

Wheatsville Board of Directors
 November 2019 Meeting Agenda
 Wednesday, December 11th, 2019
 6:00-9:00pm @ 3101 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	DISCUSS
	3. CONSENT AGENDA: October 2019 Minutes November 2019 Interim GM Report D7 – Communication to the Board Monitoring Report	VOTE
6:20pm (1 min) (69 min)	4. GOVERNANCE Recite Ends Strategic Thinking on Various Topics, including <ul style="list-style-type: none"> • Communication and Transparency • Diversity, Equity, and Inclusion • Board Stewardship and Oversight • Board Self-Evaluation • Board Orientation and Planning 	RECITE DISCUSS
7:30pm	BREAK	
7:40pm (0 min) (0 min) (15 min) (15 min) (15 min)	5. COMMITTEE WORK Audit and Review Committee ACBA Committee GM Search Committee Nominations Committee & Certification of the Co-op Vote Owner Engagement Committee	N/A N/A VOTE VOTE DISCUSS
8:25pm	6. EXECUTIVE SESSION ***The purpose of this session is to discuss confidential proprietary information and financial conditions, and personnel issues***	
9:00pm	ADJOURN	

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*; Lisa Mitchell, *Treasurer* (via phone); Lyz Nagan; *Secretary*; Doug Addison; Jason Bourgeois(6:03pm- end); Brandon Hines; MeriJayd O'Connor(6:05- end); Megan McDonald; and Melissa Sledge (8:34pm-end)

Also present: Beth Beutel, *Board Administrator Interim General Management Team*; Bill Bickford, *HR Manager*; Niki Nash *Packaged Manager* (6:00-7:34pm); Nick Conn, *Brand Manager* (6:00-7:34pm). Michelle Schry, *from National Cooperative Grocers* (6:00-7:34pm). *Owners*: Stephanie Wong (6:00-8:22pm), Rachel Fisher (6:35pm-8:22pm).

Absent: none.

Call to Order

6:00PM

1. OPEN TIME

6:33PM

Michelle said the stores looked great, South Lamar in particular looked stellar. Good service experiences (a lot of people still don't know Michelle). Michelle requested four minutes of agenda time, whenever it is appropriate.

Doug shared that he was elected to the ACBA Board. RMK asked whether Doug might be interested in being the "ACBA Committee Member" and sending monthly reports to the board. There will be an ACBA January social event that all are invited to attend.

Niki encouraged the Board to send 1-2 directors to the annual Giving Ceremony. Nick will send the Board the details.

Stephanie, a candidate for appointment to the board, introduced herself. Directors and guests did a round of introductions.

2. AGENDA REVIEW

6:12PM

Melissa will be late and the Diversity, Equity, and Inclusion discussion will be postponed until after her arrival.

Michelle requested four minutes to address the Board.

Nominations Committee will have a vote on certification of election results.

GM Search Committee will not have a vote.

3. CONSENT AGENDA October 2019 Minutes

6:14PM



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November 2019 Interim GM Report

D7 – Communication to the Board Monitoring Report

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

4. GOVERNANCE, PART I

6:15PM

Recite Ends, 6:15pm

The Board and guests recited the Ends in unison.

Update from Michelle Schry, 6:16pm

Michelle has been visiting Austin monthly since August to support the IGMT, and reported to the Board on her observations. Michelle informed the Board that she plans to continue monthly visits until there is a new GM in place, or she wears out her welcome. Michelle will bring a team in January to work on some projects being discussed with the IGMT.

Michelle asked the Board if they have a timeline for their GM search and what their target date is to begin first round interviews. Brandon noted there is not a timeline yet, but agreed to cc' Michelle when he sends out updates from the GM Search Committee.

Michelle gave an overview of how the billing and deposit process works with purchases that are negotiated through NCG. She also answered questions about the amount of deposit and how and why the deposit amount might be changed due to the amount of risk that an individual co-op would be unable to pay its invoices. She noted that days of cash on hand is a primary metric but that there are others. RMK shared that Wheatville has been asked to share certain monthly financial metrics with NCG.

