

**Wheatsville Board of Directors
 September 2016 Meeting Agenda
 Wednesday September 14th, 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 | 2. AGENDA REVIEW <u>3. CONSENT AGENDA:</u> August 2016 D5 – Treatment of Consumers Monitoring Report CEG Report | DISCUSS VOTE |
| 6:50pm | 4. STRATEGIC LEARNING (1 min) Recite Ends (39 min) Strategic Learning (15 min) B & C Policy Monitoring | DISCUSS DISCUSS VOTE |
| 7:45pm | 5. COMMITTEE WORK (5 min) Nominations Committee (9 min) FOG Committee (1 min) ACBA Committee | DISCUSS DISCUSS DISCUSS |
| 8:00pm | BREAK | REST |
| 8:10pm | 6. GOVERNANCE (10 min) Board Compensation (20 min) Review and Audit Committee (15 min) Long Range CEG Evaluation and Compensation | VOTE DISCUSS DISCUSS |
| 8:55pm | 6. EXECUTIVE SESSION ***EXECUTIVE SESSION*** Purpose: to consider confidential facilities and financial matters. ***END EXECUTIVE SESSION*** | |
| 9:05pm | 7. EXECUTIVE SESSION ***EXECUTIVE SESSION*** Purpose: to consider confidential personnel matters ***END EXECUTIVE SESSION*** | |
| 9:25pm | 8. ADJOURN (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*; Kitten Holloway, *Secretary*; Reyna Bishop; Deborah Ingraham; Michelle Hernandez; Rose Marie Klee; and Julie Le.

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

Absent: None.

Call to Order 6:32PM

1. OPEN TIME 6:32PM

Dan updated the Board on the status of the on-site beer and wine consumption licenses. Dan informed the Board that the second part of the wage adjustment for the 20% of staff who had previously made above a living wage will be rolling out next week.

Rose Marie will not be able to attend the Fall Owner Gathering.

Andi will be going to a conference for co-op professionals in Miami next weekend to learn more about legal and financial matters for co-ops.

Kitten noted that she has picked up additional CBLD 101 packets for candidates if they are interested.

2. AGENDA REVIEW 6:35PM

No changes were made to the agenda.

3. CONSENT AGENDA: 6:37PM

August 2016
D5 – Treatment of Consumers Monitoring Report
CEG Report

---Reyna moved to accept the Consent Agenda. Kitten seconded. Motion passed 7-0-0.

4. STRATEGIC LEARNING 6:38PM

Recite Ends, 7:19pm
The Board recited the Ends.

Strategic Learning, 6:39pm

Doug introduced the topic – the meaning of economic participation and democratic control at our co-op – noting that it was designed to address concerns raised by owners attending the last meeting in support of the Driscoll's boycott. The Board and guests watched a CDS video of Dan Arnett speaking at Cooperative Café event.



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Dan updated that the group organizing the boycott – Familias Unidas por La Justicia – has called off the boycott as they have started negotiations with Sakuma farms, the farm in question of the Driscoll's boycott.

After the video directors and guests discussed three questions:

- 1) Where do you draw the line between Wheatsville serving its community and violating its identity?
- 2) Should Wheatsville sell more things or should Wheatsville sell “the right things?”
- 3) Other than voting, what are ways that owners can participate in democracy at Wheatsville? Or have democratic control over Wheatsville?

B & C Policy Monitoring, 7:27pm

RMK led a discussion on the B & C monitoring reports. For the C4 – Monitoring CEG Performance monitoring report. The conversation centered on how the Board can ensure that they are having meaningful engagement around D monitoring reports. RMK recommended that the Board engage in the practice of pulling two to three D monitoring reports from the consent agenda each year to inspect with the aid of the Executive Limitations monitoring flow chart.

The B8 – Governance Investment monitoring report had two themes emerge from the comments: director training, owner engagement, and a suggestion of a board development committee. Kitten, Julie and RMK agreed to explore the option of a leadership development committee and Doug agreed to solicit information from the CDS consultants about how such committees work and what their charge is.

5. COMMITTEE WORK

7:44pm

Nominations Committee, 7:44pm

Directors affirmed they are aware that they have tabling dates assigned. Kitten agreed to follow up with candidates about the tabling dates.

FOG Committee, 7:48pm

Julie presented the day's schedule for Fall Owner Gathering; and will email the board and volunteers about their assignments for the day. FOG committee will select the member owner business fair folks at their next meeting. A suggestion was made that the committee also reach out and invite other cooperatives.

ACBA Committee, 7:56pm

Dan apologized to the Board as he failed to vote in the ACBA election. Fortunately, the candidates the Board directed Dan to vote for were elected.

BREAK, 7:57pm

6. GOVERNANCE

8:09PM



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Board Compensation, 8:09pm

Doug introduced the topic noting that this is the time of year that the Board votes on compensation for next year's directors, per Bylaw 5.11. Directors have received a 10% discount for a very long time, and the President began receiving a small monthly stipend prior to the Board approving stipends for all directors in 2012.

Directors reviewed information on board compensation at comparably sized co-ops. There is a wide variety in director compensation and Wheatsville's was low on the scale.

The board considered the increasing amount of time it takes to serve, considering trainings, committee work, and the lengthy and detailed reports to read in preparation for Board Meetings. Directors noted, that the stipend amount is not meant to serve as actual compensation. Rather, it signifies the importance of the Board's work; and is a token of gratitude for the large amount of work the directors perform on behalf of the co-op. A director noted that this board perpetuates the mission of the co-op and that's something our owner's value.

--Doug moved to increase directors' stipend to \$150 per month, officers' to \$200 per month, and with the presidents' remaining at \$300 per month. Deborah seconded. Motion passed. 4 (for) -1 (against) -3 (abstain)

Review and Audit Committee, 8:22pm

Andi reported on the status of the final audit report, noting that the audit was very positive, two recommendations from the last audit had both been addressed and there were two new recommendations around cashier ring statistics and sales tax procedures. John Perkins explained the sales tax recommendations in depth.

Andi reported that the audit committee did not do direct inspections, and will consider which and what direct inspections after reviewing the final report. The committee welcomes recommendations from other directors.

The Board discussed what, if any, action they will take on the report. They decided that they can vote to "accept" the report to acknowledge its receipt formally.

The Board then discussed the Annual Report which has two aspects, the legally required "Annual Report to Owners", which is provided to owners at the Fall Owner Gathering and available in the stores, and then there is the Breeze "Annual Report" edition, which provides even more information. Doug will write the President's Message, Andi will write the Treasurer's Report and information on Board compensation, Reyna will write about Board Ethics, and Julie will write the FOG report.

Long Range CEG Evaluation and Compensation, 8:37pm



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Kitten led a discussion around follow up items from previous monitoring reports with the new CEG tracking log. All of the non-compliance issues were in D1 monitoring reports, which will be monitored again at the October board meeting.

7. EXECUTIVE SESSION

8:50PM

At 8:52pm, Doug moved the Board into Executive Session to include Dan Gillotte, Beth Beutel, and John Perkins, to discuss sensitive financial matters.

EXECUTIVE SESSION

Purpose: to consider confidential facilities and financial matters, and personnel issues.

END EXECUTIVE SESSION

Doug moved the Board out of executive session at 9:38pm.

9. ADJOURN

9:38PM

At 9:38pm, Doug adjourned the meeting.

Parking Lot

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