

**Wheatsville Board of Directors
November Meeting Agenda
Monday, December 7th, 2015
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: October 2015 Minutes B Global – Governance Commitment Monitoring Report D7 – Communication to the Board Monitoring Report CEG Report	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK (1 min) Recite Ends (4 min) Transparency Committee (30 min) Nominations Committee (0 min) ACBA Committee (20 min) Policy Review Committee (10 min) D6 Committee (10 min) Board Leadership Perpetuation	RECITE DISCUSS VOTE DISCUSS VOTE VOTE DISCUSS
7:35pm	BREAK	REST
7:45pm	5. RETREAT AND ORIENTATION PLANNING	DISCUSS
8:00pm	6. STRATEGIC LEARNING (40 min) Grocery Wars	DISCUSS
8:40pm	7. EXECUTIVE SESSION ***EXECUTIVE SESSION*** Purpose: to discuss CEG & Staff Compensation ***END EXECUTIVE SESSION	DISCUSS
9:00pm	8. ADJOURN	

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 November 2015

Present: Reyna Bishop, *President*; Doug Addison, *Treasurer*; Kitten Holloway, *Secretary*; Michelle Hernandez (by phone 6:45-9:10pm); Deborah Ingraham (6:00-7:11pm); Andi Shively.

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

Absent: Nada Lulic, John Vinson.

Call to Order

6:00PM

Reyna called the meeting to order.

1. OPEN TIME

6:00PM

Dan reminded the directors that there will be a “Night the Lights Went on” celebration of the Rochdale pioneers opening the first co-op on December 21st with both stores giving away free pioneer oatmeal cookies.

Reyna recommended several articles in the latest issue of Cooperative Grocer.

Reyna agreed to send out a scheduling poll for the orientation and January meeting and agreed to discuss the regular meeting date at the orientation.

2. AGENDA REVIEW

6:06PM

The Board agreed to add ten minutes to Transparency Committee, taken from Nominations Committee, and noted that the D6 discussion is just a discussion, no vote is needed.

3. CONSENT AGENDA:

6:10PM

October 2015 Minutes

B Global – Governance Commitment Monitoring Report

D7 – Communication to the Board Monitoring Report

---Andi pulled the CEG Report.

---Andi moved to accept the Consent Agenda. Doug seconded. Motion passed 5-0-0.

CEG Report, 6:10pm

Dan affirmed that the power outage was merely something on the power lines and had nothing to do with our facilities, except that we lost power for a few hours.

---Andi moved to accept the CEG Report. Kitten seconded the motion. Motion passed 5-0-0.

4. COMMITTEE WORK

6:20pm

Recite Ends, 6:12pm

The Board and guests recited the Ends in unison.



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Transparency Committee, 6:12pm

Deborah reported that the committee has met twice and plans to have a draft “owner access to information” policy for discussion at the January meeting, and discussed the potential to take up other transparency issues before dissolving the committee, likely by June. Members of the Board and management expressed concern about the scope of the Transparency Committee report and thought the discussions fell outside the scope of the committee charter. Deborah explained that she encouraged the committee to have an open discussion and identify any other issues that might benefit from added transparency. Committee members presented several ideas to improve transparency. Deborah agreed with Board members that the committee charge was likely drawn too narrowly to encompass many of the ideas discussed by the committee.

The Board affirmed their desire to have the committee limit its work to the committee charge or amend the charge. Deborah said she would advise the committee members that the charge would have to be amended to consider broader transparency issues and come back to the Board if there is desire to have the charge changed. At the Transparency Committee’s request, the directors also discussed the benefits and drawbacks of rotating auditors inside the Wegner firm or between other firms, and decided that it was a discussion best delegated to the Audit Committee.

Nominations Committee, 6:40pm

----Doug moved that the Board certify the 2016 election results. Deborah seconded. Motion passed 6-0-0.

At Doug’s request, the directors discussed the triumphs and challenges of the election. Directors mentioned appreciating that every seat was contested, that there was a plethora of interested candidates, that Amy Knop-Narbitus successfully petitioned to get on the ballot thereby proving that it is possible. Directors mentioned some challenges: the formula for what makes a candidate qualified seemed subjective and unclear to candidates, not feeling that the interview at orientation was in-depth enough or that people were prepared to be interviewed, not having consistency in who was doing the interviewing, and that voters still complained that there were too many people/too much information to make a decision.

ACBA Committee, 7:11pm

Beth reported that John had told her the day before that he won’t be able to serve on the ACBA anymore. Reyna said they’ll talk further at January meeting.

Policy Review Committee, 7:12pm

The Board discussed modifying the answers to their policy monitoring surveys for greater clarity. Michelle noted that a “Don’t Know” answer would be useful. Beth will send out surveys using modified answers and the Board will discuss again in January.

D6 Committee, 7:26pm



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The Board discussed possibilities for modifying language in the D6 policy around wages and agreed to continue the discussion online and at the January meeting.

The shorter staff survey will take place in January with the results coming to the Board in March in the D6 monitoring report. The Board discussed the possibility of moving the survey and related monitoring reports to later into year, but decided to proceed as planned, noting that they could do something separate from the regular survey if they feel it's needed. The Board asked Reyna to discuss modification options to the existing scheduled survey with Carolee and to decide about modifications on behalf of the board.

Board Leadership Perpetuation, 7:53pm

Reyna will be stepping down from the President role next year. Doug agreed to serve as President. Kitten agreed to continue serving as Secretary. Michelle expressed tentative interest in serving as Treasurer. All positions will be voted on at the January meeting.

BREAK **7:55pm**

5. RETREAT AND ORIENTATION PLANNING **8:05pm**

The Board agreed to do a full day on February 20th and a half day on February 21st. Directors discussed potential retreat topics which Reyna agreed to take to Leslie and Thane, the CDS consultants, for further discussion.

Reyna noted that since all the directors are incumbents, the Board can utilize that time to discuss the Board's self evaluation results and make changes to the questions for next time, or to work on financial trainings. Doug and Reyna agreed to collaborate on topics and encouraged the directors to email them any ideas.

6. STRATEGIC LEARNING: GROCERY WARS **8:13PM**

The Board watched several videos on the competitive market place for cooperatives and discussed margin, pricing, atmosphere, size, product selection, and the changing marketplace of food.

7. EXECUTIVE SESSION **8:46pm**

--- At 8:47pm, Reyna moved the Board into Executive Session to include John Perkins, Beth Beutel and Dan Gillotte.

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

Purpose: to discuss confidential personnel matters

---At 9:10pm, Reyna adjourned the meeting.

Parking Lot

Member Engagement Committee- added 02/14