

Wheatville Board of Directors  
 May 2020 Meeting Agenda  
 Wednesday, June 3<sup>rd</sup> 2020  
 6:00-9:00PM \*\*\*VIRTUAL MEETING\*\*\*  
 Contact [BBeutel@Wheatville.com](mailto:BBeutel@Wheatville.com) for info to join



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> April 4 <sup>th</sup> , 2020 Special Meeting Minutes April 28 <sup>th</sup> , 2020 Meeting Minutes Monthly GM Update (accept written report) D8 – Board Logistical Support Monitoring Report D9 – Emergency GM Succession Resolution to Empower GM Resolution to Conduct Co-op Vote Board Candidate Application Packet Authorize Treasurer to sign engagement letter for 2020 financial audit	DISCUSS VOTE
6:20pm	<b>4. GOVERNANCE, Part I</b> (1 min) Recite Ends (20 min) Learning about Whistleblower Policies (9 min) Board Education and Training	RECITE DISCUSS DISCUSS
6:50pm	<b>5. COMMITTEE WORK</b> (0 min) ACBA Committee (0 min) Audit and Review Committee (0 min) Diversity and Inclusion (0 min) GM Search Committee (0 min) Nominations Committee (0 min) Owner Engagement Committee	N/A N/A N/A N/A N/A N/A
6:50pm	<b>BREAK</b>	
7:00pm	<b>6. GOVERNANCE, Part II</b> (40 min) GM Update (60 min) FY21 Business Plan	DISCUSS DISCUSS
8:40pm	<b>7. EXECUTIVE SESSION</b> <b>***The purpose of this session is to discuss confidential information related to financial conditions, personnel information, and proprietary information***</b>	DISCUSS
8:55pm	<b>8. ADJOURN</b> (5 min) June preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS N/A

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 Meeting Minutes June 3rd, 2020

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: Mark Jacob, *General Manager*, Beth Beutel, *Board Administrator*; Bill Bickford, *HR Manager* (6:00pm-9:12pm); Leslie Watson, *Columinate Governance Consultant*. From Citizens Climate Lobby, and Wheatville Owners: B. Gail Rothe (6:00-6:20pm); Rainbow De Benedito(6:00-6:20pm); Neile Edens (6:00-6:20pm); and Mark Warren (6:10pm- 6:24pm).

Absent: Melissa Sledge.

## **Call to Order**

**6:00PM**

## **1. OPEN TIME**

**6:00PM**

Neilé Edens presented on behalf of the Austin chapter of Citizens Climate Lobby. Neilé explained that Citizens Climate lobby works toward high impact measures that will stop climate change, and is a non-partisan group. There is currently a bill in congress with 80 co-sponsors and the members of Citizens Climate Lobby are seeking groups and companies, like Wheatville, that care about climate change to endorse the bill. Neilé will forward additional information on the group and the bill.

## **2. AGENDA REVIEW**

**6:20PM**

The Board added 10 minutes to discuss current events directly before the break.

## **3. CONSENT AGENDA**

**6:24PM**

**April 4th, 2020 Special Meeting Minutes**

**April 28th, 2020 Meeting Minutes**

**Monthly GM Update (accept written report)**

**D8 – Board Logistical Support Monitoring Report**

**D9 – Emergency GM Succession Monitoring Report**

**Resolution to Empower GM**

**Resolution to Conduct Co-op Vote**

**Board Candidate Application Packet**

**Authorize Treasurer to sign engagement letter for 2020 financial audit**

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

## **4. GOVERNANCE, Part 1**

**6:26PM**

**Recite Ends, 6:26pm**

Mark read the Ends to directors and guests.



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## **Learning about Whistleblower Policies, 6:27pm**

Brian presented his research on Whistleblower policies noting the reasons that companies have them, the ways companies handle the complaints, and the laws that regulate them.

