

Wheatsville Board of Directors
March 2018 Meeting Agenda
Tuesday March 27th, 2018
6:30-9:30pm, 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: February 2018 Minutes CEG Monthly Update	DISCUSS VOTE
6:45pm	4. GOVERNANCE, PART I (1 min) Recite Ends (1 min) B.6.3.5 – Officers Roles (15 min) Understanding the FYI Section of the Board Packet (5 min) FYE 2019 Board Budget (8 min) B3 – Governance Cycle (10 min) Retreat Follow-Up/Board Work Plan	RECITE DISCUSS DISCUSS VOTE VOTE DISCUSS
7:25pm	BREAK	REST
7:35pm	5. GOVERNANCE, PART II (30 min) D6 – Staff Treatment and Compensation Monitoring Report (25 min) Key Financial Metrics	VOTE DISCUSS
8:30pm	6. COMMITTEE WORK (0 min) ACBA Committee (5 min) Audit and Review Committee (5 min) Nominations Committee (0 min) Owner Engagement Committee	N/A VOTE DISCUSS N/A
8:40pm	7. EXECUTIVE SESSION Purpose: to discuss confidential real estate information	
9:25pm	8. ADJOURN (5 min) Evaluation and Ideas (0 min) Adjourn	DISCUSS 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: Rose Marie Klee, *President*; Lisa Mitchell, *Treasurer*; and Lyz Nagan (via phone), *Secretary*; Jason Bourgeois; Brandon Hines (via phone); Don Jackson; Brian Mikulencak; and MeriJayd O'Connor.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Autumn Arizola, *HR Manager* (7:30pm- 8:34pm)

Absent: none

Call to Order 6:30PM

1. OPEN TIME 6:30PM

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

2. AGENDA REVIEW 6:35PM

Add an executive session for confidential personnel information.

3. CONSENT AGENDA 6:37PM

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CEG Monthly Update

---Brian moved to approve the Consent Agenda. Lisa seconded. Motion passed. 8-0-1.

4. GOVERNANCE, PART I 6:39pm

Recite Ends, 6:39pm

Board and guests recited the Ends policy in unison.

B.6.3.5 – Officers Roles, 6:39pm.

Per the policy, RMK has asked Lisa to step in for her should she be unable to fulfill her duties as President.

Understanding the FYI Section of the Board Packet, 6:40pm

Dan and John walked the Board through both the Ownership and Operations monthly reports and explained how each of them developed over time.

FYE 2019 Board Budget, 7:03pm

Lisa presented the FYE 2019 Board Budget and answered questions.

---Lisa moved to approve the FYE 2019 Budget as included in the packet. Jason seconded. Motion passed. 9-0-0

B3 – Governance Cycle Monitoring Report, 7:11pm



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The Board discussed the policy statement that the Board should have and follow a "multi-year workplan". The board will plan to discuss a multi-year plan after the mid-year board evaluation and during next year's annual retreat.

--- MeriJayd moved to accept the B3- Governance Cycle Monitoring Report. Don seconds. Motion Passed 8-0-1 (abstain).

Retreat Follow-Up/Board Work Plan, 7:14pm

RMK presented a 2018 Board Goals and Learning Table showing all the work that was discussed at the retreat which has already been done. After discussion, the Board decided that the Board Goals and Learning table should be updated monthly by RMK for inclusion in the Board packet.

6. COMMITTEE WORK

7:21PM

Audit and Review Committee, 7:21pm

Lisa and Rose Marie walked through the TBOC, Bylaws, and Policies that shape the annual report process and the "review" part of the committee.

---Lisa moved to adopt the 2018 Audit and Review Committee Charter. Doug seconded. Motion passed 9-0-0.

Nominations Committee, 7:29pm

The Nominations Committee will now be chaired by Doug, with Brian and Jason. Doug gave an update on the committee's work noting that election related documents will be submitted for approval at the April meeting.

ACBA Committee

A written update was included in the packet.

Owner Engagement Committee

A written update was included in the packet.

BREAK 10 MINUTES

7:32PM

5. GOVERNANCE, PART II

7:42PM

D6 – Staff Treatment and Compensation Monitoring Report, 7:42pm

Directors were given the opportunity to ask questions of Dan, and Autumn Arizola, HR Manager. The Board asked when entry level wages will be updated with new information being put into our Livable Wage and Benefits Model. Autumn will begin the process of researching compensation on April 1st.

---MeriJayd moved to accept the D6 – Staff Treatment and Compensation Monitoring Report. Lisa seconded. Motion passed 8-0-0.



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7. EXECUTIVE SESSION

8:15PM

---At 8:15, RMK moved into executive session to discuss confidential personnel matters with John, Dan, Autumn, and Beth.

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

Purpose: to discuss confidential personnel matters.

---At 8:34pm, Rose Marie ended executive session.

---At 8:34pm, RMK moved the Board into executive session to discuss confidential real estate matters with Dan, John and Beth.

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

Purpose: to discuss confidential real estate matters.

--- At 8:54pm, RMK moved board out of executive session.

Key Financial Metrics, 8:55pm

Directors discussed an article that they read from the LEADER magazine on key indicators.

8. ADJOURN

9:28PM

Meeting Evaluation and Ideas, 9:28pm

Directors were given the opportunity to give feedback on the evening's meeting and make suggestions for next time.

At 9:31pm, Rose Marie adjourned meeting.