

**Wheatsville Board of Directors
October 2018 Meeting Agenda
Monday, November 5th, 2018
6:00-9:00pm, 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: CEG Monthly Update August 2018 Minutes September 2018 Minutes B9 – Endorsements Monitoring Report C Global – Governance Commitment Monitoring Report C4 – Monitoring CEG Performance Monitoring Report FYE2019 Q1 Financial Statements	DISCUSS VOTE
6:20pm	4. GOVERNANCE, PART I (1 min) Recite Ends (19 min) Why Co-op: what are we most proud of?	RECITE DISCUSS
6:40pm	5. COMMITTEE WORK (5 min) Audit and Review Committee (10 min) Nominations Committee (15 min) Owner Engagement Committee (0 min) Austin Cooperative Business Association	DISCUSS DISCUSS DISCUSS DISCUSS
7:10pm	6. GOVERNANCE WORK, PART II (30 min) A – Ends Policy Monitoring Report	VOTE
7:40pm	BREAK	ENJOY!
7:50pm	7. GOVERNANCE, PART III (20 min) D1 – Financial Condition and Activities Monitoring Report (15 min) D2 – Business Planning and Budgeting Monitoring Report (10 min) D4 – Ownership Rights and Responsibilities Monitoring Report (15 min) D5 – Customer Treatment Monitoring Report	VOTE VOTE VOTE VOTE
8:50pm	8. CLOSING ITEMS (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: Lyz Nagan; *Secretary*; Lisa Mitchell, *Treasurer* Jason Bourgeois; Brandon Hines; Brian Mikulencak; and MeriJayd O'Connor; Doug Addison; Don Jackson (6:18pm-end).

Also present: John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*.

Absent: Rose Marie Klee, *President*.

Call to Order 6:00PM

1. OPEN TIME 6:00PM

Lisa presided over the meeting in Rose Marie's absence.

After the election confirmation meeting, one of the officers will send out a survey to directors, including directors-elect, to schedule an orientation date.

2. AGENDA REVIEW 6:06PM

MeriJayd requested time to discuss a communication from an owner. If there is time remaining, the Board will add it to the end of the agenda.

3. CONSENT AGENDA 6:07PM

CEG Monthly Update

August 2018 Minutes

September 2018 Minutes

C Global – Governance Commitment Monitoring Report

C4 – Monitoring CEG Performance Monitoring Report

FYE2019 Q1 Financial Statements

---MeriJayd pulled B9 – Endorsements Monitoring Report.

---Lyz moved to approve the Consent Agenda. Doug seconded. Motion passed 7-0-0.

B9 – Endorsements Monitoring Report, 6:08pm

The Board discussed the endorsements process including endorsements from the past. Directors noted there is some confusion because it comes up so rarely. Lyz and Lisa noted that it is an opportunity to have a learning conversation.

---MeriJayd moved to approve the B9 – Endorsements Monitoring Report. Jason seconded. Motion passed 7-0-0.

4. GOVERNANCE, PART I 6:17PM

Recite Ends, 6:17pm



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The Board and guests recited the ends policy in unison.

Why Co-op: what are we most proud of? 6:18pm

Directors each attempted to answer the question "if you can buy similar products anywhere, why buy them at the co-op?" in one minute or less. Some themes that emerged were; environmental and economic sustainability, local economic development, equity, ethical products selection, shared values, a commitment to serving the owners, and a positive shopping experience.

5. COMMITTEE WORK

6:36PM

Audit and Review Committee, 6:36pm

The committee will not have an update until January

Nominations Committee, 6:36pm

The Nominations Committee will present an updated Recruitment, Orientation, and Training document at the next meeting. Directors shared their experiences from tabling. Directors discussed logistics for the vote confirmation meeting, and noted the Board will approve them at their November meeting before the results are final.

Owner Engagement Committee, 6:42pm

Directors and staff gave their "likes bests" and "next times" for the annual meeting and BIG Co-op Fair, with stronger emphasis on the meeting, which will be shared with the Brand Manager and used to improve next year's Annual Meeting and BIG Co-op Fair.

Austin Cooperative Business Association, 6:56pm

Don informed the Board that the ACBA election is ongoing, and Dan is authorized to cast Wheatsville's vote. He also invited everyone to the ACBA general meeting.

6. GOVERNANCE WORK, PART II

A – Ends Policy Monitoring Report, 6:59pm

Lyz and Dan introduced the Ends report discussion noting that the report is different from others in that other reports are largely a checklist of we did or did not do or met or did not meet a specific requirement this year, whereas the Ends report is about the progress we've made towards our Ends in a specific year, with some items being a report on a series of activities over multiple years.

