

**Wheatsville Board of Directors
May 2017 Meeting Agenda
Tuesday May 16th, 2017
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: April 2017 Minutes B5 – Director's Code of Conduct C3 – Accountability of the CEG D9 – Emergency CEG Succession CEG Monthly Update	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK AND GOVERNANCE (1 min) Recite Ends (15 min) Update on Guadalupe Refresh (0 min) Board Development Committee (29 min) Nominations Committee (5 min) Review and Audit Committee (5 min) ACBA Committee	RECITE DISCUSS VOTE NONE DISCUSS DISCUSS DISCUSS
7:15pm	BREAK	REST
7:25pm	5. STRATEGIC LEARNING (20 min) Owner Engagement Committee (20 min) Retreat recap and strategic learning reflection (25 min) Business Plan	VOTE DISCUSS DISCUSS
8:30pm	6. EXECUTIVE SESSION	
	EXECUTIVE SESSION	
	Purpose: Discuss confidential personnel information	
	END EXECUTIVE SESSION	
8:50pm	7. ADJOURN (10 min) June Preview, Closing Round, and Wrap-up (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*; Don Jackson; Rose Marie Klee; Julie Le; and Lisa Mitchell.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Raquel Dadomo, *Brand Manager*; Dana Tomlin, *Fresh Manager*; Rory Alexander, *Guadalupe Store Manager*.

Absent: Jeni Findley

Call to Order 6:00PM

1. OPEN TIME 6:00PM

Dan will be presenting at CCMA on open book management, Dan informed the board of dates he will be on vacation and then at CCMA.

RMK celebrated the fact that the co-op had its first 1 million dollar sales week during the April Owner Appreciation Days.

2. AGENDA REVIEW 6:01PM

10 minutes added to Guadalupe Refresh update.

No vote on Nom Com or Board Development

Owner Engagement Committee – reduce to 5 min.

B5 will be discussed after the break for 15 minutes.

3. CONSENT AGENDA 6:02PM

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C2 – Accountability of the CEG Monitoring Report

D1 – Financial Condition and Activities Monitoring Report

D9 – Emergency CEG Succession Monitoring Report

CEG Monthly Update

Nominations Committee Charter

--- Andi pulled B5 for discussion in the second half of the meeting.

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

4. COMMITTEE WORK AND GOVERNANCE 6:11pm

Recite Ends, 6:11pm

The Board and guests recited the ends in unison.

Update on Guadalupe Refresh, 6:13pm

Dan, Dana, Rory and Raquel updated the Board on the Guadalupe refresh. Dana informed the



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Board about changes to people's shopping patterns that spurred the Guadalupe refresh. Rory informed the Board about changes that were made to the store to improve efficiency and customer service. Raquel highlighted some areas in the National Cooperative Grocers annual market study, that show the changes in the market where the refresh will help the co-op to gain sales by meeting more people's needs. Dana gave a detailed review of areas where the deli has seen significant sales growth because of the refresh.

A director asked about the metrics for success, and Dan said that the store plans to achieve 7% sales growth store-wide. In response to another question, Dan provided details of why the co-op now has more coolers with doors. A director asked about scale-ability for the new meat cutting and packing system and Dan noted it's possible to do 3-5 stores with a small number of people with the system, but they may need more equipment and room.

Nominations Committee, 6:42pm

Kitten led a discussion on the qualities to look for in candidates, and the Board affirmed their commitment to those qualities, with the addition that the Board does support consideration of candidates whose subject matter expertise would be of value to the Board's work.

Several directors noted, and all affirmed, that it is the responsibility of every director to be thinking of potential candidates with those qualities and recommending to them that they run.

RMK reviewed the strategy behind the candidate orientation sessions, and opened the floor to questions about the orientation script that was included in the packet. The board asked that the committee make a handout version of the script for candidates to take with them. Beth agreed to assist the committee with converting the script into a handout.

The Board then discussed the potential appointment of a director to fill the vacant seat. The committee presented a short list of people. The board decided to invite the first runner-up from the last election to run for the Board, pending their availability to commit to attending meetings or ability to participate remotely. The Board also chose a second candidate from the list should the runner-up decline or be unavailable.

Review and Audit Committee, 7:18pm

Andi will ask the non-director committee members to sign a confidentiality agreement, which Dan and Doug will work together to provide for the board. Andi will confirm with Erica that the committee members are owners in good standing.

ACBA Committee, 7:20pm

Andi updated the Board on the activities of the Advocacy Committee of the ACBA. Andi noted that they are seeking nominations for two appointees, and that anyone is welcome to serve on the Outreach Committee or the Advocacy Committee.



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BREAK

7:27pm

5. GOVERNANCE AND STRATEGIC LEARNING

Owner Engagement Committee, 7:37pm

Doug presented a streamlined version of the committee charter.

7:37pm

---Doug moved to adopt the committee charter with membership to include Doug, and Julie. Lisa seconded. Motion passed 7-0-0.

B5 – Director’s Code of Conduct Monitoring Report, 7:52pm

The board discussed the B5 report. Directors discussed devoting additional time to learning what it means for Directors to fulfill their fiduciary responsibility; discussing the financial condition of the co-op; and the ways that they already interact with the financial condition of the co-op. Directors also discussed spending more time engaging with policy monitoring reports, and using that as an opportunity to ask the CEG questions that generate informative strategic conversations, as well as engaging in robust conversation with each other regarding the co-op’s strategic direction.

Retreat Recap and Strategic Learning Reflection, 8:12pm

Directors continued a discussion started at the retreat on how the board uses strategic learning. The Board is interested in: giving monitoring reports their own agenda time rather than being on consent agenda and thinking of that as strategic, having more visioning strategic conversations, and building the sense of “acting in good faith” as fiduciaries of the co-op.

Business Plan, 8:28pm

The Board reviewed the process of receiving and accepting the business plan from Dan. In previous years, the Board has received the co-op business plan in May and accepted it in June. However, Dan and his team needed some more time, so the business plan will come at the latest, with the June packet.

The Board will “accept” the business plan if it meets the requirements laid out in the Board’s D2 – Business Planning and Financial Budgeting policy. Andi added that predicting sales is never completely accurate, but having a robust business plan tells you what or where to make adjustments in order to stay successful.

6. EXECUTIVE SESSION

8:45pm

--- At 9:00pm, Doug moved to enter the Board into Executive Session to include John Perkins, and Dan Gillotte.

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

Purpose: Discuss confidential personnel information



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END EXECUTIVE SESSION

7. ADJOURN **9:03PM**
June Preview, Closing Round, and Wrap-up

At 9:03pm, Doug adjourned the meeting.

Parking Lot

- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16