

Wheatsville Board of Directors
June Meeting Agenda
Tuesday, June 28th, 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 3. CONSENT AGENDA: May 2022 Minutes June Mid-Month Meeting Agenda & Minutes Wheatsville Participation Report GM Update	DISCUSS VOTE	6 10 12 24
6:15pm	4. GOVERNANCE, COMMITTEE & BOARD WORK		
(1 min)	Recite Ends	RECITE	
(10 min)	Transit Forward discussion	DISCUSS	
(10 min)	GM Highlights	DISCUSS	
(0 min)	ACBA		30
(5 min)	Audit and Review Committee	DISCUSS	26
(5 min)	Nominations Committee	DISCUSS	
(5 min)	Owner Engagement Committee	DISCUSS	27
(24 min)	RFP Discussion	DISCUSS	
7:20pm	BREAK		
7:30pm	5. EXECUTIVE SESSION		
(40 min)	***PURPOSE: To discuss proprietary business matters.	DISCUSS	
8:10pm	6. BOARD-ONLY EXECUTIVE SESSION		
(30 min)	***PURPOSE: GM Evaluation		
8:40pm	7. BOARD FOCUS & ADJOURN		
(10 min)	Board Mid-Year Check-In (Progress, Goals, Policy Monitoring, etc.)	DISCUSS	28
(5 min)	Disclose Potential Conflicts of Interest (ref B.5.3)	DISCUSS	33
(4 min)	July Preview, Closing Round, and Wrap-Up		
(1 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 June 2022 Minutes June 28th, 2022

Present: Brandon Hines, *President*; Brian Mikulencak, *Secretary*; Stephanie Wong, *Treasurer*; Rose Marie Klee (arrived ~6:15pm); MeriJayd O'Connor; Megan McDonald; Rachel Fischer; Jason Bourgeois and Sara Vara

Staff present: Bill Bickford, *General Manager*; Tanya Carney, *Lamar Store Director*, and Julia Barron, *Board Admin & Ownership and Outreach Coordinator*

Others Present: Lisa McClain, *Board Candidate* and Bill McCamley, *Transit Forward Executive Director*

Call to Order **6:02PM**

1. OPEN TIME **6:03PM**

Lisa McClain, former Wheatsville Board member and Treasurer introduced herself as a prospective Board candidate for the upcoming Wheatsville election.

2. AGENDA REVIEW **6:10PM**

3. CONSENT AGENDA **6:12PM**

May 2022 Meeting Minutes
June Mid-Month Meeting Minutes
Wheatsville Participation Report
Monthly GM Update

--- MeriJayd moved to accept the Consent Agenda. Brian seconded. Motion passed 7-0-1.

4. GOVERNANCE, COMMITTEE & BOARD WORK **6:13PM**

Recite Ends, 6:13pm

Bill recited the Ends.

Transit Forward Discussion, 6:14pm

Bill McCamley, Executive Director of Transit Forward introduced himself and what the nonprofit organization does for Austin. Mission: to engage and educate the Austin community (as an independent voice) about transit, with a focus on Project Connect.

Metro rapid bus service to go pass Lamar location into downtown, hopefully providing a direct benefit to the co-op. July 27th: first Transit Forward partner lunch. BOD to consider attending as an opportunity for engagement. Email Bill M. to RSVP. Bill to attend BOD meetings quarterly.

GM Update, 6:24pm

Bill provided additional information not included in the written update regarding the staff survey, upcoming NCG deli engagement, tax return issue, as well as staff role changes following the



Board of Directors June 2022 Minutes June 28th, 2022

resignation of Wheatville's Prepared Foods Director, Sal Mendivil.
BOD officer to sign tax return to complete filing, which will not incur any penalties.
Bill to address any communication failures.

Audit and Review Committee, 6:35pm

Tax observations update: Stephanie to write a formal report for next meeting.
Stephanie discussed the review aspect of the committee, additionally mentioning interest in product margin assessment processes and the possibility of committee involvement in preparing monthly financial reports once the Finance Manager position is filled.

Nominations Committee, 6:40pm

Megan discussed small candidate pool for upcoming election. 0 applications received so far.
Brandon, Brian, and Rachel are up for re-election. Brian will not be running due to time constraints, and Rachel is undecided.
Rose Marie encouraged and emphasized importance of directors actively perpetuating the Board.

Owner Engagement Committee, 6:48pm

In line with board perpetuation and process improvements, MeriJayd encouraged BOD to start thinking about what is important for future board members to know, to prepare them and support them through future events.

RFP Discussion, 6:53pm

Rose Marie briefly shared her knowledge on the annual GM evaluation, stressing the importance of policy governance and using the criteria that already exists. Additionally, Rose Marie emphasized the distinct differences between evaluation and compensation.
Bill noted he has not been through this process before, and is open to further education from the Board on how to navigate this process and what is required of him.
Rose Marie shared the big concepts of evaluation and compensation criteria.
Bill's proposal to include what he believes is reasonable based on the criteria defined by BOD.
Bill to join GM Compensation database.

BREAK

7:08PM

5. EXECUTIVE SESSION

7:30PM

***PURPOSE: to discuss proprietary business matters.

6. BOARD-ONLY EXECUTIVE SESSION

8:24PM

***PURPOSE: GM Evaluation

7. BOARD FOCUS & ADJOURN

8:52PM

Board Mid-Year Check-In, 8:52pm

Discussed board goals and proposed ideas for improving board processes.



Board of Directors June 2022 Minutes June 28th, 2022

Disclose Potential Conflicts of Interest, 8:58pm

Discussed Statements of Commitment and potential conflicts of interests documentation.

July Preview, Closing Round, and Wrap-Up, 9:05pm

At 9:06pm, Brandon adjourned the meeting.