

**Wheatsville Board of Directors  
May 2018 Meeting Agenda  
Tuesday, May 22nd, 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: April 2018 Minutes CEG Monthly Update	DISCUSS VOTE
6:50pm	4. GOVERNANCE (1 min) Recite Ends (5 min) B5 – Directors' Code of Conduct Policy Monitoring Report (5 min) C2 – Accountability of the CEG Monitoring Report (5 min) D9 – Emergency CEG Succession Plan Monitoring Report	RECITE VOTE VOTE VOTE
7:00pm	5. FYE 2019-2021 BUSINESS PLAN AND BUDGET	VOTE
7:45pm	BREAK	ENJOY
7:55pm	6. COMMITTEE WORK (5 min) Audit Committee (10 min) Nominations Committee (5 min) Owner Engagement Committee (0 min) ACBA Committee	VOTE DISCUSS DISCUSS N/A
8:15pm	7. STRATEGIC LEARNING Governance as Leadership	GROW!
8:40pm	8. EXECUTIVE SESSION Purpose: to discuss confidential real estate information	DISCUSS
9:30pm	9. 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



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Present: Rose Marie Klee, *President*; Lisa Mitchell, *Treasurer*; and Lyz Nagan, *Secretary*; Jason Bourgeois; Brandon Hines; Brian Mikulencak; and MeriJayd O'Connor; Don Jackson (6:51pm – end)

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

Absent: none

**Call to Order** 6:30PM

**1. OPEN TIME** 6:30PM

Dan shared that APD came and offered Active Shooter training to staff, in response to a staff idea. FE Supervisors, Store Managers, HR, will develop emergency procedures around what we learned.

Directors shared tips for getting the most out of the upcoming CCMA Conference, and noted that all who attend will be asked to briefly present what they learned at the next meeting.

**2. AGENDA REVIEW** 6:39PM

Strategic Learning and Executive Session will switch places.

RMK noted that the Business Plan is received in May but doesn't have to be voted on until June, so the Board may vote tonight but does not need to if more discussion is desired.

**3. CONSENT AGENDA** 6:41PM

**April 2018 Minutes**

**CEG Monthly Update**

---Jason moved to accept the Consent Agenda. Doug seconded. Motion passed 7-0-0. (MeriJayd temporarily stepped out of the room)

**4. GOVERNANCE** 6:42pm

**Recite Ends, 6:42pm**

The Board and guests recited the Ends policy in unison.

**B5 – Directors' Code of Conduct Policy Monitoring Report, 6:43pm**

Note that B5.10 says the Board will report on adherence to code of conduct in annual report. The Board discussed areas with "Don't Know" responses. Some directors used "Don't Know" whenever there a policy spoke to a situation that has not occurred in the last year, some directors would rate such a policy a 5 on the 1-5 scale to affirm that it is the policy we want. The Board considered which route is the most reasonable or if a "not applicable" option should be added to



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the surveys.

---Lyz moved to accept the B5 – Directors’ Code of Conduct Policy Monitoring Report. MeriJayd seconded. Motion passed 8-0-1(abstain).

## **C2 – Accountability of the CEG Monitoring Report, 6:52pm**

The Board discussed how monitoring the CEG's performance works in a Policy Governance model, noting that they are evaluating a different part of the CEG's performance during each policy evaluation and that each policy is a written set of criteria to which they hold the CEG accountable.

Lyz noted that during last year's CEG evaluation, the Board realized that they weren't doing a great job of verifying that plans for compliance were being implemented and having the desired results. RMK will add a discussion of the “CEG Monitoring Report Compliance for Annual Evaluation” to next month's agenda.

---Lisa moved to accept the C2 – Accountability of the CEG Monitoring Report. Lyz seconded. Motion passed 9-0-0.

## **D9 – Emergency CEG Succession Plan Monitoring Report, 7:04pm**

Brian asked whether the absence of data tied to the point of having the "Point of Contact" be familiar with Board/CEG Relationship was intentional. Dan clarified that it was not, and that much of the information in the report demonstrates that the point of contact, John Perkins, is very familiar with the Board/CEG relationship, though it was not directly tied in.

---Brian moved to accept the D9 – Emergency CEG Succession Plan Monitoring Report. Brandon seconded. Motion passed 9-0-0.

## **5. FYE 2019-2021 BUSINESS PLAN AND BUDGET**

**7:11PM**

Dan noted he always includes the NCG trends report in the Business Plan because the D policies stipulate that he needs to keep the Board apprised of industry trends. He also included the price image information in the appendix due to director interest.

