

**Wheatsville Board of Directors  
September 2015 Meeting Agenda  
Tuesday, September 29th, 2015  
6:00pm- 9:00pm  
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: August 2014 Meeting Minutes B8 – Governance Investment Monitoring Report D5 – Treatment of Consumers Monitoring Report CEG Report	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK/GOVERNANCE, PART I (1 min) Recite Ends (5 min) ACBA Committee (10 min) Nomination Committee (5 min) Review Committee (2 min) Annual Report (5 min) Fall Owner Gathering Committee (0 min) D6 Committee (2 min) Transparency Committee	RECITE DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS DISCUSS
6:50pm	5. COMMITTEE WORK/ GOVERNANCE, PART II (5 min) CBL 101 and Leadership Workshop Debrief (30 min) Policy Review Committee (10 min) Board Compensation (10 min) Policy Governance Mini-Retreat Debrief	DISCUSS VOTE VOTE DISCUSS
7:45pm	BREAK	REST
7:55pm	6. EXECUTIVE SESSION  ***EXECUTIVE SESSION*** <b>Purpose:</b> Discuss confidential personnel information	DISCUSS
	***END EXECUTIVE SESSION***	
8:30pm	7. STRATEGIC LEARNING BIG Direction	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 Minutes September 2015

Present: Reyna Bishop, *President*; Doug Addison, *Treasurer*; Kitten Holloway, *Secretary*; Michelle Hernandez; Deborah Ingraham; Nada Lulic (6:21pm-end); Allison Maupin; John Vinson; Andi Shively(6:23pm-end).

Also present: Dan Gillotte, *Chief Executive Grocer*; John Perkins, *Finance Manager*; Beth Beutel, *Board Administrator*; Andrew Wilbur, *owner*; Jonathan Lowell, from White Hall Co-op (6:00-6:22pm); Mike Cockrell, *owner and staff* (6:03-6:34pm) , Diane Fox, *staff*, Lindsay Pratt *Owner/staff* (6:00-6:34pm), (6:00-6:59pm) Luke Huston, *staff*; Amy Knop-Norbitus, *candidate/owner*; Julie Le, *candidate and owner* (6:31pm-); Mike Conti (6:37-pm), *owner*; CE Pugh, *COO of National Cooperative Grocers*(8:00-8:31pm); Lauren Olson, *Director of Talent Development at National Cooperative Grocers*(8:00-8:31pm).

Absent: none

## Call to Order

**6:00PM**

Reyna called the meeting to order, and asked everyone to introduce themselves.

## 1. OPEN TIME

**6:03PM**

Jonathan Lowell representing White Hall Co-op, came to say that White Hall wanted to express its support of a living wage for staff, more transparency, and the Staff Solidarity Collective.

Andrew Wilbur proposed the idea a staff council as a way for employees to have greater voice.

Reyna noted that the Board has heard feedback from owners, and the idea of a staff committee or council of some kind has been included. Reyna affirmed the board's commitment to their governance process, and noted that it is deliberate and thoughtful, and acknowledged that a deliberate and thoughtful democratic process can be slow.

Dan noted that Wheatsville actively tries to create staff engagement, and that the desire to have engagement is a major driver of a lot of activity. While some people may think communications are broken, a lot of people don't. Dan also explained that Wheatsville's experience with the Communications Team left a lot of people feeling really dissatisfied in a lot of ways. Staff councils are rare in the consumer co-op world, and while he's steered clear of recreating a staff council, he does want staff to be engaged.

Mike Cockrell asked that Dan consider that times have changed since the Communications Team has dissolved, and would like to consider investigating the reasons for the dissolution, as he's seen a breakdown in communications systems since the opening of the South Lamar store.

## 2. AGENDA REVIEW

**6:14 PM**



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The board agreed that a second executive session would be added at the end of the meeting to discuss the board's internal affairs. Reyna reminded the visitors that there is an executive session beginning at 7:55pm, directly after the break, and that they are welcome to stay until then.

## 3. CONSENT AGENDA: 6:15PM

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D5 – Treatment of Consumers Monitoring Report

---Kitten pulled the CEG Report

---Michelle pulled the B8 – Governance Investment Monitoring Report

---Doug moved to accept the consent agenda. Kitten seconded. Motion passed 7-0-0.

### **CEG Report, 6:19**

Directors asked for additional clarification from Dan about the costs of using Instacart, about the repercussions of the closing of Red Rabbit Bakery Co-op on the \$5000 ownership and the \$5000 loan guarantee that Wheatsville paid to North Country Development Fund (NCDF) to assist Red Rabbit in getting a loan, and the successes of the price image project.

Dan noted that Instacart is an unplanned opportunity that many other grocers are starting to use. Costs will come out of marketing, and for most of our operations, it's essentially a transaction at the register. For Red Rabbit's closing, Wheatsville will lose the \$5000 guarantee, but retain the ownership equity in NCDF. Wheatsville also purchased Red Rabbit's equipment and recipe.

The price image project has been successful in that the sales and movement of the products are doing well. Wheatsville did a holistic approach to price image affecting branding, signage, promotions, merchandising, product selection, and margin, whereas most co-ops have only done one or two of those things.

