

Wheatsville Board of Directors
October 2019 Meeting Agenda
Tuesday, October 22nd, 2019
6:30-9:30pm @ 4001 South Lamar, 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: August 2019 Minutes September 2019 Minutes October 2019 Interim GM Report FYE20 Q1 Financial Statements D4 – Ownership Rights and Responsibilities Monitoring Report	DISCUSS VOTE
6:50pm (1 min) (14 min)	4. GOVERNANCE, PART I Recite Ends Ends Report FYE2019	RECITE DISCUSS
7:05pm (5 min) (0 min) (5 min) (10 min) (20 min)	5. COMMITTEE WORK Audit and Review Committee Austin Cooperative Business Association (ACBA) Committee Nominations Committee Owner Engagement Committee GM Search Committee	DISCUSS NONE DISCUSS DISCUSS DISCUSS
8:15pm	BREAK	
8:25pm	6. EXECUTIVE SESSION ***The purpose of this session is to discuss confidential proprietary information and financial conditions, and personnel issues***	
9 :15pm	7. GOVERNANCE, PART II D1 – Financial Conditions and Activities Monitoring Report	VOTE
9:25pm (5 min) (0 min)	8. ADJOURN November preview, Closing Round, and Wrap-up Adjourn	DISCUSS 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*; Doug Addison; Jason Bourgeois; Brandon Hines; and MeriJayd O'Connor.

Also present: John Perkins, *Finance Manager* (6:35pm- 8:58pm); Beth Beutel, *Board Administrator* (6:35pm- 8:58pm). *Interim General Management Team*: Bill Bickford, *HR Manager*. Errol Schweizer, *owner* (6:40pm-7:58pm).

Absent: Lyz Nagan; *Secretary*; Megan McDonald; and Melissa Sledge.

Call to Order **6:33PM**

1. OPEN TIME **6:33PM**

Directors and guests did a brief teaming exercise of sharing the space where they can be enthusiastic about their niche interests.

2. AGENDA REVIEW **6:40PM**

Audit and Review Committee does not require discussion time.
GM Search Committee has a voting item.

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

August 2019 Minutes

September 2019 Minutes

October 2019 Interim GM Report

D4 – Ownership Rights and Responsibilities Monitoring Report

---Brandon pulled FYE20 Q1 Financial Statements.

---Lisa moved to accept the Consent Agenda. Brandon seconded. Motion passed. 6-0-0.

Recite Ends, 6:46pm

The Board and guests recited the Ends in unison.

FYE20 Q1 Financial Statements, 6:50pm

Brandon noted that the Bakehouse performed better this quarter, reducing the amount of "loss" and wondered how that was achieved. Bill will investigate the answer and bring it back next meeting.

---MeriJayd moved to accept FYE20 Q1 Financial Statements. Doug seconded. Motion passed 6-0-0.



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Round of Introductions, 6:51pm

Board directors and staff introduced themselves for the benefit of the guest.

4. GOVERNANCE, PART I

6:52PM

Ends Report FYE2019, 6:54pm

Directors offered comments on the Ends report. Bill agreed to investigate whether the success of \$5 Dinner has had an effect on sales, and the drop in sales of co-op products.

---Doug moved to accept the A- Ends Monitoring Report. Lisa seconded. Motion passed 6-0-0.

5. COMMITTEE WORK

7:04PM

Audit and Review Committee, 7:05pm

Committee will meet on Thursday and focus on their year in review and process documents.

Austin Cooperative Business Association (ACBA) Committee 7:05pm

No verbal or written update was provided this month.

Nominations Committee, 7:05pm

Rose Marie updated the Board that one of the candidates, Cece, has to withdraw her candidacy due to relocation for work. Directors discussed the benefits and drawbacks of different approaches in filling the two vacancies for next year, noting that it is of the highest benefit to owners to have a full board with directors who are oriented as fully and swiftly as possible. Directors also noted that the power to appoint is stipulated in the Bylaws, and that the appointment only lasts until the next annual election.

Directors agreed to have RMK and Jason do a candidate orientation for each of the two members of the Audit and Review Committee who are interested in appointment. Should one of those candidates not work out, Jason and RMK will approach a former director. They will come to the next board meeting with a proposal of who to appoint.

Lisa and Brandon provided positive feedback regarding the members of the Audit and Review Committee.

Jason proposed that the Board communicate to owners about the appointment after the close of the election.

Owner Engagement Committee, 7:26pm

MeriJayd led the Board in sharing feedback from owners, and likes best/next times regarding the annual owner meeting.

GM Search Committee, 8:01pm

Brandon gave an overview of information handed out in printed packets including an analysis of



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three different firms who could help with the search, a proposal for which firms to use, and a proposed budget. Brandon also noted that the committee spoke with two other co-ops who used the firms – one co-op for each firm, and Carolee Colter also gave feedback on both of these groups.

The committee also included estimates for relocation assistance, which would be a separate board decision and part of an offer package. It was simply for the board's information as it came up during the committee's research; it is not a part of the committee's budget or an authorization they are seeking – it is also a most expensive case scenario. Bill noted that we do not have policies proscribing or prohibiting relocation assistance and noted three recent Senior Management level hires that were offered some relocation assistance.

MeriJayd asked if the firms spoke to diversity, and Brandon explained the benefits and drawbacks of each firm in terms of diversity and inclusion.

Bill recommended that the Board track any non-recurring expenses separately for the benefit of conversations with Wheatsville's lenders.

The Board discussed whether this cost is being prudently incurred. Directors noted that while the services offered are expensive, it is critical to the co-ops long term success to find the right GM. Directors also noted that they have neither the time nor the skill set to find candidates and evaluate them with the level of thoroughness and expertise that the search firms offer.

--- Brandon moved to authorize the GM Search committee to engage with Burgess Lighten associates with the not to exceed \$73,656 to engage search firm, consultants and other fees to facilitate search, recruiting and up to hiring of the GM. Lisa seconded. Motion passed. 6-0-0.

BREAK

8:58PM

6. EXECUTIVE SESSION

9:02PM

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

---At 9:02pm, Rose Marie Klee moved the Board into executive session to discuss confidential proprietary information and personnel issues with Bill Bickford.

---At 9:40pm, Rose Marie Klee moved the Board out of executive session.

7. GOVERNANCE, PART II

9:40PM

D1 – Financial Conditions and Activities Monitoring Report, 9:40pm



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---Doug moved to accept the D1 – Financial Conditions and Activities Monitoring Report.
Brandon seconded. Motion passed 5-0-1(abstain).

8. ADJOURN

9:44PM

Adjourn, 9:44pm

At 9:44pm, RMK adjourned meeting.