

**Wheatsville Board of Directors**  
**September 2019 Meeting Agenda**  
**Tuesday, September 24th, 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:	VOTE
	August 2019 Meeting Minutes	
	July Special Meeting Minutes	
	Interim GM Team Monthly Update	
	D5 – Treatment of Consumers Monitoring	
6:20pm	4. GOVERNANCE AND COMMITTEE WORK	
(1 min)	Recite Ends	RECITE
(10 min)	Meet new key staff (Guadalupe Store Manager, Brand Manager)	DISCUSS
(10 min)	Audit and Review Committee	DISCUSS
(10 min)	Austin Cooperative Business Association (ACBA) Committee	VOTE
(19 min)	GM Search Committee	VOTE
(5 min)	Nominations Committee	DISCUSS
(5 min)	Owner Engagement Committee	DISCUSS
7:20pm	BREAK	
7:30pm	5. GOVERNANCE	
(10 min)	Board Perpetuation	DISCUSS
(10 min)	Annual Report to Owners	DISCUSS
(10 min)	Board Compensation for 2020	VOTE
8:00pm	6. EXECUTIVE SESSION	
	***The purpose of this session is to discuss confidential proprietary information and financial conditions and HR ***	
8:55pm	7. ADJOURN	
(5 min)	Business Plan and HR	VOTE
(0 min)	Adjourn	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



# Board of Directors September 2019 Minutes September 24th, 2019

Present: Rose Marie Klee, *President*; Lyz Nagan; *Secretary* (6:00-9:00pm); Lisa Mitchell, *Treasurer*. Jason Bourgeois; Brandon Hines; Megan McDonald; and MeriJayd O'Connor.

Also present: John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*. Bill Bickford, *HR Manager*; Nick Conn, *Brand Manager*; Alissa Ziemianski, *Guadalupe Store Manager* (6:00-6:52pm). Don Jackson, *Owner and Austin Cooperative Business Association Board President* (6:00-6:52pm); Carol Fraser, *Owner and ACBA Board Director* (6:22-6:52pm). Marty Norris, *owner*, (6:14pm-6:22pm); Athena Jezik *owner*, (6:14pm-6:22pm); Desi Andrews *owner*, (6:14pm-6:22pm). Melissa Sykes and Manuel Escobar from McGinnis Lochridge

Absent: Doug Addison; Melissa Sledge.

**Call to Order** **6:00PM**

**1. OPEN TIME** **6:00PM**

The Board and guests did a round of introductions.

Desi addressed the Board speaking on behalf of her long-time friend Athena. Desi shared the story of how Athena was banned from the store. Athena thanked the Board for their time and consideration.

**2. AGENDA REVIEW** **6:22PM**

Lisa noted she would not need so much time for the Audit and Review Committee.

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

**July Special Meeting Minutes**

**Interim GM Team Monthly Update**

**D5 – Treatment of Consumers Monitoring**

Rose Marie pulled the August 2019 Minutes as changes were made after the packet was produced and not all directors had a chance to review.

---- Lyz moved to accept the Consent Agenda. MeriJayd seconded. Motion passed 6-0-1.

**4. GOVERNANCE AND COMMITTEE WORK** **6:25PM**

**Recite Ends, 6:25pm**

Directors and guests recited the Ends policy in unison.

**Meet new key staff (Guadalupe Store Manager, Brand Manager), 6:26pm**

Alissa and Nick introduced themselves to the Board. Alissa lived in Austin previously and applied to work at Wheatsville previously. She has spent the last eight years working at Chico



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Natural Foods Co-op in California in a variety of roles. She is excited to be back in Austin and finally working at Wheatsville

Nick started his career in co-ops as a Produce Clerk at Sacramento Food Co-op and grew into being their Brand Manager. Sacramento is a much larger co-op, so though Nick's responsibilities there were similar he reported to a higher person in his department.

### **Audit and Review Committee, 6:35pm**

The Audit and Review Committee's final work for the year will be to write an article for the Annual Report edition of the Breeze, present at the annual owners' meeting, and to update any process documents for next year's committee.

### **Austin Cooperative Business Association (ACBA) Committee, 6:39pm**

Don and Carol gave an update on ACBA progress. They shared that ACBA had big advocacy win with City Council as the Economic Development department has been directed to put \$75,000 towards cooperative development. The ACBA has done a big advocacy push in the last two years to make that happen, prior to their advocacy there was an allotment for \$2,000.

Don and Carol encouraged everyone to attend the upcoming ACBA fundraiser.

