

Wheatsville Board of Directors
June 2016 Meeting Agenda
Tuesday June 21st, 2016
6:00-9:00PM, Guadalupe Meeting Room
3105 Guadalupe



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: May 2016 Minutes C3 – Delegation to the CEG Monitoring Report CEG Report	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK (1 min) Recite Ends (9 min) B6 – Officer's Roles Monitoring Report (25 min) Nominations Committee (10 min) FOG Committee (5 min) ACBA Committee (5 min) Review and Audit Committee	DISCUSS VOTE VOTE VOTE VOTE DISCUSS
7:15pm	BREAK	REST
7:25pm	5. GOVERNANCE (20 min) Long-range CEG Evaluation and Compensation (10 min) CCMA	DISCUSS DISCUSS
7:55pm	6. STRATEGIC LEARNING Austin Market Trends	DISCUSS
8:25pm	7. BUSINESS PLAN ***EXECUTIVE SESSION*** Purpose: to discuss Business Plan ***END EXECUTIVE SESSION*** Business Plan	VOTE
8:55pm	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



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Present: Doug Addison, *President*; Andi Shively, *Treasurer*; Kitten Holloway, *Secretary*; Deborah Ingraham ; Michelle Hernandez; Rose Marie Klee; and Julie Le.

Also present: Dan Gillotte, *Chief Executive Grocer*; Beth Beutel, *Board Administrator*; John Perkins, *Finance Manager*; Donald Jackson, *owner*(7:33-8:31pm).

Absent: Reyna Bishop and Nada Lulic

Call to Order **6:01PM**
Doug called the meeting to order.

1. OPEN TIME **6:01PM**
The Board did a round of check-ins.

The July meeting will remain on July 19th, and the Board will discuss their biannual self-evaluation then.

Doug noted that for the election edition of the Breeze, Kitten will write an article on Nominations Committee activity and Julie will write about the Fall Owner Gathering.

2. AGENDA REVIEW **6:09PM**
FOG Committee does not have a vote.

3. CONSENT AGENDA: **6:09PM**
May 2016 Minutes
C3 – Delegation to the CEG Monitoring Report
CEG Report

John noted that the Sales Tax Audit was moved to August since the writing of the CEG Report.

---Andi moved to accept the consent agenda. Deborah seconded. Motion passed 7-0-0.

4. COMMITTEE WORK **6:10PM**
Recite Ends, 6:10pm
The Board and guests recited the Ends policy in unison.

B6 – Officer’s Roles Monitoring Report, 6:11pm
Andi reported that the Board was not in compliance with B6.4.1 – which reference’s the treasurer’s duty to ensure that all directors receive financial training if needed to ensure they can understand the materials presented to them. Directors listed topics on which they’d be interested in having financial learning activities including: EBITDAP, net earnings allocations, growth



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metrics, pro-formas, the Business Plan, and financial statements. Directors also noted they prefer to do learning activity with real-world numbers in front of them.

Andi noted the Board is not technically out of compliance with officer succession planning, but the monitoring report identified significant weakness in this area, which should be addressed. Andi opened the floor for discussion regarding directors' interest in and intentions to serve as officers in 2017. Doug, Kitten and Andi all noted that they would like to continue in their roles in 2017. No other directors expressed interest in serving.

Doug named Kitten to act as President in the event that he is unable to attend to his duties.

---Andi moved to accept the B6- Officer's Roles Monitoring Report. Doug seconded. Motion passed 7-0-0.

Nominations Committee, 6:23pm

Deborah reviewed changes made to the Procedures for Co-op Vote: there are new qualifications that require candidates to agree to attend Cooperative Board Leadership 101 in their first year, and have computer and email access; candidates are categorized as "eligible" for consideration through the Nominations Committee process; and "most qualified" if the board selects them via the process to be on the ballot; the list of criteria to screen candidates for their qualifications was modified to state them as objectively as possible; and successful petitioners will have the same access to campaigning opportunities as other candidates.

John pointed out a typo on page 21 of the packet where "for" should be "the", directors noted that the document needs to clarify that only successful petitioners get the same access as other candidates.

---Doug moved to approve the changes to Procedures for Co-op Vote as amended in the meeting. Michelle seconded. Motion passed. 7-0-0.

Doug reviewed the Resolution for Co-op Vote. During discussion the Board realized there were timeline issues. The Board agreed to change: the application deadline to August 1st; Nom Com completes review of applications and selects candidates for the ballot by the 6th; provisionally notifies candidates by the 8th, though an opportunity to attend the August board meeting will be extended to those candidates unable to attend the July meeting; eligible petitioners have deadline of the 18th to submit petitions to be included on the ballot; and the Breeze deadline is August 25th.

---Deborah moved to adopt the 2016 Co-op Vote Resolution as amended with changes discussed and to amend the Procedures for Co-op Vote as discussed. Michelle seconded. Motion passed. 7-0-0.



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FOG Committee, 7:07pm

The FOG committee was asked to prepare a draft agenda for the Fall Owner Gathering in advance of the next board meeting.

ACBA Committee, 7:20pm

A draft charter was submitted to the Board's packet naming Andi Shively as the sole member of the ACBA Committee.

---Doug moved to approve the change to the ACBA charter. Deborah seconded. Motion passed 7-0-0.

Review and Audit Committee, 7:21pm

Andi reviewed the timeline of the Board's work for the Audit, noting that the next step is a pre-audit call on July 12th at 6pm which all directors are welcome to join.

BREAK

7:23pm

5. GOVERNANCE

7:33pm

Long-range CEG Evaluation and Compensation, 7:33pm

The RFP was edited by the Officers as authorized by the Board at the last meeting. The only change was to the timeframe to be consistent with previous years: Oct 1- Sept 30th for the compensation plan.

Kitten reviewed the timeline, and then opened the floor to discussing the CEG Monitoring Table. Directors noted they would be interested to see: call outs of exceptional performance, explanations for tardiness of reports, and any follow up on the reports, and to leave the "severity" column blank for this year's evaluation while the board works to develop those metrics. Kitten plans to look at the reports and minutes and to add as much detail as possible to the table. Beth and Kitten will have the table and packet of monitoring reports out before the next meeting.

CCMA, 7:59pm

The Board agreed not to have a CCMA discussion to keep the meeting more timely.

6. STRATEGIC LEARNING

7:59pm

Austin Market Trends, 7:59pm

Donald Jackson is an economic development planner with degrees from UT working locally. He presented to the Board on trends in growth in Austin, with a focus on Imagine Austin and Code NEXT. He noted that all of the information he presented is available on the city of Austin website. He noted special regulations of interest to grocers and to cooperatives. Donald also recommended that the Board take a look at the new food access report being produced by Edwin Marty at the Office of Sustainability.

7. BUSINESS PLAN

8:31pm



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At 8:31pm, Doug moved the Board into executive session to include Beth Beutel, John Perkins, and Dan Gillotte to discuss the business plan.

*****EXECUTIVE SESSION***
Purpose: to discuss Business Plan**

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

9:21 out of session

--- Doug moved to accept the FYE17 business plan. Kitten and Michelle second. Motion passed. 7-0-0.

**8. ADJOURN
Closing Round**

9:22PM

At 9:22pm, Doug adjourned the meeting.

Parking Lot

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