

Wheatsville Board of Directors
February Meeting Agenda
Tuesday, February 22nd, 2022
6:00-9:00PM *VIRTUAL MEETING*****
Contact julia@wheatsville.com for info to join



TIME	TOPIC	ACTION	PAGE
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN	
6:10pm	2. AGENDA REVIEW	DISCUSS	
	3. CONSENT AGENDA:	VOTE	
	January 2022 Meeting Minutes		6
	Unanimous consent resolution		9
	D – Global Executive Constraint Monitoring Report		11
	FY22 Q2 Financial Statements (with corrections)		15
	Monthly GM Update		29
6:15pm	4. GOVERNANCE, Part 1		
(1 min)	Recite Ends	RECITE	
(4 min)	Agenda Overview	DISCUSS	
(10 min)	B1 – Governing Style Monitoring Survey	VOTE	31
(10 min)	B2 – The Board’s Job Monitoring Survey	VOTE	32
(10 min)	C1 – Unity of Control Monitoring Survey	VOTE	33
(25 min)	GM Update	DISCUSS	29
(15 min)	ACBA Committee	DISCUSS	54
(5 min)	Election of Board President	VOTE	
7:35pm	BREAK		
7:45pm	5. GOVERNANCE, Part 2 & COMMITTEE WORK		
(5 min)	Nominations Committee [example charter from 2021]	DISCUSS	57
(5 min)	Audit & Review Committee [example charter from 2021]	DISCUSS	58 / 59
(5 min)	Owner Engagement Committee [charter & communication guidelines]	DISCUSS	60 / 62
(20 min)	Financial/Columinate Training Discussion	DISCUSS	34 / 39
8:20pm	6. EXECUTIVE SESSION		
(35 min)	***Discuss confidential and proprietary business information***		
8 :55pm	7. ADJOURN		
(5 min)	March preview, Closing Round, and Wrap-up		
(0 min)	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 February Minutes February 22nd, 2022

Present: Brandon Hines, *President*; Stephanie Wong, *Treasurer*; Brian Mikulencak, *Secretary*; MeriJayd O'Connor; Rachel Fischer; Megan McDonald and Sara Vara

Staff present: Bill Bickford, *General Manager*; Tanya Carney, *South Lamar Store Director* and Julia, *Board Admin*

Absent: Rose Marie Klee, *Board Member*; Jason Bourgeois, *Board Member*

Call to Order **6:01PM**

1. OPEN TIME **6:01PM**

2. AGENDA REVIEW **6:08PM**

Brandon made a point that there were two items (D – Global Executive Constraint Monitoring Report and FY22 Q2 Financial Statements) on the consent agenda that were pulled and discussed at the previous meeting, due to missing or incorrect information. The information was corrected for the February meeting and added to the consent agenda.

3. CONSENT AGENDA **6:10PM**

January 2022 Meeting Minutes
Unanimous Consent Resolution

D – Global Executive Constraint Monitoring Report

FY22 Q2 Financial Statements (with corrections)

Monthly GM Update

--- MeriJayd moved to accept the Consent Agenda. Brian seconded. Motion passed 7-0-0.

4. GOVERNANCE, Part 1 **6:12PM**

Recite Ends, 6:12pm

Bill recited the Ends.

Agenda Overview, 6:13pm (14:00 in video recording)

Brandon noted the low number of responses to the monitoring surveys. Bill noted page 3 of the packet (Packet Notes – Look Ahead Calendar) not updated to reflect governance calendar changes. Julia to update before next meeting (D6 in June, although Bill and Rose Marie had recently discussed moving it to August). Brandon proposed a BOD vote for next month to completely update the entire calendar. MeriJayd asked if BOD should address the high number of directors who did not complete the monitoring surveys. Brian noted the recent spamming of the board email may have prevented some directors from receiving the board email altogether. Discussion prompted regarding alternative ways for BOD and relevant staff to communicate and share packet prep materials.



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--- 6:25pm – Brandon proposed to push monitoring reports B1, B2 + C1 to next month to give the rest of the board time to respond. All in agreement. B1, B2 + C1 pushed to March board meeting. Bill and Brandon to touch base with Stefan in order to figure out tech and communication issues.

GM Update, 6:33pm

Bill noted recent winter storm in comparison to last year and his approach to similar situations, as well as reasoning for delaying Asset Protection monitoring report and call to action for feedback on what BOD wants included in future GM Updates. Bakehouse developments discussed (switch back to organic flour, donut and pastry changes in regard to sales, quality and margins).

- Discussion on wholesale for Wheatsville bakehouse bread post-TX French Bread fire/closure.
- Potential termination of vegan donuts, since we are operating at a loss; margin minus labor is negative because it is such a labor-intensive process compared to conventional donuts.
 - o Every time bakehouse makes vegan donuts, Wheatsville loses ~\$123, despite the high numbers that we sell
 - Could either test upper limit price on vegan donuts, or not make them at all.

ACBA Committee, 7:09pm

Don to make an upcoming board meeting.

BOD goal to attend upcoming cooperative networking events and classes.

Are there any missed opportunities that both parties could take advantage of for mutual benefit?

Election of Board President, 7:28pm (1:30:22)

Brandon opened the floor for Board President nominations.

MeriJayd nominated Brandon Hines for Board President. Brandon accepted the nomination.

--- Rachel moved that the BOD elect Brandon Hines as Board President for the 2022 calendar year. Brian seconded. Motion passed 7-0-0.

Brandon noted desire for directors to engage their interests when it comes to board work during their board member life cycle (preferably earlier rather than later on) in order to contribute, to set the Wheatsville board up for longevity, and avoid board dysfunction.

BREAK

7:35PM

5. GOVERNANCE, Part 2 & COMMITTEE WORK

7:45PM

Nominations Committee, 7:45pm

No substantial update, as Jason not in attendance. Question of whether he will lead the



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Nominations Committee, or if Brian will take the role.

Audit & Review Committee, 7:47pm

Brandon shared 2021 draft charter and board budget. Stephanie to review and update charter, and connect with Zac to collect updates on actuals to fill in for 2022 budget. Draft expected to make March meeting packet. Target to finalize budget April (reference bylaws for timelines). Julia to post relevant language from bylaws for BOD to review.

Owner Engagement Committee, 7:53pm

MeriJayd shared 2021 draft charter and first process document of board basic communication format for BOD to review and discuss. Brandon noted goal of creating a well thought out plan for language/communicating for board to utilize in response to any emails that come in. Noted desire for operations to review the draft process document. Bill to connect and share with operations. Sara noted particular language to use and avoid so there are no legal implications. Sensitively choosing language for complete clarity mission critical to not confuse suppositions with facts. Consideration of interpretation is crucial. More substantial legal literacy training needed for BOD, possibly custom session or consultation with Columinate.

Financial/Columinate Training Discussion, 8:10pm

Discussion led by Brandon noting the finer points and takeaways from both the Financial Training series and Agenda Planning session. Sara noted desire for Wheatsville board specific training similar to Columinate series, but specifically applied to Wheatsville financials.

6. EXECUTIVE SESSION

8:30PM

Discuss confidential and proprietary business information

- Session included BOD, Bill Bickford and Tanya Carney.

8. ADJOURN

9:00PM

At 9:00pm, Brandon Hines adjourned the meeting.