

Wheatsville Board of Directors
June 2018 Meeting Agenda
Tuesday, June 26th, 2018
6:00-9:00pm, 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 2018 Minutes C3 – Delegation to the Chief Executive Grocer Monitoring Report CEG Monthly Update	DISCUSS VOTE
6:15pm	4. GOVERNANCE (1 min) Recite Ends (29 min) CCMA Report (10 min) CEG Monitoring Report Compliance for Annual Evaluation (5 min) B6 – Officer's Roles Monitoring Report (10 min) FYE 2019 Business Plan and Budget	RECITE DISCUSS DISCUSS VOTE VOTE
7:10pm	5. COMMITTEE WORK (5 min) Audit Committee (5 min) Nominations Committee (0 min) Owner Engagement Committee (0 min) ACBA Committee	DISCUSS VOTE N/A DISCUSS
7:20pm	BREAK	ENJOY!
7:30pm	6. EXECUTIVE SESSION Purpose: to discuss confidential legal information	DISCUSS
8:10pm	7. EXECUTIVE SESSION Purpose: to discuss confidential real estate information End Executive Session Resolution to Authorize CEG to Enter into a Lease Agreement	DISCUSS VOTE
8:50pm	8. ADJOURN (10 min) Meeting Evaluation (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 June 2018

Present: Rose Marie Klee, *President*; Lisa Mitchell, *Treasurer*; and Lyz Nagan, *Secretary*; Jason Bourgeois; Brandon Hines; Brian Mikulencak; and MeriJayd O'Connor (6:09pm-end); Don Jackson

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*. Megan McDonald, *owner and prospective candidate* (6-7:34pm); Melissa Sledge *owner and prospective candidate* (6-7:34pm); Eric Johnston, *Attorney with McGinnis Lochridge* (7:34pm- 8:15pm); Manuel Escobar, *Attorney with McGinnis Lochridge* (8:30pm- 8:43pm)

Absent: none

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

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

Directors and guests introduced themselves.

2. AGENDA REVIEW **6:05PM**

No Vote on Nominations Committee.

Audit and Review Committee yields their time, noting a recent email update.

Business Plan and CCMA to switch agenda slots, to allow more time for the Business Plan.

3. CONSENT AGENDA **6:07PM**

May 2018 Minutes

C3 – Delegation to the Chief Executive Grocer Monitoring Report

CEG Monthly Update

--- Lisa moved to accept. Jason seconds. Motion passes 8-0-0.

4. GOVERNANCE **6:08pm**

Recite Ends, 6:08pm

Directors and guests recited the Ends.

CEG Monitoring Report Compliance for Annual Evaluation, 6:09pm

RMK introduced the CEG Monitoring Summary Report spreadsheet and opened the floor to feedback and questions. Doug has appreciated discussion of "risk" or "severity" of out of compliance.

The Board discussed how often they want to see the monitoring spreadsheet. The Executive Committee will discuss the matter further and make a recommendation.



Board of Directors Meeting Notes June 2018

B6 – Officer's Roles Monitoring Report, 6:22pm

RMK detailed the work of the Board officers, also known as the "Executive Committee." The President has been keeping Treasurer and Secretary cc'd on all packet and agenda related materials. The Executive Committee has been meeting once a month, and have a monthly call with the CDS consultant. If people want to join the call with CDS, please let the executive committee know. Committee will send out call in info as the dates and times are established.

RMK emphasized that any directors who are interested in a role should express their interest so they can begin shadowing the current officers for the Board to be prepared for succession.

Upon the request, Lyz detailed the duties of the Board Secretary, officially: to ensure the accuracy and completeness of Board documents and serve as Election Liason, and issuing a memo verifying the accuracy of the CEG Monitoring report. Lyz checks the accuracy of the minutes, has recently made improvements to the Board Term tracker.

---Lyz moved to accept the B6 – Officer's Roles Monitoring Report. Lisa seconded. Motion passed 9-0-0.

FYE 2019 Business Plan and Budget, 6pm

Dan noted that the Board received the FYE 2019 Business Plan and Budget a week prior to the May meeting, and had a lengthy discussion during the May meeting. The Board wanted more time to read the report and have more discussion if needed, which is why it is a topic again at the June meeting.

Per a director question, Dan gave detail about the trends in cooperatives' meat departments, and Wheatsville's specific strategies on meat departments at the South Lamar and Guadalupe stores.

---Brandon moved to accept the FYE 2019 Business Plan and Budget. MeriJayd seconded. Motion passed. 9-0-0.

CCMA Report, 6:38pm

Beth, Dan, Lyz, MeriJayd and RMK all attended CCMA 2018 held in Portland, Oregon. They each shared their highlights from workshops and keynotes with the aid of a power point presentation, which will be posted to the board's online portal. The workshop slideshows are available on a dropbox, which will be shared with the Board.

5. COMMITTEE WORK 7:21pm

Audit and Review Committee

A written update was sent out via email.

Nominations Committee, 7:23pm

Doug updated the Board on the applications and orientations.



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Owner Engagement Committee

A written update was included in the packet.

ACBA Committee

A written update was included in the packet.

BREAK 10 MINUTES

7:24PM

6. EXECUTIVE SESSION

7:34PM

---At 7:34pm, RMK moved the Board into executive session to discuss confidential legal matters with Dan, John and Beth; Eric Johnston from McGinnis Lochridge

EXECUTIVE SESSION

Purpose: to discuss confidential legal matter.

--- At 8:30pm, RMK moved board out of executive session.

7. EXECUTIVE SESSION

8:30 PM

---At 8:30pm, RMK moved the Board into executive session to discuss confidential real estate matters with Dan, John and Beth, Manual.

EXECUTIVE SESSION

Purpose: to discuss confidential real estate matters.

--- At 8:53pm, RMK moved board out of executive session.

---- Doug moved to authorize the CEG to enter into the lease described in the McGinnis Lochridge Memorandum dated June 12th, 2018. The entire board seconds motion. Motion passed 9-0-0.

8. ADJOURN

8:54PM

Meeting Evaluation and Ideas, 8:54pm

Jason noted that people loved the new misters at \$5 dinner! Jason had an owner ask about who on staff to ask how much money the owner personally donated to Community Action groups.

Don plugged the Austin Cooperative Business Foundation's summer series of learning events including the first one at South Lamar this weekend.

At 9:01pm, Rose Marie adjourned meeting.