

**Wheatsville Board of Directors
September 2017 Meeting Agenda
Tuesday September 19th, 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: August 2017 Minutes CEG Report	DISCUSS VOTE
6:20pm	4. GOVERNANCE & COMMITTEE WORK, PART I (1 min) Recite Ends (9 min) D5 – Treatment of Consumers Monitoring Report (10 min) Audit Committee & Auditors' Report (10 min) Net Savings Allocation	DISCUSS DISCUSS VOTE VOTE
6:50pm	5. CEG EVALUATION AND COMPENSATION (50 min) ***EXECUTIVE SESSION*** Purpose: to consider confidential personnel matters ***END EXECUTIVE SESSION*** (5 min) CEG Compensation	DISCUSS VOTE
7:45pm	BREAK	REST
7:55pm	6. GOVERNANCE & COMMITTEE WORK, PART II (8 min) B8 – Governance Investment Monitoring Report (8 min) Board Compensation (15 min) Nominations Committee (10 min) Owner Engagement Committee (0 min) ACBA Committee (10 min) Board Development Committee (5 min) 2018 Officer Election (4 min) November/December Meeting	VOTE VOTE DISCUSS DISCUSS NONE DISCUSS VOTE DISCUSS
8:55pm	7. 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



Board of Directors Meeting Minutes September 2017

Present: 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* (except 6:40-7:30pm); John Perkins, *Finance Manager* (6:00-6:40pm); Beth Beutel, *Board Administrator* (except 6:40pm-8:00pm); Elizabeth Warren, *owner* (except 6:40pm-8:00pm); MeriJayd O'Connor (6:00-6:40pm) *board candidate*.

Absent: Doug Addison, *President*.

Call to Order **6:00PM**

1. OPEN TIME **6:00PM**

Elizabeth Warren came just to learn about the inner workings of her co-op.

MeriJayd O'Connor said that it was challenging to find the election voting information.

2. AGENDA REVIEW **6:05PM**

D5 is not being monitored this month.

Officer Election – not a vote, just a discussion.

3. CONSENT AGENDA **6:08PM**

August 2017 Minutes

CEG Report

---Kitten moved to approve the Consent Agenda. Lisa seconded. Motion passed, 7-0-0, and 6-0-1 (Andi abstains from minutes as she wasn't at the meeting.)

4. COMMITTEE WORK AND GOVERNANCE **6:56pm**

Recite Ends, 6:56pm

The Board and guests recited the ends in unison.

Audit Committee & Auditors' Report, 6:11pm

Andi reported that the committee will be doing a direct inspection of the membership system.

The auditor's report was not available in time for the directors to review it prior to the meeting. The auditors only finished two days ago. As such, the activity of formally voting to accept the report will have to be postponed. The board discussed other options: a unanimous consent vote online or a phone conference meeting. The board decided to do a unanimous consent. Beth will



Board of Directors Meeting Minutes September 2017

initiate a unanimous consent form on Backpack tonight, and the deadline will be next Tuesday 26th. *After the September meeting, the Board determined that they did not need to do a Unanimous Consent and would vote on it at October meeting*

This activity informs the review committee who report to owners. The outcome of this activity is that the Audit Committee creates a report and makes a statement at the annual ownership meeting regarding the audit.

If anyone has questions that will affect the letter written by the Review Committee, please get them out via email as soon as possible as the committee will meet on Sunday.

Dan advised that Doug and Andi should address with the auditors the issues the Board had with the lateness of the audit report this year; and discuss a more timely delivery of next year's audit report.

Directors asked John Perkins and Dan clarifying questions about the auditor's recommendations.

Net Savings Allocation, 6:31pm

John brought printed copies of an updated resolution to the meeting. Only one number was changed from the draft the board received in the packet: Wegner has been doing our audits for the last twelve years rather than nine, as stated in the draft. The draft did not include the final earnings and dividend numbers.

The Board discussed the Texas Business Organization Code which allows for distribution of Net Savings, and Wheatsville's history of distribution of Net Savings.

