

Wheatsville Board of Directors
 March 2020 Meeting Agenda
 Tuesday March 24th, 2020
 6:00-9:00PM ***VIRTUAL MEETING***
 Contact BBeutel@Wheatsville.com for info to join



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 2020 Minutes NCG Membership Agreement	DISCUSS VOTE
6:50pm	4. COMMITTEE WORK (1 min) Recite Ends (9 min) Check-in about committee assignments and charters (0 min) ACBA Committee (10 min) GM Search Committee (0 min) Nominations Committee (15 min) Owner Engagement Committee	RECITE DISUSS N/A DISCUSS N/A DISCUSS
7:25pm (15 min)	5. GOVERNANCE, Part 1 Board Budget FY21 Draft	DISCUSS
7:40pm	BREAK	
7:50pm	6. EXECUTIVE SESSION ***The purpose of this session is to discuss confidential information related to financial conditions and HR.***	DISCUSS
9 :00pm	7. GOVERNANCE, Part 2 Actions related to IGMT and GM	VOTE
9:20pm (10 min) (0 min)	8. ADJOURN April 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



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Present: Rose Marie Klee, *President*; Jason Bourgeois, *Secretary*; Brandon Hines, *Treasurer*, Rachel Fischer; MeriJayd O'Connor; Megan McDonald; Brian Mikulencak; Melissa Sledge; and Stephanie Wong.

Also present: Beth Beutel, *Board Administrator* (6:00-6:57pm); Bill Bickford, *HR Manager & Interim General Management Team* (7:10pm-8:45pm), Niki Nash, *Packaged Manager and Interim General Management Team* (7:10pm-8:45pm); Dana Tomlin, *Fresh Manager and Interim General Management Team* (7:10pm-8:45pm).

Absent: none.

Call to Order **6:00PM**

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

Directors had personal shares.

Beth confirmed that no owners reached out to her in order to be able to virtually join the meeting.

2. AGENDA REVIEW **6:10PM**

Compress the Committee Assignment discussion as much as possible.

RMK reminded the board there are three topics for Executive Session: Verbal update from IGMT, IGMT Retention Plan, and GM Candidates.

3. CONSENT AGENDA **6:12PM**

February 2020 Minutes

NCG Membership Agreement

---Brandon moved to adopt the Consent Agenda. Jason seconded. Motion passed. 9-0-0.

4. COMMITTEE WORK **6:12PM**

Recite Ends, 6:12pm

The Board and guests recited the ends in unison.

Check-in about committee assignments and charters, 6:13pm

Rose Marie made a list, from memory, of who expressed interest on serving on which committee. She asked everyone if they wanted to make any changes.

Rose Marie recommended that directors reach out to other members of the community to join Audit and Review Committee. Brandon recommended at least two more committee members,



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three maximum. Once the group gets bigger than 5 it gets hard to schedule.

Audit and Review Committee – Brandon (chair), Stephanie, two-three non-directors

ACBA Committee – Don Jackson-Spitzer (chair), Doug Addison

GM Search Committee – Brandon (chair), Melissa, Doug Addison

Nominations Committee – Jason (chair), Brian

Owner Engagement Committee – MeriJayd (chair), Megan, Rachel

ACBA Committee

No discussion.

GM Search Committee, 6:18pm

Brandon put together the status report on March 16th, and noted that the committee and board have continued to move the ball forward, which will be discussed in executive session.

He noted that the survey showed the different wants and needs of staff and owners. It was in line with what the Board expected to see.

Nominations Committee

No discussion.

Owner Engagement Committee, 6:22pm

The committee is proposing that for each month, a primary and a secondary person volunteer to handle incoming communication. This last month the board has had incoming communications. MeriJayd has been following the guidance to test it out. The committee would like to create a system for making a record of the incoming communication and who responded so that the full board can be assured that owners are getting responses. Committee would like to hear feedback on the proposal and how to proceed.

Brandon asked if there would be any recording regarding the topics of the contents and possible form letters developed. MeriJayd said there is an intention to do so, but it's not developed yet. Melissa asked about being consistent with answers.

MeriJayd noted that the plan for the board to build content for the newsletter, blog, and social media has not been developed yet, and the committee will work on that soon.

5. GOVERNANCE

6:35PM

Board Budget Overview and FY21 Draft, 6:35pm

Brandon went over the process, and let everyone know that he's open to final feedback, and if the board is ready, put it to a vote at the next meeting.

Rose Marie discussed the line for Columinate's CBLD program. Michelle Schry recommended



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asking NCG for support in arranging financial assistance to access those programs. The Cooperative Board Leadership Development program is immensely valuable to the board in terms of training and support for both new and continuing directors. Directors are all volunteer lay directors who need to learn to do their job well, which is why it's critical to invest in their education and development.

Brandon will send another link to a google sheet version so that people can make comments and ask questions. If we find outside funding for things, will still leave a note for whoever does this next year so they don't get blindsided if that support goes away.

Whistleblower Policy, 6:44pm

Rose Marie drew everyone's attention to resources gathered by Brian Mikulencak and resources from Columinate. Brian and Rose Marie will continue to work on the policy and come back to the board in April. The IGMT requested that the Board develop the policy, as a part of the organizations Culture Scorecard work. The Board will continue to work with the IGMT and future GM as to whether we have the right policy.

MeriJayd asked about other employee complaints which don't involve the general manager. Beth explained to the "Go Direct" policy and advice to go to your supervisor or HR, both of which are explained to staff at multiple points during their introductory period. Rose Marie noted that the D6 policy says that you have to have a process for dealing with complaints. Also, we get staff survey results for the D6 policy monitoring that help to read staff opinions.

The committee will come to the April board meeting with draft language of an executive limitation board policy, and a draft operational policy. Operations would be responsible for fine-tuning the operational policy and implementing it.

BREAK

6:57PM

6. EXECUTIVE SESSION

7:10PM

At 7:10, RMK moved the Board into executive session to include Bill Bickford, Dana Tomlin, and Niki Nash

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

At 8:45pm, Bill Bickford, Dana Tomlin, and Niki Nash departed executive session.

At 9:37pm, Brian Mikulencak departed executive session.

At 10:19pm, Rose Marie Klee moved the Board out of executive session.



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7. GOVERNANCE, Part 2

10:19pm

Actions related to IGMT and GM, 10:19pm

--- the full Board moved to authorize Brandon as Chair of the GM Search Committee to proceed with negotiation with the preferred candidate as discussed in executive session.

Motion Passes: 7-0-1 (abstain).

8. ADJOURN

10:21pm

At 10:21pm, RMK adjourned meeting.