

**Wheatsville Board of Directors
 November 2017 Meeting Agenda
 Wednesday November 29th, 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: October 2017 Minutes B Global Governance Commitment Monitoring Report CEG Report	DISCUSS VOTE
6:20pm	4. GOVERNANCE & COMMITTEE WORK (1 min) Recite Ends (10 min) Certification of Election Results (29 min) Nominations Committee (5 min) ACBA Committee (0 min) Board Development Committee (0 min) Owner Engagement Committee (30 min) 2018 Board Officer Election Preparation	DISCUSS VOTE DISCUSS DISCUSS NONE NONE DISCUSS
7:35pm	BREAK	REST
7:45pm	5. GOVERNANCE (15 min) D7 – Communication to the Board Monitoring Report (15 min) Orientation Preparation (30 min) Visioning and Gratitude Exercise	DISCUSS DISCUSS DISCUSS
8:45pm	6. ADJOURN (5 min) Closing Round and January Meeting Preview (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*; and Kitten Holloway, *Secretary*; Don Jackson; Rose Marie Klee; Julie Le; Lisa Mitchell; and Lyz Nagan.

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Erica Rose, *Ownership and Outreach Coordinator*(6:00pm-6:30pm). Jason Bourgeois; MeriJayd O'Connor.

Absent: none

Call to Order 6:00PM

1. OPEN TIME 6:00PM

Dan updated the Board on how the winter holiday season is going so far. December 21st is the anniversary of the day that the Rochdale Pioneers opened the very first co-op in 1884; it's known as "The Night the Lights Went On". There will be pioneer cookies for free at each hospitality desk, as well as the lighting of an oil lamp and some acoustic music.

2. AGENDA REVIEW 6:05PM

Rose Marie requested 30-40 minutes for Nominations Committee.

Rose Marie requested time to discuss the B Global policy monitoring results, but to still approve it with the consent agenda.

Board Self Evaluation is historically during November and this year we are moving it to the spring.

3. CONSENT AGENDA 6:10PM

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B Global Governance Commitment Monitoring Report

---Kitten pulled the CEG Report.

---Kitten moved to accept the Consent Agenda. Lisa seconded. Motion passed 8-0-0.

CEG Report, 6:11pm

Kitten asked to confirm that Dan will be out 12/5-12/16. Raquel will be attending the Board orientation on the 12th. John Perkins will be the primary point of contact while Dan is out, and the store managers, Rory and Sal, are also available should anything come up.

---Kitten moved to accept the CEG Report. Doug seconded. Motion passed 8-0-0.

4. GOVERNANCE AND COMMITTEE WORK 6:12pm



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Recite Ends, 6:12pm

The Board and guests recited the Ends policy in unison.

Certification of Election Results, 6:13pm

Julie presented the results of the election and explained all nine invalid ballots (illegible, not members). Erica explained that one of the Community Action groups selected during the 2016 election disbanded after they had won the election. For the 2017 election we set a higher standard for groups to qualify to be on the ballot, but not such a high standard that smaller groups would not be able to meet the standard. Erica asked non-profit development directors for documentation demonstrating their group's stability in the form of a 990 tax form and a list of its board of directors in order to be selected as a winner of the Community Action groups election.

The Board discussed "likes bests" and "next times" from the election. Likes Bests: many more votes were cast at the Co-op Fair and at Board tabling events as compared to last year – this may be due to any of the following reasons: there were fewer board tabling events with more people at each event, each board tabling event had a product sample; and directors and candidates at tabling events wandered around the store interacting with owners. Next Times: plan ahead for a staff incentive to get out the vote, including it in the board budget; more prominent and permanent vote button on the website; less lag time between the confirmation meeting and the board meeting; an email push to all owners, not just mailing list.

--Rose Marie moved to certify the results of the 2017 co-op vote as presented. Julie seconded. Motion passed. 8-0-0.

Jason, MeriJayd, and Lyz won three year terms. Don won a one year term.

Nominations Committee, 6:30pm

The Nominations Committee's charter was included in the packet to review the committees work. Rose Marie walked through each point and explained what work the committee did on each point.

Lyz presented a guidance document which the committee developed that lays out the values, considerations, and situations that future boards should consider. The board concurred that they liked this approach. The document will be posted on backpack so that directors may give additional feedback.

Rose Marie presented the committee's recommendation to appoint the two runners up in the election which just closed. The board discussed the benefits and drawbacks of the recommendations.



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---Rose Marie moved to appoint Brandon and Brian to be seated with the incoming directors at the January meeting, to fill the seats vacated by Julie and Andi, until the next election cycle is completed. Kitten seconded. Motion passed 8-0-0.

The Committee asked directors to give feedback on the Procedures for Recruitment, Orientation and Training. Directors noted that it is overly verbose, overly prescriptive, and not well aligned with other board documents in terms of verbiage. The Nominations Committee requested that Beth attend Nominations Committee meetings and give more documentation support. Board and Dan are supportive of this use of the board administration labor budget.

Board Development Committee

No time was given on the agenda.

Owner Engagement Committee

No time was given on the agenda.

2018 Board Officer Election Preparation, 7:09pm

Doug presented. Historically, including 2017, there have been short conversations at board meetings throughout the year inviting people to shadow sitting officers and to consider nominating themselves for officer positions. Directors discussed a consensus-style process called "Sociocracy." The Board agreed to use a modified Sociocracy process that it is less formal but still includes more discussion of the roles, the expectations, and different people's willingness to serve and the support they would need to do so. This will be a major topic of conversation on the next CDS call on December 7th at 6pm, which everyone is welcome to join.

BREAK 7:37pm

5. GOVERNANCE

7:47PM

Beekeeper Tour, 7:47pm

Dan gave a short tour of a new internal communications method called Beekeeper.

D7 – Communication to the Board Monitoring Report, 8:01pm

Doug reiterated that this monitoring report is specifically not included on the consent agenda so that the Board could discuss the monitoring report in an attempt to gain a deeper understanding of the decision making process on monitoring. The board walked through the Decision Tree from CDS Consulting on two policies: D7.1 and D7.3. D7.1 was out of compliance due to the tardiness of the D5 and D6 reports, and the inaccuracies contained in one of the D1 reports due to some anomalous information regarding loan refinancing. The board decided it was of medium



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risk that the reports were late/inaccurate as it was not significant this time but it could be significant if inaccurate or late reports were to happen more frequently. The board asked Dan about the plan for compliance on D7.1.

---Doug moved to accept the D7 Monitoring Report. Rose Marie seconded. Motion passed 8-0-0.

Orientation Preparation, 8:14pm

Directors reviewed topics for the orientation and accepted assignments. Doug will make an agenda with assignments on it and submit it to Beth for a mini-packet by Monday. Andi is making a treasurer's role one pager. Kitten converted the notes on the secretary position to a one pager with additional information and uploaded it to backpack. New directors should watch BIG Direction video, read the Business Plan and Ends Report. Beth will ensure they get them in a timely manner to do so.

B Global Monitoring Report, 8:30pm

The board discussed the comments in the report.

Visioning and Gratitude Exercise, 8:30pm

Directors did a go-around and each person expressed their gratitude for and fond memories of departing directors: Andi, Julie, and Kitten.

6. ADJOURN

9:01PM

ACBA Committee, 9:01pm

Happy Hour tomorrow at 4th tap. Dan filled out the organizations survey on behalf of Wheatsville. In addition to the organizations survey, Directors are welcome to provide their opinions by completing the individual survey.

Closing Round, and Wrap-up, 9:01pm

At the January meeting, the Board will review and renew the charters for ongoing committees.

At 9:05pm Doug adjourned the meeting.