Carol asked for the Wheatsville Board's endorsement in the upcoming election for her to be a co-representative of Wheatsville. Carol shared some of her experience including serving on the ACBA board for three years, running the Commit to Co-ops workshop series, and chairing the Education Committee. Austin Cooperative Business Association board seats are associated with organizations. Don was formerly on both the ACBA Board and Wheatsville Board, so he became "Wheatsville's" representative. ROSE MARIE noted that it seems more that the representatives have a relationship and maintain the affiliation between ACBA and Wheatsville and less that Wheatsville's specific interests need to be advocated for.

---MeriJayd moved to make Carol Fraser co-representative of Wheatsville on the ACBA Board along with Don Jackson. Lisa seconds. Motion passed 7-0-0.

### **GM Search Committee, 6:52pm**

Brandon reported on behalf of the committee.

Directors discussed the possibility of posting the job in co-op specific channels while the committee works to engage a search firm. They noted that they wished to incorporate the following values: inclusiveness of board, staff, and owners, designing to remove implicit bias, respecting time of the committee and board, getting a new, highly qualified, GM as swiftly as possible.

The Board's first assignment is to examine the list of qualifications and come back with their top



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four qualifications and why.

The Committee is working with Bill to help develop a way to include staff in the process. With the membership, the involvement would likely be more in conversation about the direction that they want Wheatsville to go. The question with both is whether to include them in values level input in designing the process or hands on way to interact, or both.

Directors discussed other potential members of the committee, noting that the Board candidates had indicated interest in the committee. Doug has also expressed interest and availability though he is cycling off the board. Rose Marie is currently an ex-officio member of the committee with the intent to fully step away because of the relationship she has with the broader co-op community.

The Board has not yet discussed use of employment contracts with the GM going forward.

The Committee will come back to the Board in October with a recommendation on whether or not to engage a third party search firm, and the board would have opportunity to give feedback.

Brandon outlined a timeline of steps, noting that the committee will be coming back to the Board each month before decisions are made and seeking approval, including asking for monetary resources before they are spent. All GM Search expenditures will be in the Board's budget. Operations would like a number so they can plan effectively, and it will be the Board's job to manage the costs.

--- ROSE MARIE moved that we adopt the GM Search Committee Charter as proposed with amendment to the membership to potentially included board candidates. Lisa seconded. 7-0-0.

Beth asked for clarification if the role is referred to as GM or CEG. People concurred that GM was the widespread term for two store co-ops and that documentation should be changed to reflect that.

Directors were asked to send comments and feedback on the GM job description to Brandon over email.

## **Nominations Committee, 7:24pm**

Jason reported on which candidates were available for which parts of the Annual Meeting. None of the candidates have reached out to Nick to make a video yet. The Board concurred that it was alright not to have candidate videos this year given that the election is uncontested.

## **Owner Engagement Committee, 7:24pm**

Rose Marie and MeriJayd walked through the draft Annual Owners Meeting agenda.



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**BREAK**

**7:33PM**

## **5. GOVERNANCE**

**7:41PM**

Rose Marie noted she will send out a doodle to reschedule the November meeting as it is currently scheduled the Tuesday before Thanksgiving.

### **Board Perpetuation**

Lyz noted that due to increasing time demands in her professional life, she no longer has the time to devote to board service. She will step down at the end of the year. Directors will begin searching for candidates for appointment. Lisa noted that members of the Audit and Review Committee may be interested. Anyone who is appointed would then have to stand for election next year if they wished to continue.

It is time for all directors to consider if they are interested in officer roles, candidates are encouraged to step forward before the end of December.

### **Annual Report to Owners, 7:45pm**

Directors divided the responsibilities for articles in the Annual Report edition of the Breeze. John noted that a separate report to owners that he has produced to meet the Texas Business Organization Code stipulations will be brought to the annual meeting itself.

### **Board Compensation for 2020, 7:51pm**

Directors made their annual consideration of director and officer compensation for next year's Board. In spite of the increasing demands on director's time, the Board decided not to consider an increase in compensation due to the financial condition of the co-op.

Rose Marie asked Beth to add research board compensation to April of 2020 in the governance calendar.

---Lyz moved to maintain compensation for calendar year 2020. Brandon seconded. Motion passed. 7-0-0.

## **6. EXECUTIVE SESSION**

**7:55pm**

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

---Rose Marie moved the Board into executive session at 7:57pm with Bill Bickford, with Manuel Escobar and Melissa Sykes from McGinnis Lochridge.

---Rose Marie moved the Board out of Executive session at 8:44pm.



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---ROSE MARIE moved to approve the separation agreement in the form previously reviewed by the board and to authorize ROSE MARIE to execute it, all present board Directors 2nded it, votes: 7-0-0

---ROSE MARIE resumed executive session 8:45pm with Bill Bickford, with Manuel Escobar and Melissa Sykes from McGinnis Lochridge.

## **7. ADJOURN**

**9:30PM**

**Business Plan and HR,**

**Adjourn, 9:30pm**

**At 9:30pm, ROSE MARIE adjourned meeting.**