Mark noted that staff have expressed that they want an official way to make complaints that involve the General Manager. Bill also reiterated that the specific request for the Board was that they create a policy and procedure for the Board to handle complaints involving the General Manager. Bill gave an overview of our current process for handling employee reports of misconduct and the anonymous text-message reporting feature that is in development.

## **Board Education and Training, 7:08pm**

Rose Marie reminded directors that they have all been registered for the CCMA conference which is taking place online June 8<sup>th</sup> – 12<sup>th</sup>. The videos will be available after the conference as well.

Columinate also has many online educational opportunities for directors. Brian, Rachel, and Stephanie all attended the most recent Cooperative Board Leadership 101. They each shared what they learned from the training.

## **Current Events, 7:13pm**

The Board began a discussion whether and how they should make a public statement or take action regarding the recent murders of African Americans, and ensuing protests of police brutality. Several directors and guests noted the importance of having a single unified voice as an organization.

Mark noted that there is a segment in the Business Plan for diversity, equity, and inclusion work that outlines major goals. Wheatville put out a statement on social media and upper level managers have been checking in with employees and making posts on Beekeeper letting staff know they are available to talk.

Mark noted that discussing sensitive topics in written platforms can be an additional challenge as written communication is more likely to lead to miscommunication and less likely to have a true two-way dialogue. Mark and the Board agreed to have a mid-meeting cycle check in via phone or video call.

**BREAK**

**7:42PM**

## **5. COMMITTEE WORK**

**7:52PM**

**ACBA Committee, 7:52pm**

No discussion.



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## **Audit and Review Committee, 7:52pm**

No discussion. Written materials were passed on consent agenda.

## **Diversity and Inclusion, 7:52pm**

No discussion.

## **GM Search Committee, 7:52pm**

No discussion.

## **Nominations Committee, 7:52pm**

No discussion. Written materials were passed on consent agenda.

## **Owner Engagement Committee, 7:52pm**

No discussion. A written update was included in the packet.

## **6. GOVERNANCE, Part 2**

**7:52PM**

### **GM Update, 7:52pm**

Mark gave a personal update regarding his family's relocation, before launching into his observations and recommendations on Wheatsville.

Mark gave an overview of sales challenges resulting from the COVID-19 pandemic, including the importance of deli and bulk sales. Mark noted that people have strong and divided feelings regarding masks and that the safety of our staff and customers is driving our decision to request that all customers wear masks and require that staff wear masks unless they have received an official accommodation through the ADA process. Mark overviewed some of the out of stock issues that we had early during the pandemic, noting that the supply chain has largely stabilized. Mark and the management team have a weekly phone call and currently COVID-19 policies, procedures, and reopening procedures are taking the bulk of that time.

Mark plans to check in with every staff member during the first three months of being here. He's met with over 100 people in the first six weeks. Mark shared the concerns that staff have presented to him, and how he's given deep explanations of Wheatsville and his position on the issues. He noted that developing open communication in this way will quiet many staff concerns but will not eliminate all of them.

Mark overviewed the challenges in creating the annual budget to go with the business plan. He and Bill Sherborne are working with National Cooperative Grocers to refine the budget they have so far and will have a budget at or before the next Board meeting.

Mark gave Bill Bickford appreciation for starting early on securing a Payroll Protection Program loan, and noted that the loan has the ability to positively affect our business for years to come.



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## **FY21 Business Plan, 8:37pm**

Mark walked the Board through the business plan and explained the goals for each area of development. He noted that for each there are deadlines for having a more thorough action plan.

## **7. EXECUTIVE SESSION**

**9:13PM**

At 9:13pm, RMK moved the Board into executive session to include Mark Jacob, Beth Beutel, and Leslie Watson.

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

At 9:25pm, Rose Marie Klee moved the Board out of executive session.

## **8. ADJOURN**

**9:12pm**

**June preview, Closing Round, and Wrap-up,**

At 9:25pm, RMK adjourned meeting.