

Wheatville Board of Directors
May 2019 Meeting Agenda
Tuesday, May 28th, 2019
6:00-9:00pm @ 3105 Guadalupe, Large Meeting Room



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: CEG Report April 2019 Meeting Minutes 2020 Board Candidate Application Resolution for the 2020 Co-op Vote B5 – Director’s Code of Conduct Monitoring Report C2 – Accountability of the CEG Monitoring Report D9 – Emergency CEG Succession Support Monitoring Report	DISCUSS VOTE
6:20pm (1 min) (29 min)	4. GOVERNANCE, PART I Recite Ends Retreat Reflections and Next Steps	RECITE DISCUSS
6:50PM (10 min) (0 min) (10 min) (10 min)	5. COMMITTEE WORK Audit and Review Committee Austin Cooperative Business Association (ACBA) Committee Nominations Committee Owner Engagement Committee	VOTE N/A DISCUSS VOTE
7:20PM	BREAK	
7:30pm	6. EXECUTIVE SESSION FYE2020 Business Plan ***The purpose of this session is to discuss confidential proprietary information and financial conditions.***	VOTE
8:25pm	7. EXECUTIVE SESSION Crisis Management and Communication ***The purpose of this session is to discuss a board process document that is not confidential. We anticipate sharing experiences that include confidential information due to the legal nature of the circumstances.***	DISCUSS
8:55pm (5 min) (0 min)	8. ADJOURN June preview, Closing Round, and Wrap-up Adjourn	DISCUSS ADJOURN

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



Board of Directors May 2019 Meeting Notes May 28th, 2019

Present: Rose Marie Klee, *President*; Lyz Nagan; *Secretary*; Lisa Mitchell, *Treasurer*; Doug Addison (7:36pm-end); Jason Bourgeois; Brandon Hines; Megan McDonald; MeriJayd O'Connor; and Melissa Sledge.

Also present: Dan Gillotte, *Chief Executive Grocer* John Perkins, *Finance Manager* (6pm-8:44pm); and Beth Beutel, *Board Administrator*.

Absent: none.

Call to Order

6:00PM

1. OPEN TIME

6:00PM

Lyz will be absent from the next meeting, as she'll be traveling.

Dan reported that Raquel Dadomo will be leaving Wheatsville and is taking a role with the City of Austin Parks and Recreation Department. Dan is consulting with NCG to consider what qualities he's hiring for and where the role will go moving forward.

Dan will be presenting at CCMA under his CDS Consulting Co-op hat as a GM Mentor. RMK is attending CCMA on Saturday only also in capacity as her role for CDS Consulting. Megan is attending CCMA for the first time.

2. AGENDA REVIEW

6:08PM

No changes were made to the agenda.

3. CONSENT AGENDA

6:09PM

CEG Report

April 2019 Meeting Minutes

Resolution for the 2020 Co-op Vote

D9 – Emergency CEG Succession Support Monitoring Report

MeriJayd pulled the 2020 Board Candidate Application.

RMK pulled the CEG Monitoring Report.

RMK pulled B5 – Director's Code of Conduct Monitoring Report and C2 – Accountability of the CEG Monitoring Report.

---Merijayd moved to accept the Consent Agenda. Brandon seconded. Motion passed 8-0-0.

2020 Board Candidate Application, 6:10pm



Board of Directors

May 2019 Meeting Notes

May 28th, 2019

MeriJayd didn't see information regarding the petitioning process in the candidate application.

Lisa noted that part of her work last year was to streamline the application, and the committee made the change to say "see bylaws 5.2.". RMK noted there were also changes to the Policy Governance section to streamline it. The Bylaws are hyperlinked in other sections of the candidate application.

---Jason moved to approve the 2020 Board Candidate Application. Lisa seconded. Motion passed 8-0-0.

B5 – Director's Code of Conduct Monitoring, 6:16pm

RMK noted that the level of professionalism on the board is due in part to the fact that we have Code of Conduct – which candidates sign and then is signed twice a year by the board. It is also known as a Statement of Agreement and Conflict of Interest disclosure. The Board publishes the results of this survey in the Annual Report.

---Lyz moved to accept B5 – Director's Code of Conduct Monitoring Report. Melissa seconded. Motion passed 8-0-0.

C2 – Accountability of the CEG Monitoring Report, 6:23pm

RMK pulled to discuss the comments from MeriJayd and Lisa.