---Kitten moved to accept the CEG Report. Michelle seconded. Motion passed 9-0-0.

### **B8 - Governance Investment Monitoring Report, 6:31pm**

Michelle noted that there were several interesting comments on the survey, and wanted to discuss them. Reyna suggested the board revisit the comments during the B policy review later in the meeting. Michelle requested finding a vehicle to address B8 comments, including time management/organizational skills and additional training, be added to the parking lot.

----Michelle moved to accept the B8 – Governance Investment Monitoring Report. Kitten Seconded. Motion passed 9-0-0.

## 4. COMMITTEE WORK/GOVERNANCE, PART I 6:34pm

Recite Ends, 6:34pm



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The Board and guests recited the Ends in unison.

## **ACBA Committee, 6:35pm**

John Vinson updated the Board on the activities of the Austin Cooperative Business Alliance, noting that they did not receive a grant from the City of Austin, and are still exploring funding sources.

## **Nomination Committee, 6:37pm**

Doug reported that there had been about 400 votes already. Doug has reached out to all candidates about joining in on a tabling session. Directors reported that tabling felt worthwhile even though they don't get many people to turn in ballots while they were there.

## **Review Committee, 6:41pm**

The Annual Report to Owners has been reviewed by the committee for the requirements of the bylaws and Texas statutes: accuracy, readability, meeting TBOC requirements. Doug reviewed the direct inspection results of the manual checks, the point of sale system, and the payroll check process.

Doug noted that he wasn't planning to include a high-level of detail in his letter to owners that prefaces the Annual Report, but would give detail at the Fall Owner Gathering during his treasurer's report.

## **Annual Report, 6:46pm**

Reyna reviewed key dates and assignments for the production of the Annual Report to owners.

## **Fall Owner Gathering Committee, 6:47pm**

Michelle and Deborah went through logistics for the Fall Owner Gathering.

## **D6 Committee, 6:53pm**

The D6 Committee did not meet since the last board meeting. The D6 committee will meet next week. The Board will have a call with Carolee Coulter, who administers and designs the staff satisfaction survey used to create the data for compliance of the D6 policy, at the next Board meeting. Reyna encouraged directors to continue adding questions for Carolee to the document on the Board's online portal.

## **Transparency Committee, 7:02pm**

Deborah reported that Amy Knop-Norbitus will be joining the committee, and the Transparency Committee will receive priority upon completion of her work on the Nominations Committee and the Fall Owner Gathering.

## **5. COMMITTEE WORK/GOVERNANCE, PART II CBL 101 and Leadership Workshop Debrief, 7:03pm**

**7:03pm**



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Nada reported that CBLD 101 helped her to better understand key concepts to cooperative governance: the four pillars of cooperative governance and how all of the groups (CEG, Board, owners) play into it, strategic conversations, and the role monitoring in policy governance. Nada strongly encouraged that all new directors be required to go, and encouraged exploring sending candidates, as she met many candidates there.

Kitten went to leadership training and gained great tools for improving how governance is implemented and interpreted.

#### **Policy Review Committee, 7:53pm**

The Board reviewed the B policy edits prepared by the Policy Review Committee. Kitten will finalize the edits and submit the new version to the Board Admin for inclusion in the next meeting packet for the Board to review for a vote as part of the consent agenda.

**BREAK**

**7:50pm**

#### **6. EXECUTIVE SESSION**

**8:00pm**

---At 8:00pm, Reyna moved the Board into executive session to include Dan Gillotte, Beth Beutel, John Perkins, CE Pugh, and Lauren Olson

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

**Purpose: to discuss confidential personnel information**

---At 8:31 p.m., Reyna moved the Board out of executive session

#### **Board Compensation, 8:32pm**

The Board reviewed information from other cooperatives on compensation and on the range of benefit to Wheatsville directors from the 10% discount that was provided by Mark Wochner in 2011, and the article "Director Compensation: a Review of Practices" by Karen Zimbleman in Cooperative Grocer Magazine archives.

Directors noted that the amount of work required of them is quite significant, and that board officer positions require more work than the other directors. While it was agreed that Directors should continue to be compensated, the Board decided it was prudent at this time to maintain compensation as it is currently for Directors.

---Michelle moved to continue compensation as is with a \$100 per month stipend and a 10% discount on purchases for all directors and a \$300 per month stipend for the Board President. Nada seconded. Motion passed 9-0-0.

#### **7. EXECUTIVE SESSION**

**8:40pm**

--- At 8:40 pm, Reyna moved the Board into Executive Session to include Dan Gillotte. .



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

**Purpose: to discuss adherence to Board Code of Conduct and Governance Management policy**

---At 9:10pm, Reyna requested that Dan Gillotte leave the executive session.

---At 9:41pm, the board came out of executive session and Reyna adjourned the meeting.

### **Parking Lot**

- Member Engagement Committee- added 02/14
- Review question format and answer of “don’t know” on B & C policy surveys - added 5/15
- Address comments on B8 survey on 9/29