Board Orientation and Planning, 6:29pm

The Board had scheduled the orientation for January 22nd. Staff informed them the same date is booked for the annual Staff Appreciation party. The Board agreed to reschedule the orientation so that directors could attend to appreciate staff.

Lyz noted she is unavailable for the orientation and the meeting, but is happy to answer questions about the secretary role over email or phone with anyone who is interested.

Board Stewardship and Oversight, 6:32pm

The Board discussed whether there are any additional metrics they would like to see on a regular basis in addition to those already provided in the monthly Operations Update. The Board requested days of cash on hand, to be cc'd on any reporting to Capital Impact or the NCG risk committee.

Board Self-Evaluation, 6:39pm



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The results of the survey will be discussed at the orientation. MeriJayd noted that question three of the owner engagement section had a proposed rewording from the owner engagement committee.

Communication and Transparency, 6:42pm

Rose Marie and Lyz shared a four section chart with *Goals, Audience, Message, Channels*. The Board discussed several scenarios going through each of the four sections for each scenario.

Some primary points that emerged were: due to the size of our ownership, speaking to owners is effectively speaking to the public (not in a confidential group), having a pre-existing relationship with owners and front line staff so that they know who the directors are and what the board does will help in any crisis scenario, that in a crisis communicating that you have a plan and are working the plan is more important than any particular detail, that having a structure about who responds to what types of inquiries and having boilerplate responses will assist in speed of response, that it is the board's sole responsibility to communicate the ownership regarding GM search, hire and transition.

Nominations Committee & Certification of the Co-op Vote, 7:19pm

Lyz walked the Board through the election report from Karen, the Ownership and Outreach Coordinator. Karen will communicate with the Community Action partners after the vote is certified. Karen informed Lyz that some parts of the process could be further streamlined. The Board encouraged staff to do whatever it takes to make the process efficient.

CeCe Weldon has moved away from Austin and will not be able to serve on the Board.

--- Jason moved to certify the results of the 2020 election. Lyz seconded. Motion passed 8-0-0.

RMK updated the Board on the progress in filing the vacancies due to CeCe Weldon not being able to serve, and Lyz Nagan having to step down. We had two members of Audit Committee interested. Stephanie is available and interested, other person was unavailable. The Board also approached Brian Mikulencak, former director, who is giving it due consideration. If he is not available, then the Board will discuss other ways to recruit candidates.

BREAK

7:34PM

5. COMMITTEE WORK

7:44PM

Audit and Review Committee

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

ACBA Committee

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



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GM Search Committee, 7:46pm

Brandon updated the Board on the progress on the GM Search with the outside recruiter. Directors and guests discussed the opportunities and challenges with ensuring a diverse pool of candidates. Brandon noted that they will be creating a timeline of target dates soon.

Owner Engagement Committee, 8:07pm

The committee is considering working on a flow chart for handling incoming communications to the Board and will incorporate that into their proposed charter for approval at the January meeting.

Investor Shareholder Update, 8:09pm

Bill explained Wheatsville's two investor share offerings and how they work, along with treasury shares. Bill noted the number of investor shares currently past their "put date", meaning that the investors can request they be repurchased by the co-op. Bill presented this information for the Board's information, with no action or input required at this point. Bill agreed to investigate whether the loan covenant has any stipulations regarding when investor shares can or cannot be repurchased.

6. EXECUTIVE SESSION

8:22PM

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

---At 8:22pm, RMK moved to enter into Executive Session with Bill Bickford and Beth Beutel.

---At 8:48pm, RMK moved the Board out of Executive Session.

7. ADJOURN

8:48PM

Diversity, Equity, and Inclusion 8:48pm

Melissa reported on what the ad-hoc committee has been discussing, including a recommendation that the Board engage in these conversations throughout the industry and across industries in Austin.

Adjourn, 8:48pm

At 8:48pm, RMK adjourned meeting.