MeriJayd commented about understanding the difference in roles of CEG/Board especially during crisis communication. Directors and Dan discussed the ways that they continuously bring in questions about who has what role, and all agreed that they find integrating that in with other topics when it comes up is helpful. RMK encouraged directors to continue to ask those questions regarding roles as they come up.

Lisa's comment was regarding the interpretation of C.2.1 of viewing organizational performance as identical to CEG performance. The Board discussed the current competitive climate and financial performance of the organization, noting that their evaluation process is covered in parts through monitoring over the course of the year, culminating in a yearly review of all the monitoring reports in August. RMK will set up a call with the board's CDS Consultant, Leslie, to discuss the issue and the board will revisit it at the next meeting.

4. GOVERNANCE

6:46PM

Recite Ends, 6:47pm

The Board and guests recited the Ends policy in unison.

Retreat Reflections and Next Steps, 6:48pm

A retreat report from Leslie and the slides presented by Michelle Schry were included in the packet. Everyone in the room gave reflections on the retreat. Directors appreciated: the mixture



Board of Directors

May 2019 Meeting Notes

May 28th, 2019

of large group and small group work, having the management team present and hearing from them about their work, having Michelle Schry present on the competitive marketplace and financial performance, getting to establish a framework for continued discussions on diversity, equity, and inclusion and owner engagement.

The board discussed next steps including: continuing to discuss ways to be informed about the results of ongoing projects to improve financial performance, continuing to discuss how the board's oversight role can be helpful in asking the right questions. Rose Marie, Brandon, Melissa will have a conversation to decide next steps to continue the diversity, equity, and inclusion conversations and come with recommendations in July or thereabouts. For owner engagement, the Owner Engagement Committee will revisit their charter in light of the conversations and assess how much of their work should be related to the annual owner meeting and how much of it towards other pursuits. The Board will also need to continue to have conversations about what owner engagement means to the board. RMK will attend the next Owner Engagement Committee meeting in order to assist.

Due to a desire to continue to dig deep on multiple topics, RMK or Beth will begin a scheduling poll to find a half day to have additional discussion time.

BREAK

7:22PM

5. COMMITTEE WORK

7:22PM

Audit and Review Committee, 7:22pm

Lisa gave an overview of the Audit and Review Committee's reasons for recommending that the Board authorize RMK to sign the engagement letter with Wegner CPA's for the annual audit. Lisa will send out the schedule for the Audit and Review Committee and the conference call information for the pre and post audit calls with Wegner, which any director is welcome to join.

Doug entered at 7:36pm.

--- Brandon moved to approve the engagement letter and authorize Rose Marie to sign it on behalf of the Board. Motion passed 8-0-1(abstain).

Austin Cooperative Business Association (ACBA) Committee

A written report was included in the packet

Nominations Committee, 7:37pm

Jason reported that there are three seats up for election with two sitting directors planning to run for re-election. Jason encouraged all directors to sign up for candidate orientations and will send out instructions and needed documents.



Board of Directors May 2019 Meeting Notes May 28th, 2019

There was a date error spotted in the Candidate Application packet and Beth agreed to correct it prior to submitting it to the Brand team for publishing.

Owner Engagement Committee, 7:52pm

Since the Owner Engagement Committee was asked to revisit its charter, the discussion on that will be moved to next month. The recommendations for changes to self-evaluation will be discussed at another time, noting that the next Self Evaluation won't be until November.

6. EXECUTIVE SESSION

FYE 2020 Business Plan

The purpose of this session is to discuss confidential proprietary information and financial conditions.

---At 7:53pm, RMK moved the Board into Executive Session to include Dan Gillotte, John Perkins, and Beth Beutel.

--- At 8:44pm, Rose Marie moved the Board out of Executive Session.

7. EXECUTIVE SESSION

Crisis Management and Communication

***The purpose of this session is to discuss a board process document that is not confidential. We anticipate sharing experiences that include confidential information due to the legal nature of the circumstances. ***

At 8:44pm, RMK moved into Executive Session to discuss confidential information with Dan Gillotte, and Beth Beutel.

At 8:57pm, Rose Marie moved the Board out of executive session.

8. ADJOURN

8:58PM

May preview, Closing Round, and Wrap-up, 8:58pm

Directors expressed appreciation to Rose Marie for her facilitation.

Adjourn, 8:59pm

At 8:59pm, RMK adjourned meeting.