Directors appreciated: the dramatic increase in "round up" donations; the first time inclusion of data on staff volunteerism and the launch of a volunteering incentive; the launch of \$5 Dinner to increase access to healthy foods; and the dramatic increase in sales of sustainable meats.

Directors asked clarifying questions about the decrease in organic grocery items sales. Dan noted that it is largely due to a change in offerings to be competitively priced and meet our customers' needs.



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Lyz asked about the operational definition of "hospitality" and how do we reflect and measure that something happens "for the customer not to them" and that it's a "dialogue". Dan noted that we report on wish list items and customer comments in the D5 – Customer Treatment monitoring report in addition to having a customer survey done each year.

---Lyz moved to accept the Ends Report. Don seconded. Motion passed 7-0-1(abstain).

BREAK 7:34PM

7. GOVERNANCE, PART III 7:46PM

D1 – Financial Condition and Activities Monitoring Report, 7:46pm

Directors and Dan used D1.1 as a jumping off point to discuss the sales growth strategy more generally, noting that it could be a good retreat topic. Dan noted that it is an option to have the management team come participate in the retreat if it would be helpful.

Lyz checked in with the Board regarding the amount of risk associated with non-compliance on D1.1 and D1.11 as the Board records it in their Monitoring Summary Table. The Board concurred that D1.1 was medium risk, and D1.11 was low risk.

--- MeriJayd moved to accept D1. Lyz seconded. Motion passed 8-0-0.

D2 – Business Planning and Budgeting Monitoring Report, 8:13pm

Dan noted that D2 was submitted in July without enough time to review before the July meeting.

--- Brian moved to accept the D2 – Business Planning and Budgeting Monitoring Report. Brandon seconded. Motion passed 8-0-0.

D4 – Ownership Rights and Responsibilities Monitoring Report, 8:20pm

A director asked if there's not enough growth in ownership, does that effect refunds of owner capital. Dan noted that if we were having more resignations than new owners, he would bring that to the Board to have a conversation about whether the Board needs to put a hold on resignations. That's never happened in Dan's 20 years at Wheatsville. A director asked if we show resignations in any reports. We do not, but it could be calculated from information given in the monthly Ownership Update report.

Doug asked about D4.3 Access to Information Policy, if someone asks for sensitive information about the co-op, does the Board need to be notified every time? Dan noted he has wide latitude to respond to requests, and it's very rare that anybody asks for information outside of that. If they did, Dan would notify the Board.



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MeriJayd asked under what circumstances Dan would refer someone's questions to the Board because it is a "board matter". Dan clarified that things relating to election, bylaws, board meetings would qualify, however he attempts to deal with most things because directors serve part time. He also noted that most of those things are in documents that we can refer to – the bylaws, board policies, board election information is all available online.

A director asked a clarifying question if the language of "I report a finding of compliance" or "I report compliance with" a certain policy has any difference of meaning. Dan noted that it is synonymous and Beth will make sure the language is aligned better for next year's report.

---Doug moved to accept the D4 – Ownership Rights and Responsibilities Monitoring Report. Lyz seconded. Motion passed 7-0-1(abstain).

D5 – Customer Treatment Monitoring Report, 8:31pm

Directors asked curiosity questions about the report.

--- Lyz moved to approve the D5 –Customer Treatment Monitoring Report. Jason seconded. Motion passed 8-0-0.

Board Communications, 8:38pm

An owner reached out with an email to the Board and staff members, which Raquel, Brand Manager, responded to and noted to the Board that she responded. A different owner reached out on a separate topic, and the Board President responded immediately and said that it's an operational issue and referred to Dan. The first owner later complained to the Board that they had not received a response from the Board.

The Board discussed how they engage with owners over email noting that only the President is authorized to speak on behalf of the Board, that the Board only meets once per month and has limited opportunity to discuss these communications. Several ideas were brought up: having a "Contact Us" form on the website; having an outgoing auto-reply that the message was received and will be considered by the Board; and having a decision tree to aid in developing consistent responses. For this specific instance, the Executive Committee will develop a response to the owner and send it to the full board.

8. ADJOURN

8:54PM

Meeting Evaluation and Ideas, 9:54pm

Directors noted an interest in having learning conversations about the line between operations and board, and what the next Wheatsville will look like and what the new generation of customers will look like.

At 8:59pm, Lisa adjourned meeting.