

**Wheatsville Board of Directors  
 November 2016 Meeting Agenda  
 Tuesday November 1<sup>st</sup>, 2016  
 6:30-9:30PM, South Lamar 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	<b>2. AGENDA REVIEW</b> <b>3. CONSENT AGENDA:</b> October 2016 Minutes B – Global Governance Commitment Monitoring Report D7 – Communication to the Board Monitoring Report CEG Monthly Report	DISCUSS VOTE
6:50pm	<b>4. COMMITTEE WORK AND GOVERNANCE</b> (1 min) Recite Ends (10 min) Revision to D4.1.3 (5 min) Review and Audit Committee (5 min) ACBA Committee (10 min) FOG Committee (10 min) Board Development Committee (10 min) Nominations Committee (4 min) Election Results Certification	DISCUSS VOTE DISCUSS DISCUSS VOTE VOTE DISCUSS VOTE
7:45pm	<b>BREAK</b>	REST
7:55pm	<b>5. GOVERNANCE</b> (20 min) Long Range CEG Evaluation and Compensation (15 min) Orientation Preparation (45 min) Gratitude and Visioning Exercise	DISCUSS DISCUSS DISCUSS
9:15pm	<b>7. ADJOURN</b> (5 min) Closing Round (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* (6:40pm-end); Kitten Holloway, *Secretary*; Reyna Bishop; Michelle Hernandez; Deborah Ingraham (6:47pm-end); Rose Marie Klee; and Julie Le (7:01pm-end)

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

Absent: none.

**Call to Order** **6:31PM**

**1. OPEN TIME** **6:31PM**

Doug reported that John Vinson is doing well.

Dan and Doug went to the Austin Business Journal talk with the 365 President, Jeff Turnas; they reported what they learned.

**2. AGENDA REVIEW** **6:41PM**

Audit and Review Committee will have a vote to dissolve. FOG moved to the end of the committee section, as did Board Development Committee.

**3. CONSENT AGENDA** **6:42PM**

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**B – Global Governance Commitment Monitoring Report**

**D7 – Communication to the Board Monitoring Report**

**CEG Monthly Operations Report**

Andi asked who is Horizon Bank and why the co-op has chosen to open accounts with them. Dan explained that for several years we've been looking to move away from Chase, while also having a bank that meets our needs. Horizon Bank is a large Texas bank that meets our needs, more closely aligns with our values than Chase, and will save us money on banking services.

Kitten asked for more detail about the co-op's being behind on sales compared with the business plan. Dan clarified that while we are slightly behind on sales we are managing expenses very tightly and are still achieving the goals needed to meet profitability.

---Kitten moved to accept the Consent Agenda. Deborah seconded. 6-0(against)-1(abstain)

**4. COMMITTEE WORK AND GOVERNANCE** **6:53PM**

**Recite Ends, 6:53pm**

The Board and guests recited the Ends policy.



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## Revision to D4.1.3, 6:53pm

Andi submitted a revised version of D4.1.3 based on the conversation from the last meeting. Directors agreed they had reviewed the proposed changes and liked them.

---Andi moved to approve the changes to D4.1.3 as proposed in the packet. Deborah seconded. Motion passed 7-0-0.

## Review and Audit Committee, 6:56pm

The Board discussed the process document provided by the committee, and pondered whether the Board or committee should and when they should consider the changing of auditors, as it was listed as item 1 on the process document. The Board decided that they should charge the committee with auditor selection in charging the committee, noting that the committee would need to be formed several months earlier if a change in auditors was desired. Andi will update the document and post it on Backpack. Doug moved to dissolve the Audit and Review Committee. Andi seconded. Motion passed 8-0-0.

The Board reviewed the Membership Process direct inspection report.

## ACBA Committee, 7:14pm

Andi updated the Board on the activities of the ACBA.

## Nominations Committee, 7:34pm

Kitten passed out and reviewed the election results. The Board discussed total voter turnout, in-store versus online voting, and a misprint on the electronic ballot.

There were nine invalid ballots: several of whom were no longer owners of Wheatsville, one had illegible handwriting in their owner information, two that were duplicate votes.

**BREAK**

**8:02pm**

## Nominations Committee, 8:17pm

The Board discussed a misprint in the electronic ballot where the initial instructions said to vote for three candidates for the Board and later instructions said to vote for five candidates. The Board discussed possibilities to allow for re-casting of electronic ballots where the member voted for three candidates for the Board of Directors in a reasonable timeframe.



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----Kitten moved to withdraw the Nominations Committee report and the election Liason report and will work with Operations to examine those electronic ballots in which only three candidates were marked and provide those owners with an opportunity to re-cast their votes for the Board of directors. Reyna seconded. Motion passed 8-0-0.

Kitten and Deborah will coordinate with Erica Rose on the re-casting of ballots and the recount. Kitten will be out of town over the Thanksgiving weekend, and Deborah volunteered to oversee the vote recount.

Dan will affirm that Erica and Raquel know that the elections results are still unconfirmed.

## **FOG Committee, 8:20pm**

Julie noted that the FOG committee met, but there are still some issues reconciling the budget and she'd like to move the close of the committee and submission of the final budget to January.

## **Board Development Committee, 8:22pm**

---Doug moved to create the Board Development Committee according to the charter included in the Board packet with Julie Le and Doug Addison as members. The committee will: provide at each Board meeting ideas for consideration by the Board; have no other authority; be ongoing and be evaluated every year; and require no resources. Michelle seconded. Motion passed 8-0-0.

## **5. GOVERNANCE**

**8:36pm**

### **Long Range CEG Evaluation and Compensation Planning, 8:36pm**

Kitten lead the Board in an exercise where directors broke into groups of two to discuss what they think the next step in BIG Direction is, and to rank CEG competencies for what those steps will require in the next two years.

### **Orientation Preparation, 9:04pm**

Doug led the Board in a discussion of the upcoming Orientation agenda items and delegated tasks to Board members and operations.

### **Gratitude and Visioning Exercise, 9:13pm**

Reyna and Michelle spoke fondly of their time on the Board and the people they've worked with. Directors and operations each gave their thanks to Reyna for her strong leadership during tough times, and Michelle for being the model of preparedness and developing great systems for the FOG.

## **6. ADJOURN**

**9:34PM**

**At 9:34pm, Doug adjourned the meeting.**

## **Parking Lot**



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- Member Engagement Committee- added 02/14
- Strategic Learning on D1.10- GAAP/EBITDA – added 1/16