

**Wheatsville Board of Directors**  
**April 2017 Meeting Agenda**  
**Tuesday April 18th, 2017**  
**6:30-9:30PM, South Lamar Meeting Room**  
**4001 South Lamar**



TIME	TOPIC	ACTION
6:30pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:45pm	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> March 2017 Minutes B4 – Board Meetings Monitoring Report C1 – Unity of Control Monitoring Report D1 – Financial Condition and Activities Monitoring Report D8 – Board Logistical Support Monitoring Report CEG Monthly Report	DISCUSS VOTE
6:55pm	<b>4. COMMITTEE WORK AND GOVERNANCE</b> (1 min) Recite Ends (14 min) D6 – Staff Treatment Monitoring Report (5 min) Board Development Committee (20 min) Nominations Committee (0 min) Review and Audit Committee (20 min) Owner Engagement Committee (0 min) Fall Owner Gathering Committee	RECITE VOTE DISCUSS VOTE NONE VOTE VOTE
7:55pm	<b>BREAK</b>	REST
8 :05pm	<b>5. GOVERNANCE AND STRATEGIC LEARNING</b> (10 min) Retreat Preparation (10 min) ACBA Committee (35 min) Strategic Learning: Board Leadership in a time of crises	DISCUSS DISCUSS DISCUSS
9 :00pm	<b>6. EXECUTIVE SESSION</b> ***EXECUTIVE SESSION*** <b>Purpose:</b> to discuss confidential real estate matters ***END EXECUTIVE SESSION**	
9 :15pm	<b>6. ADJOURN</b> (5 min) Closing Round (0 min) Adjourn	DISCUSS

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 Meeting Minutes April 2017

Present: Doug Addison, *President*; Andi Shively, *Treasurer*; Kitten Holloway, *Secretary*; Deborah Ingraham; Don Jackson; Rose Marie Klee; Julie Le; and Lisa Mitchell (via phone 6:31pm-end).

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator* (6:31pm-9:10pm).

Absent: Jeni Findley

## Call to Order

6:31PM

### 1. OPEN TIME 6:31PM

Owner Lindsey Powers who had asked to address the Board was unable to be here tonight. She is still in email communication with Doug.

The Board did a round of check ins.

Dan, Doug and Rose Marie updated the Board on a call with Manuel Escobar, the co-op's attorney.

### 2. AGENDA REVIEW

6:41PM

Retreat Planning to go after Strategic Learning.

Dan asked to get a picture of the Board for social media immediately after the break.

### 3. CONSENT AGENDA

6:42PM

#### March 2017 Minutes

#### C1 – Unity of Control Monitoring Report

#### D8 – Board Logistical Support Monitoring Report

#### CEG Monthly Report

---Kitten pulled D1- Financial Conditions and Activities Monitoring Report

---Doug pulled B4 –Board Meetings Monitoring Report.

Beth agreed to correct two small errors in the March minutes before posting.

---Kitten moved to accept the consent agenda. Doug seconded. 6-0-2 (abstain)



# **Board of Directors Meeting Minutes April 2017**

## **D1 - Financial Condition and Activities Monitoring Report, 6:45pm**

The Board and Dan discussed the accuracy of the budget and financial projections. The Board and Dan agreed they should have a longer conversation, perhaps with outside assistance, about the issue of accuracy in budgeting and financial projections. The reset of the Guadalupe store and the re-financing of the co-ops loan were not planned for in the FYE 2017 Budget, which has caused some significant variances.

There was a question about D1.3 that was asked on Backpack. Dan and John agreed that it was actually out of compliance. After discussion, Dan agreed to come back in May with an update to D1.3 with more accurate data.

--- Kitten moved to accept the D1 - Financial Condition report excluding D1.3, which Dan will submit to the May meeting packet with D1.3 marked as non-compliant and with more accurate data, and with the corrections noted for D1.5 by John Perkins. RMK seconded. Motion passed 7-0-1(abstain).

## **B4 – Board Meetings Monitoring Report, 7:06pm**

Doug wanted to ask about some of the comments, but will do so online in the interest of time.

---Doug moved to accept the B4 report. Kitten seconds. Motion passed 7-0-1(abstain).

## **4. COMMITTEE WORK AND GOVERNANCE**

**7:07pm**

### **Recite Ends, 7:07pm**

The Board and guests recited the ends in unison.

