's CCMA conference. RMK asked who is available and interested in going to the conference this year. MeriJayd is interested in attending.

The Board briefly discussed the Retreat on Saturday May 11th. Beth confirmed that while the Board will have to vacate the room at 4pm, they can stay to tour the grounds until 5pm.

D6 – Staff Treatment and Compensation Monitoring Report, 6:27pm

Dan and Bill introduced the monitoring report with an overview of how the staff survey process works and what management does with the information. They then took questions from directors covering topics from where the highest and lowest scores were, things that affect staffs' perception of safe working conditions, and informational questions about some staff benefits.

Dan noted the reason we began emphasizing staff satisfaction so strongly was as a part of our goal to be the "Friendliest Store in Town". To get staff to give excellent service, they need to be given excellent internal service from supervisors and managers. Bill noted there are also strategic advantages including reduced turnover and higher performance, and that our operationalized Ends policy of "more happy people" includes staff.

---Doug moved to accept the D6 – Staff Treatment and Compensation Monitoring Report. Lisa seconded. Motion passed 8-0-0.

Treasurer's Direct Inspection of Tax Payments, 6:52pm

Lisa submitted a report detailing her direct inspection process and the result that all taxes appear to have been paid on time and in full. She opened the floor to questions. There were none. She thanked John Perkins and Bill Sherborne for supporting her and guiding through the direct inspection.

FYE 2020 Board Budget, 6:58pm

Lisa led a discussion based on the 2019 budget and actuals through February 18th to ensure the Board understands each category of the budget. An error was noted in "professional fees", which John Perkins will correct. RMK requested John Perkins call out unanticipated expenses that were directed by operations (like extra owner outreach).

Any feedback on the budget will be sent over email, and Lisa will bring a vote-worthy budget to the April meeting.

Overview of the FYI Section of the Board Packet, 7:08pm

Dan and John went through the information listed in the two monthly reports the Board receives line by line: the Monthly Ownership Report, and the Monthly Operations Report.



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General Check-in, Q&A for Directors, 7:23pm

Rose Marie opened the floor to check in with directors and create space for questions on any topic. A director asked about responding to emails from owners and Dan and Rose Marie explained that most emails that get sent to the Board are really about operational matters, and Rose Marie will direct those to Dan and he will respond, either cc'ing the Board or informing them that he responded. On the rare occasion that the Board does get an email about their work, the Board President responds on behalf of the Board.

BREAK

7:35PM

5. STRATEGIC LEARNING

7:47PM

Board Self-Facilitation, 7:47pm

RMK led a discussion on how every director participates in having a successful meeting noting themes of: having a system you use and use well (policy governance), "is it plenary worthy?" – worthy of the use of the full groups' time, prioritizing various discussion topics, expediently handling others. RMK encouraged directors to speak up when they want changes to the agenda during the board's "agenda review" at the top of each meeting. Directors noted that questions can be sent electronically before and after the meeting.

Directors discussed building resiliency by training directors to facilitate. Directors liked the idea of training by leading just one topic at a meeting.

Reflections/Debrief on the February Strategic Learning Session, 8:03pm

RMK asked directors to reflect on last month's strategic learning discussion using the "What, So what? Now what?" method. "What" themes: focusing on four questions of governance, using the policy monitoring flow chart, measuring the plans for compliance. "So what" themes: how does the board get support having these discussions and staying on the same team with operations, what metrics will we use to measure plans, how does the board do "high level leadership that builds alignment and loyalty." "Now what?" is primarily to continue the conversation.

6. COMMITTEE WORK

8:45PM

Overview of Committee Work, 8:46pm

Rose Marie gave an overview of why the board has committees, how the board utilizes committees, and how they maintain accountability to the board.

Audit and Review Committee, 8:50pm

The Board discussed the Audit and Review Committees draft charter. Lisa will resubmit the charter with updated cost information on the audit and the final list of committee members for next month's consent agenda.



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Directors discussed the idea of one committee member to do a direct inspection of the membership system, noting that it was outside the scope of the existing charter. Lisa will ensure that Dan is copied on any emails to the Ownership and Outreach Coordinator as the idea develops and is discussed. Lisa also noted that it is merely an item to be discussed by the committee and that they will make a recommendation to the Board.

Austin Cooperative Business Association (ACBA) Committee,
Don will submit a written report and Beth will post it on Basecamp.

Nominations Committee, 8:55pm

Jason is chair of the committee, and Doug will also be on the committee. They are still seeking 1-2 additional members.

Owner Engagement Committee, 8:56pm

Time was forfeited with a note to be aware of the activities in the plan for the year that was included in the packet.

7. ADJOURN

8:56PM

April preview, Closing Round, and Wrap-up, 9:27pm

Directors gave reflections on the meeting, and noted that they would like the laminated copies of the Decision Tree for Acting on General Manager Monitoring Reports at every meeting. Beth will provide them.

At 8:59 pm, RMK adjourned meeting.