Lyz asked what is the biggest difference between this year's plan and last year's. Dan noted that in previous years, the budget assumed that operational activity would cause the growth trends at the Guadalupe store to change, and this year the budget used historical trends - we assumed that the Guadalupe store would continue to have a small decrease in sales.

Dan and John explained the nature of our relationship with National Cooperative Grocers – Development Cooperative, which is a wholly owned subsidiary of NCG that helps co-ops expand. Unlike other consulting that you pay along the way, you pay them an agreed upon portion of your Net Income for a number of years afterward.



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A director asked when the next shopper survey will be. There will be one in the fall. When it is completed Raquel, the Brand Manager, will present at a board meeting.

Directors asked clarifying questions about the marketing plan. Dan gave more detail on a new technique to get shopper feedback using survey codes on receipts, how we assess the return on investment of various marketing techniques, and what the MAVN online ordering system is and how it works.

Directors asked for an explanation of Diversity and Inclusion Committee. The Committee just formed and includes staff who volunteered themselves to serve and the HR Manager, and the Brand Manager, to work on ensuring the types of diversity we have remain while we work to be more inclusive of racially and culturally diverse staff and customers. Dan also detailed that the co-op does hire persons with barriers to employment which include a criminal record, pending that the crimes committed were not related to retail work.

When asked about "functional integration" with other co-ops, Dan noted that NCG is having different groups try different things, including that Wheatsville worked with a finance manager at another co-op to make this year's business plan. When those experiments work, they'll be replicated, and when they don't, they'll stop trying in those areas.

The Board decided to continue discussing the Business Plan and Budget at the next meeting.

## **BREAK 10 MINUTES**

**7:45PM**

## **6. COMMITTEE WORK**

**7:59PM**

### **Audit Committee, 7:59pm**

The Audit Committee has scheduled its next five meetings. The Board will vote whether to authorize the President to engage Wegner CPA's for the audit. As the current committee members have no experience with Wegner, they will make a recommendation as to the auditor selection for next year's committee after the audit is complete.

Dan and John overviewed Wegner CPA's qualifications and shared experiences of working with them in the past.

Lisa will set up a whiteboard so that the Board can contribute to the discussion on the scope of the audit.

--- Lisa moved to approve the Audit Committee Charter, and to authorize the President to Engage Wegner CPAs. Brandon seconded. Motion passed 9-0-0.

### **Nominations Committee, 8:12pm**



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Doug reviewed procedures for leading a board candidate orientation. Doug reviewed the orientation dates, noting which ones need another director. RMK recommended having at least one Nominations Committee member there so that they can use the information from orientation when making a determination about who is qualified. The Committee will reschedule any orientation times without a Nominations Committee member present.

## **Owner Engagement Committee, 8:17pm**

MeriJayd reminded everyone of the date of the 4th Tap Co-op Brewery Tour on June 20th. 6-8pm, and asked who plans to attend.

Audit Committee call for owner participants was in the weekly email, and more people responded than could reasonably be on the committee. MeriJayd requested the board brainstorm ways to keep those who will not be on the committee involved. Ideas included: being profiled on social media, being ambassadors at the BIG Co-op Fair, inviting them to attend meetings, run for the board, and attend outreach events, telling them about leadership in other cooperatives (Black Star, ACBA).

## **ACBA Committee, 8:25pm**

No discussion. A report was on backpack.

## **8. EXECUTIVE SESSION**

**8:26PM**

---At 8:26pm, RMK moved the Board into executive session to discuss confidential real estate matters with Dan, John and Beth.

**\*\*\*EXECUTIVE SESSION\*\*\***

**Purpose: to discuss confidential personnel matter.**

--- At 9:00pm, RMK moved board out of executive session.

## **8. EXECUTIVE SESSION**

**8:15PM**

---At 9:00pm, 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 9:19pm, RMK moved board out of executive session.

## **7. STRATEGIC LEARNING**

**Governance as Leadership**, will be saved for next time.



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## 9. 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.

RMK reviewed the ideas for future discussions: owner engagement (e.g., do we specifically want to recruit owner attendance of board meetings), CEG Monitoring Report Compliance for Annual Evaluation (summary sheet), protected classes, price image, patronage dividends and investor shares, crises management & communication (including standard protocols).

**At 9:27pm, Rose Marie adjourned meeting.**