

Wheatsville Board of Directors
July 2016 Meeting Agenda
Tuesday July 19th, 2016
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: June 2016 Minutes B7 – Board Committee Principles Monitoring Report D1 – Financial Conditions and Activities D2 – Business Planning and Financial Budgeting FYE 2017 Q1 Financial Report CEG Report	DISCUSS VOTE
6:50pm	4. COMMITTEE WORK (1 min) Recite Ends (19 min) Nominations Committee (10 min) FOG Committee (5 min) ACBA Committee (10 min) Review and Audit Committee (15 min) CCMA and CBLD 101 Recap	DISCUSS VOTE VOTE VOTE DISCUSS DISCUSS
7:50pm	BREAK	REST
8:00pm	5. GOVERNANCE (5 min) B and C Policy Monitoring Format (5 min) WINFY Check in (15 min) Self Evaluation (20 min) Long-range CEG Evaluation and Compensation (30 min) Strategic Learning discussion and reflection	DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS
9:15pm	6. EXECUTIVE SESSION ***EXECUTIVE SESSION*** Purpose: to consider confidential board personnel matters	VOTE
	END EXECUTIVE SESSION	
9:25pm	8. ADJOURN (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 Notes July 2016

Present: Doug Addison, *President*; Andi Shively, *Treasurer*; Kitten Holloway, *Secretary*; Reyna Bishop; Deborah Ingraham; Michelle Hernandez; Rose Marie Klee; and Julie Le (by phone 6:32-7:50pm).

Also present: Dan Gillotte, *Chief Executive Grocer*; Beth Beutel, *Board Administrator*; John Perkins, *Finance Manager*.

Absent: Nada Lulic.

Call to Order 6:30PM

Doug called the meeting to order.

1. OPEN TIME 6:31PM

Dan shared about his recent trip to Detroit and Chicago with his undead marching band. Andi and Doug notified the Board that they are both attending the upcoming US Federation of Worker Cooperatives Conference taking place in Austin July 28-30.

Dan shared more details of potential changes to the Guadalupe store.

2. AGENDA REVIEW 6:40PM

During Nominations Committee, the Board will need to vote on an Election Liaison. There will be no vote for the Fall Owner Gathering Committee. During the Austin Cooperative Business Association Committee, the Board may need to vote on how to cast the ballot.

3. CONSENT AGENDA: 6:41PM

B7 – Board Committee Principles Monitoring Report
D2 – Business Planning and Financial Budgeting
FYE 2017 Q1 Financial Report

----Michelle pulled the D1 – Financial Conditions and Activities Monitoring Report

----Kitten pulled the June 2016 Minutes

----Doug pulled the CEG Report

---Reyna moved to approve the consent agenda. RMK seconded. Motion passed 8-0-0.

June 2016 Minutes, 6:43pm

Kitten asked about a tag on the document with a question. Andi affirmed that the questioned item is noted correctly. Kitten clarified that minutes would be posted without the document tag.

---Kitten moved to approve the June 2016 Minutes with changes as discussed. Michelle seconded. Motion passed 8-0-0.



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D1 Financial Conditions and Activities Monitoring Report, 6:44pm

The Board asked clarifying questions regarding the report. Kitten agreed to note any issues requiring follow up in the new CEG Monitoring chart. The Board discussed the frequency of checking on some financial metrics, which cannot be monitored more frequently as they can only be calculated with quarterly financial statements. Dan clarified more about the effects on sales and margins of the Price Image Project. Dan affirmed for the Board that operations is constantly making adjustments based on financial information, both in response to weekly open book finance meetings and after quarterly financial reports.

The Board discussed numbers from Wheatsville as a whole and the Guadalupe and South Lamar stores separately compared with data from other cooperative grocers across the nation.

---Michelle moved to accept the D1 monitoring with notes discussed being tracked by Kitten. Doug seconded. Motion passed 8-0-0.

CEG Report, 7:05pm

Dan gave more background about a letter to Order Clerks, which was included in the packet. Per request, Dan updated the Board with more information about potential upgrades to the Guadalupe store. Per request, Dan told directors about the effects of the new Super Awesome Weekly Deals.

Deborah was temporarily excused from the meeting.

---Doug moved to accept the CEG Report. Andi seconded. Motion passed 7-0-0

4. COMMITTEE WORK

7:19PM

Recite Ends, 7:19pm

The Board recited the Ends.

