

Wheatsville Board of Directors
October 2020 Meeting Agenda
Tuesday, October 27th, 2020
6:00-9:00PM *VIRTUAL MEETING*****
Contact BBeutel@Wheatsville.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	2. AGENDA REVIEW 3. CONSENT AGENDA: September 2020 Meeting Minutes D5 – Treatment of Consumers Monitoring Report D4 – Ownership Rights and Responsibilities Monitoring Report FY21 Q1 Financials Monthly GM Update	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK AND GOVERNANCE (1 min) Recite Ends (0 min) ACBA Committee (5 min) Audit and Review Committee (15 min) Diversity and Inclusion (0 min) GM Search Committee (5 min) Nominations Committee (19 min) Owner Engagement Committee and Annual Meeting (5 min) Board Retreat (5 min) Citizens' Climate Lobby Endorsement	RECITE N/A VOTE DISCUSS N/A DISCUSS DISCUSS DISCUSS VOTE
7:15pm	BREAK	
7:25pm	5. GOVERNANCE (30 min) A – Ends Report (30 min) D1 – Financial Conditions (30 min) GM Update and Discuss Action Plans	VOTE VOTE DISCUSS
8:55pm	6. ADJOURN (5 min) November preview, Closing Round, and Wrap-up (0 min) 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* (6:27pm-end); Brandon Hines, *Treasurer*, Rachel Fischer(6:07pm-end); Brian Mikulencak; and Stephanie Wong. Megan McDonald; and MeriJayd O'Connor.

Also present: Mark Jacob, *General Manager*; and Beth Beutel, *Board Administrator*.

Guests: Michael Owens, *Owner* (6:01pm-8:49pm); Tony Alongi *Cooperative Resource Manager at National Cooperative Grocer*.

Absent: Melissa Sledge.

Call to Order

6:01PM

1. OPEN TIME

6:01PM

Michael Owens joined the meeting, as a former director and Austin area cooperator. He attended the meeting to observe and hear how the co-op is doing.

Tony Alongi introduced himself as visiting Austin with National Cooperative Grocers to give an outside perspective to Mark and Wheatsville leadership.

Rachel has joined a new farm as a staff member and will update her conflict of interest disclosure.

2. AGENDA REVIEW

6:20PM

No changes

3. CONSENT AGENDA

6:20PM

September 2020 Meeting Minutes

D5 – Treatment of Consumers Monitoring Report

D4 – Ownership Rights and Responsibilities Monitoring Report

FY21 Q1 Financials

Monthly GM Update

---Brandon moved to accept the Consent Agenda. MeriJayd seconded. Motion Passed 7-0-0.

4. COMMITTEE WORK AND GOVERNANCE

6:22PM

Recite Ends, 6:22pm

Mark recited the Ends policy.

ACBA Committee, 6:22pm



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No discussion

Audit and Review Committee, 6:22pm

Brandon overviewed the process of directly inspecting Wheatsville's tax payments. He will also update process documents for next years' committee.

---RMK moved to accept the Treasurers' Direct Inspection of Taxes Report. Megan seconded. Motion passed. 8-0-0.

Diversity and Inclusion, 6:29pm

Mark gave an update on the leaderships' Intercultural Development Inventory work and the development of the staff-led Diversity and Inclusion Network. RMK asked about potential for Board directors to also do individual IDI's. Mark will investigate and report back.

Directors participating in Columinate Consulting's Abolitionist Challenge shared recent learnings and thoughts from the challenge.

An owner is upset that Wheatsville is displaying a poster which states "Black Lives Matter" on the front of the building and blames the poster for the sales decline. Brandon will post on the Abolitionist Challenge to ask other co-ops if they are displaying similar things and how they address complaints.

GM Search Committee

No discussion

Nominations Committee

Jason encouraged everyone to vote if they haven't yet in both the Wheatsville election and the national election. Numbers are up! Transition to online voting, so far feedback has been positive. Saw the candidate videos. All awesome. Jason invited anyone to share any non-positive feedback.

Mark noted a couple of folks asked for paper ballots and one was very upset about them not being available. There are tablets available to vote at hospitality and Mark has noted for next year to have paper ballots available, as has Jason.

Owner Engagement Committee and Annual Meeting, 6:50pm

Directors and guests shared things that went well, and what they'd like to see for next year's meeting. Directors and guests discussed follow up items.

The meeting was recorded, and MeriJayd informed everyone that is currently being edited for clarity. Directors discussed how the video should be shared and with whom. MeriJayd will



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request a copy of the edited video from Nick before the Board makes a determination. All parties discussed balancing the need for transparency with the need to protect sensitive information.

Board Retreat, 7:26pm

RMK overviewed the plan for the retreat, and invited any with the desire and time to participate to join the planning call.

Citizens' Climate Lobby Endorsement, 7:29pm

The Board had delayed a vote on this item from last month to ensure that they understood the implications for small farmers. Megan and Rachel gave an overview of their findings, noting that small farms have endorsed the bill.

---Rachel moved to endorse H.R. 763 – the Energy Innovation and Carbon Dividend Act.

Directors discussed how their support would manifest, noting that we would be listed on the website as an organization endorsing this bill but no other manifestation of support is required.

Break

7:37pm

Citizens' Climate Lobby Endorsement, 7:50pm

---MeriJayd seconded the motion. Motion passed 8-0-0.

5. GOVERNANCE

7:52PM

D1 – Financial Conditions, 7:52pm

The floor was opened to questions. Brandon asked a clarifying question as to whether the Debt to Equity ratio went up due to the Payroll Protection Program loan. Mark confirmed that is the case, and when the loan is forgiven, the forgiven part will go into other income.

--- Brandon moved to accept. Jason seconded. Motion passed. 8-0-0.

In response to a question, RMK gave an overview of the “Acting on a GM Monitoring Report” flow chart from Columinate consulting that explains more about how a Board responds to monitoring reports in a policy governance system.

GM Update and Discuss Action Plans, 8:14pm

Mark shared highlights of current co-op performance, and his approach to current challenges. National Cooperative Grocer is helping to address margin issues in perishables department, and Dana, the Perishables Director will be more involved with the Deli at Guadalupe.

Mark gave an overview of the Staff Morale Action Plan, which included many initiatives including but not limited to re-organizing break areas, 360 degree evaluations for supervisors and



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up, and reassessing our online communication tool.

A – Ends Report, 8:56pm

Ends discussion will be moved to next month.

5. EXECUTIVE SESSION

8:56pm

No Discussion

6. ADJOURN

8:56pm

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

Directors shared what went well at this meeting and what could be improved in the future.

At 9:06pm, RMK adjourned meeting.