## **D6 – Staff Treatment Monitoring Report, 7:07pm**

The Board reviewed the D6 report with D6.4 updated with the correct policy and an updated interpretation.

A director expressed that they would like to see more data about how wages are “not internally or externally inequitable.” A director asked, and Dan affirmed that the D6 policy does not apply to Dan’s wages, which are set by the Board, not by Dan. Another director pointed out the wage scale which was included in the exhibits shows how the wages relate to each other, and the paragraph which shows how the HR department sets wages using data from external sources.

---RMK moved to accept the D6 – Staff Treatment and Compensation Monitoring report. Doug seconded. Motion passed 6-1-1



# **Board of Directors Meeting Minutes April 2017**

## **Board Development Committee, 7:13pm**

The Board Development Committee has not met in the last month, but will meet this month.

## **Nominations Committee, 7:14pm**

The Board reviewed three documents to vote on: Resolution for Co-op Vote, the schedule, and candidate application.

Deborah updated the Board on the activities of the committee, and reviewed the changes to the candidate application. Directors will be asked to volunteer for orientation dates at the May meeting.

---Deborah moved to adopt the Resolution for Co-op Vote. Don seconded. Motion passed 7-0-1.

The Board discussed the committee's transition plan to handle Deborah's departure. Deborah will continue on the Board until May 1st. Lisa and Julie are considering taking on the position of committee chair.

The Board discussed appointment, which will be considered by the committee after Deborah's departure. The Board has handled multiple appointments in recent years. Beth will look for Nominations Committee appointment scenarios from previous years' minutes and notes and send to the committee. Deborah recommends that the committee have a permanent, documented process that is transparent to owners.

## **Review and Audit Committee, 7:39pm**

No update. John Perkins notified the Board that Wegner set the time for the onsite visit from August 7<sup>th</sup>-11<sup>th</sup>.

## **Owner Engagement Committee, 7:40pm**

Doug presented a draft Owner Engagement Committee charter, with ideas taken from previous board discussions, as well as a discussion with CDS consultant Leslie Watson on a call with Andi. Directors gave feedback on the charter and Doug will consider their feedback and continue work on the charter.

## **Fall Owner Gathering Committee, 8:08pm**

Not discussed.



# Board of Directors Meeting Minutes April 2017

## 5. GOVERNANCE AND STRATEGIC LEARNING

8:11pm

### ACBA Committee, 8:12pm

Andi reported on the recent activities of the ACBA including: an update on the ACBA elections, an update on ACBA's advocacy efforts, and that she will be the next President of ACBA. The Board affirmed that no action needs to be taken by the Board in order for Wheatville to pay its membership dues. Dan will cast the vote in the ACBA election.

### Strategic Learning: Board Leadership in a time of crises, 8:24pm

Deborah and Julie led an exercise where directors and guests split into three groups to work on various governance issues. One group did a "Member Owner Challenge", one did "Director Divisions", and one did a "Governance Challenge". Each group read about the challenges which were inspired by events at real life cooperatives, and formulate what the group would do in that scenario. The small groups shared back on the challenge and what actions they would take to the full group. Julie and Deborah shared what the real life cooperative leaders did and how those real life events worked out

### Retreat Preparation, 9:09pm

Doug confirmed some final details on the Board's retreat.

## 6. EXECUTIVE SESSION

9:10pm

---Doug moved to enter the Board into Executive Session to include John Perkins.

\*\*\*EXECUTIVE SESSION\*\*\*

**Purpose:** to discuss confidential real estate matters

\*\*\*END EXECUTIVE SESSION\*\*

---At 9:30pm, Doug exited the Board from Executive Session.

## 7. ADJOURN

9:30PM

At 9:30pm, Doug adjourned the meeting.

### Parking Lot

- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16

## RESOLUTION

Resolution No: NomCom2017-1


Committee: Nominations


Wherefore, the Board of Directors of Wheatsville Co-op has:

1. Reviewed and discussed the timeline for the 2017 Co-op Vote at the board meetings convened March 13 and April 18, 2017;
2. Reviewed and discussed the Revised Board Packet Application;
3. Discussed the Nominations Committee's plans to work with Operations to advertise the election and call for candidates.

The Board of Directors hereby APPROVES the 2017 Co-op Vote Timeline, the Revised Candidate Application Packet, and the committee's use of store media outlets under Operation's guidelines to advertise the election and call for candidates.

Date: April 18, 2017

  
Doug Addison, President

  
Kitten Holloway, Secretary