

**Wheatsville Board of Directors
January 2018 Meeting Agenda
Tuesday January 16th, 2018
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
6:40pm	2. AGENDA REVIEW 3. CONSENT AGENDA: November 2017 Minutes CEG Monthly Update B1 – Governing Style Monitoring Report D – Global Executive Constraint Monitoring Report FYE2018 2 nd Quarter Financial Statements	DISCUSS VOTE
6:50pm	4. GOVERNANCE AND COMMITTEE WORK, PART I (1 min) Recite Ends (4 min) Seat Directors (5 min) CBL 101 Report from Jason (15 min) Nominations Committee (20 min) Committee Charter Review (0 min) ACBA Committee (0 min) Board Development Committee (0 min) Owner Engagement Committee (30 min) D1 – Financial Condition and Activities Monitoring Report	RECITE VOTE LISTEN VOTE DISCUSS NONE NONE NONE VOTE
8:05pm	BREAK	REST
8:20pm	5. GOVERNANCE AND COMMITTEE WORK, PART II (15 min) 2018 Board Officer Election (15 min) Retreat Agenda Preview	VOTE DISCUSS
8:50pm	6. EXECUTIVE SESSION Purpose: to discuss confidential real estate information	
9:20pm	6. ADJOURN (5 min) Set monthly meeting schedule for remainder of 2018 (5 min) February preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS LISTEN

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: Doug Addison, *President; Treasurer; and, Secretary*; Jason Bourgeois (arrived 6:53pm); Brandon Hines; Don Jackson; Rose Marie Klee; Brian Mikulencak (arrived 6:33pm); Lisa Mitchell; and MeriJayd O'Connor

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Autumn Arizola, *HR Manager*(8:50pm-9:24pm); Chris Reynolds, attorney from McGinnis Lochridge, via phone (8:50pm-9:24pm)

Absent: Lyz Nagan

Call to Order **6:32PM**

1. OPEN TIME **6:41PM**

Directors and staff gave personal updates and updates on co-op related events.

2. AGENDA REVIEW **6:43PM**

2018 Board Officer Election was moved to go directly after Seating Directors
CBL 101 Report from Jason was moved to directly after 2018 Officer Election.
D1 Monitoring Report was moved to directly after CBL 101 Report from Jason.
Nominations Committee was moved to directly after D1 Monitoring Report.
The Charter Review was moved to directly after the break.

3. CONSENT AGENDA **6:45PM**

CEG Monthly Update

B1 – Governing Style Monitoring Report

D – Global Executive Constraint Monitoring Report

FYE2018 2nd Quarter Financial Statements

---Doug pulled November 2017 Minutes.

---Doug moved to approve the Consent Agenda. RMK seconded the motion. Motion passed 4-0-0.

November 2017 Minutes, 6:47pm

Lyz indicated that she was physically present at the meeting on the writeboard. Beth will make the changes.

---Doug moved to approve the November 2017 with changes discussed. Lisa seconded. Motion passed 4-0-0.

4. COMMITTEE WORK AND GOVERNANCE, PART I **6:51pm**

The Board consulted the Bylaws and confirmed that four out of six currently seated directors are



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present and so quorum is met.

Recite Ends, 6:48pm

Directors, directors-elect and guests recited the Ends policy in unison.

Seat Directors, 6:53pm

--- Doug moved to seat the 2018 board to include Brian Mikulencak, Jason Bourgeois, Don Jackson Spitzer, MeriJayd O'Connor, Lyz Nagan, Brandon Hines, Rose Marie Klee, Lisa Mitchell, and Doug Addison. Don seconded. Motion passed 4-0-0.

2018 Board Officer Election, 6:54pm

There was an online nominations process available since late December. There were nominations for each position: Rose Marie was nominated for President; Lyz was nominated for Secretary; Lisa and Brandon were nominated for Treasurer. Doug affirmed that everyone had the opportunity to review the description of each role included in the packet.

The Board discussed the qualifications of each person, noting they are all well qualified. Brandon put forth that with only a one year appointment for himself, in the interest of succession planning, he prefers that a director with a longer term serve as Treasurer. Lisa asked that he be willing to serve on the Audit and Review Committee and Brandon agreed.