Nominations Committee, 7:36pm

Kitten updated the Board on progress on election materials and the election timeline. Kitten agreed to investigate whether owners are allowed to change their votes, to change the title of "Vote Executor" to be consistent with the Bylaws and Procedures for Co-op Vote, and decide whether directors and staff are included or excluded in the drawings for gift cards to incentivize voting.

Andi noted that last year, and again recently, a small group of owners made requests about the information provided and selection of Community Action groups and asked the Nominations Committee if they would take up consideration of these requests. Beth agreed to review past minutes to see what, if any changes the Board agreed to make.



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---Doug moved to appoint Kitten as Election Liaison for the 2016 Vote. Deborah seconded. Motion passed 7-0-1, with Kitten abstaining.

Doug updated the Board on the candidate recruitment process, and asked that directors reach out to potential candidates they may know about the upcoming candidate orientations.

FOG, 7:43pm

Julie will email the draft agenda for the Fall Owner Gathering to the full Board, and she provided an update including that the theme will be "Celebrating 40 years of Community." Per request of a director, Julie agreed that the FOG Committee will discuss possible ways to include telling stories about the co-op at the gathering.

ACBA Committee, 7:47pm

Andi updated the Board on the ACBA election.

Audit and Review Committee, 7:49pm

Andi updated the Board on the progress of the Audit: noting an upcoming conference call and dinner with the Auditor.

BREAK

7:53pm

CCMA and CBL 101 Recap, 8:02pm

Kitten and Andi shared about their experiences and what they learned at CCMA, the cooperative grocers annual conference for directors and GMs. They both noted that it was very energizing and informative and recommended that anyone who's able attend next year. Julie shared about her experience at the Cooperative Board Leadership 101 training she attended the previous weekend.

5. GOVERNANCE

7:50pm

B & C Policy Monitoring Format, 8:12pm

The Board discussed their current B & C policy-monitoring format noting that they find it powerful to have actionable recommendations. Rose Marie volunteered to develop a less labor-intensive approach and use the next two reports, C4 and B8 as examples.

What I need from you (WINFY), 8:19pm

The Board discussed the charted results of the WINFY exercise done at the retreat. As a result of the discussion, Directors requested more context to be given via the packet notes, and time at the end of each meeting to be used to remind directors of what's coming in the next several meetings.

Self Evaluation, 8:40pm



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The Board discussed low scores in the area of committee work – noting that they mostly came from the recent work of the Transparency Committee extending beyond the scope of the charter in the view of some directors; and the absence of the Nominations Committee Chair and failure to accomplish the Committee's work on schedule.

The Board discussed member engagement: their messaging to owners, and mechanisms for connecting with owners including the Breeze, the Annual Report, the blog and social media, along with opportunities to engage in person.

Long-range CEG Evaluation and Compensation, 8:50pm

Dan received the Request for Proposal sent by the officers and will respond to it in the first week of August. Then, the officers will meet before the August Board meeting. The Board has the compiled monitoring reports with the summary and the memo from the Secretary affirming the accuracy of the summary. Kitten requested that the directors send any questions about these to her by August 4th.

The Board did an exercise based on the CEG Success Profile from CDS. They looked at competencies and behaviors for GM's in co-ops with over \$20M in sales and co-ops in especially competitive marketplaces, and looked for Wheatsville Board policies related to those competencies and behaviors. The Board then discussed the relationship of CEG evaluation and CEG compensation plans.

Strategic Learning Discussion and Reflection, 9:18pm

The discussion was postponed.

6. BOARD PERSONNEL

9:18PM

Doug has reached out to Nada several times via phone, text, and email to inquire about her absences. Nada has not responded to any communication from Doug and other directors, and failed to fulfill her duties as Nominations Committee Chair. Nada has missed more than three regular meetings in the last year, and Wheatsville Bylaws, section 5.12 allows for the removal of a director for more than three meeting absences in a year by a simple majority vote of the Board.

---Doug moved per Bylaw 5.12 to remove Nada Lulic from the Board of Directors. The full board seconded. Motion passed 7-0-0.

Nominations Committee will consider whether or not to make a recommendation for an appointee to the Board to fill the vacant Director position.

7. ADJOURN

9:32PM

At 9:32pm, Doug adjourned the meeting.

Parking Lot



Board of Directors Meeting Notes July 2016

- Member Engagement Committee- added 02/14
- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16