---Rose Marie moved to adopt the Net Savings Resolution for Fiscal Year Ending May 28,2017. Julie seconded. Motion passed 7-0-0.

Guests were thanked for attending and excused for the executive session

5. CEG EVALUATION AND COMPENSATION

Andi moved the Board into executive session at 6:40pm.

6:40 PM

*****EXECUTIVE SESSION*****

Purpose: to consider confidential personnel matters

*****END EXECUTIVE SESSION*****



Board of Directors

Meeting Minutes

September 2017

Executive session ended 7:47pm.

--Rose Marie moved to approve the multi-year CEG Compensation Proposal as approved in Executive Session. Lisa seconded. Motion Passed 7-0-0.

BREAK

7:50PM

6. COMMITTEE WORK AND GOVERNANCE, PART II

8:00PM

B8 – Governance Investment Monitoring Report, 8:01pm

The Board walked through the scores on the B8 monitoring survey. Per B8.2.3 regarding outreach mechanisms, the directors noted that a major outcome of this year's retreat was re-tooling the Fall Owner Gathering committee to be the Owner Engagement Committee. Directors recommended a broader use of the CDS consulting phone calls. Rose Marie recommended that at the end of each call, the call for the next month be scheduled; and the information is shared with the Board. Andi invited anyone to join on the next call September 27th at 6pm.

Per Dan's role in communicating with and providing counsel to the Board, he advised that a multi-day retreat would be helpful, even if it that extra time is used for teaming.

Directors discussed use of ongoing learning during board meetings and at orientation.

Board Compensation, 8:12pm

Currently compensation is set with a monthly stipend of \$150 for directors, \$200 for officers, and \$300 for the president, and a 10% discount.

The co-op's FYE 2018 board budget was based on this compensation structure. A director asked why the step-up for President is higher than the \$50 increase from director to officer. Beth noted that the history of the compensation started with \$300 a month for the president and was not increased when the compensation of other officers and directors was increased.

--Kitten moved that we leave board compensation the same for next year. Lyz second. Motion passed 6-0-1.

Nominations Committee, 8:38pm

Lyz has joined the Nominations Committee. Rose Marie reported on the timeline of remaining tasks to wrap up the election. The ongoing committee work includes developing reference information for the board on the process for appointing directors when there is a vacancy. The Nominations Committee is also tasked with evaluating the Procedures for Recruitment



Board of Directors Meeting Minutes September 2017

Orientation and Training and either recommend changes so that we adhere to the processes described or we remove it from reference in our governance process policy register.

Rose Marie led a discussion of tabling. Directors committed to going to one of two dates, and staff will provide support, including making arrangements for sampling products. Rose Marie will email the dates assigned to directors and candidates.

Rose Marie presented information on the historical number of votes, noting that the year with the highest participation was the year that the Board incentivized staff by setting a goal and offering a prize of barbecue served by the Board. The Board agreed to have the Nominations Committee determine a number and a prize to incentivize staff to get out the vote.

Owner Engagement Committee, 8:35pm

Julie reported on the upcoming Big Co-op Fair and annual meeting agenda. Julie circulated a signup sheet for the volunteer positions to be filled by directors, and will organize the recruitment of candidates for other volunteer slots.

ACBA Committee, 8:44pm

No time needed

Board Development Committee, 8:44pm

No time needed.

2018 Officer Election, 8:44pm

Andi and Kitten will not be on the Board next year, they gave more detail on the responsibilities and workload of the positions of Secretary and Treasurer, and the materials available for support. One director requested a process document or one-pager going over the details of the position. Andi committed to making a process document for the Treasurer position.

November/December Meeting, 8:52pm

The November meeting was scheduled for Wednesday the 29th at Guadalupe from 6 to 9pm.

Nominations Committee will poll the candidates on the orientation dates.

7. ADJOURN

8:58PM

Closing Round, and Wrap-up, 8:58pm

The directors did a closing round and noted that, several directors would like to continue to have a lengthy conversation on D1 key metrics and targets. Kitten requested that the Board discuss the



Board of Directors Meeting Minutes September 2017

upcoming orientation.