---Doug moved to elect RMK as President, Lisa as Treasurer, Lyz as Secretary. Brandon seconded the motion. Motion passed 8-0-0.

Lisa thanked Doug for his service as President the last several years. Doug said it was an honor to serve and a great learning experience.

Board meeting dates, 7:05pm

Directors all affirmed that they are available the 4th Tuesday of each month. Board meetings will be regularly scheduled for 4th Tuesdays going forward, pending any necessary rescheduling to avoid absences.

CBL 101 Report from Jason, 7:07pm

Jason shared what he learned on his trip to Minneapolis to attend CDS Consulting's Cooperative Board Leadership 101 training. He encouraged other new directors to attend when they are able. Beth will send the remaining dates to all new directors for their scheduling consideration.

D1 – Financial Condition and Activities Monitoring Report, 7:16pm

Dan and John answered questions regarding the D1 report, beginning with questions submitted online. Dan noted that he appreciates receiving questions online or over email in advance of the meeting as it allows time to prepare. Dan elaborated on the causes of lower than expected performance on Net Income as noted in D1.2, and the plans to improve outcome going forward.



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Dan and John explained the effects of Net Income on cash and noted that the cash position is still strong and what one might expect to see if the cash position were getting worse. John and Dan detailed the problems which caused an out of compliance in D1.8. John detailed the plans and roll out for a new accounting system.

--Doug moved to accept the D1 – Financial Condition and Activities Monitoring Report. MeriJayd seconded the motion. Motion passed 7-0-1.

Nominations Committee, 7:55pm

After discussion of several options for the timing of the election, the confirmation meeting, and the Board meeting where results are made official, the board decided to simply include in member and candidate information when the results of the election would be released.

Lisa explained the work of the committee for the year. Doug and Brian agreed to join the Nominations Committee for 2018. Jason is potentially interested as well.

BREAK 10 MINUTES

8:12PM

Committee Charter Review, 8:22pm

For each of the current committees, the 2017 charter was included in the packet. Each year the Board votes to renew the committees. The Charter must state each of the following: 1) what the committee is intended to do. 2) what it's authority is 3) what it's resources are.

Doug gave an overview of the work and scope of the Audit and Review Committee which will not be formed until later in the spring.

Doug gave an overview of the ACBA Committee. Don agreed to serve as the sole member of the committee for 2018.

Doug gave an overview of the Board Development Committee. This was the first year this committee existed and it did not accomplish its objectives. Directors discussed alternative methods to accomplish the task of the committee. The board decided to take on the work together, just as was done prior to the committee's creation.

Doug outlined the work of the Owner Engagement Committee. Doug, MeriJayd, and Don would like to serve on the committee this year.

--Doug moved to dissolve Board Development Committee. RMK seconded the motion. Motion passed, 8-0-0.

--- Doug moved to amend ACBA Committee Charter to have Don Jackson Spitzer as sole member of committee. Brandon seconded the motion. Motion passed, 8-0-0.



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ACBA Committee

No time was allotted for an ACBA Committee update. A report was included in the packet.

Board Development Committee

No time was given for a Board Development Committee update.

Owner Engagement Committee

No time was given for an Owner Engagement Committee update.

5. COMMITTEE WORK AND GOVERNANCE, PART II

8:13PM

Retreat Agenda Preview

This section was cancelled due to time constraints.

6. EXECUTIVE SESSION

8:50PM

---At 8:50pm, Doug moved to enter into executive session for the purpose of discussing confidential HR matters to include Dan Gillotte, Autumn Arizola and Chris Reynolds.

*****EXECUTIVE SESSION*****

Purpose: to discuss confidential personnel matters.

---At 9:24pm, the Board exited Executive Session.

---At 9:25pm, Rose Marie moved to enter into Executive Session to discuss confidential real estate matters, including Dan Gillotte.

*****EXECUTIVE SESSION*****

Purpose: to discuss real estate matters.

---At 9:40pm, the Board exited Executive Session.

7. ADJOURN

9:40PM

At 9:40pm, Rose Marie adjourned meeting