

Wheatsville Board of Directors
January Meeting Agenda
Tuesday, January 24th, 2023
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: December 2022 Meeting Minutes Monthly GM Update	VOTE	
6:15pm	4. GOVERNANCE, Part 1		
(1 min)	Recite Ends	RECITE	
(20 min)	Agenda Overview and 2023 Governance Outlook	DISCUSS	
(15 min)	D – Global Executive Constraint Monitoring Report	VOTE	
(5 min)	Statement of Agreement – Disclose Conflict of Interest	DISCUSS	
7:40	BREAK		
7:50	5. GOVERNANCE, Part 2		
(29 min)	D1 – Financial Conditions and Activities Monitoring Report	VOTE	
(1 min)	Seat 2022 Board of Directors	VOTE	
(10 min)	Election of Officers	VOTE	
8:30	6. COMMITTEE WORK		
(20 min)	Overview of Committees	DISCUSS	
(0 min)	ACBA Committee	N/A	
(0 min)	Nominations Committee	DISCUSS	
(10 min)	Owner Engagement Committee	DISCUSS	
9:00pm	7. ADJOURN		
(4 min)	February preview, Closing Round, and Wrap-up		
(1 min)	CCMA		
(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



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Present: Brandon Hines, *President*; Brian Mikulencak, *Secretary*; Stephanie Wong, *Treasurer*; MeriJayd O'Connor; Jason Bourgeois; Rachel Fischer; Megan McDonald, Sara Vara; Joelle Williams (Incoming Director), and Cody Atkins (Incoming Director)

Staff present: Bill Bickford, *General Manager*; Tanya Carney, *Lamar Store Director*, and Julia Barron, *Board Admin* (arrived 7:10pm)

Absent: Rose Marie Klee, *Director*

Call to Order **6:00PM**

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

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

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

December 2022 Meeting Minutes

Monthly GM Update

Owner Extras Implementation Guide

Brandon pulled the Owner Extras Implementation Guide to further discuss with Bill and Directors.

--- Jason moved to accept the Consent Agenda without the Owner Extras Implementation Guide. Brian seconded. Motion passed 6-0-1.

4. GOVERNANCE, Part 1 **6:15PM**

Recite Ends, 6:15pm

The entire Board of Directors and Bill recited the Ends.

Owner Extras Implementation Guide, 6:16pm

Bill shared NCG is recommending co-ops look at their owner benefit programs with the idea of making them more tangible and more easily explainable to potential owners. One of NCG's pitches is an additional 10% on co-op deals, which would add upon the visibility of co-op deals and would make it so we don't have to spend so much time putting together separate owner deals. Bill noted there are the issues of case and staff discounts to grapple with if Wheatville does implement this. Bill asked the Board for feedback.

The board had no major concerns about this. They were interested in customer response and perceived value of this deals program and wondered if there is a way to capture the average savings owners receive so they can get a sense of how valuable this program is. Bill noted we



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could probably answer how many extra shops customers make per year after having implemented this program. In theory, there should be one extra shop per year per owner with this program. Success metrics!

Agenda Overview and 2023 Governance Outlook, 6:32pm

Brandon provided an overview of the governance calendar and how to best create accountability and efficiency for all surveys, meetings, and tasks. Brandon encouraged directors to think about what they can do as a board to best optimize their time with higher value items, while still doing a quality job on all the base required items relating to policy governance.

D – Global Executive Constraint GM Monitoring Report, 6:36pm

Bill explained to new directors that this report is to ensure that the co-op isn't doing anything illegal or out of accordance with the cooperative principles. Bill reported compliance.

--- MeriJayd moved to accept the D – Global Executive Constraint GM Monitoring Report. Sara seconded. Motion passed 7-0-0.

Statement of Agreement – Disclose Conflicts of Interest, 6:38pm

Brandon noted that conflicts can arise at any time, even after these agreements are signed, so it is a good thing for directors to get comfortable with presenting any potential conflicts up to the group as to always be operating on the highest moral ground possible.

D1 – Financial Conditions and Activities GM Monitoring Report, 6:35pm

Brandon pulled the D1 – Financial Conditions and Activities GM Monitoring Report up before the break, as the meeting was running well ahead of schedule.

Bill explained his frustrations with sales growth – declining sales being the biggest obstacle the co-op has been facing for years now. Bill reported non-compliance for sales growth and net profit. He noted in his plan for compliance that in this case, the co-op would have been positive and above budget for the quarter had we not underachieved on margin. Operations is working with NCG on margins for Fresh Deals while also being mindful of inflation. Recent big positives include the wellness department and the bakehouse pastry program.

Bill noted that when the co-op is in negative net profit, the fastest way to fix it is through staffing, but that in turn reduces capacity which can impact store performance. This is a balance that must be monitored consistently.

Bill to get with Marketing Director (Nick Conn) to talk about holding a customer satisfaction survey. SMG receipt survey data shows Wheatville as strongly positive. BOD to think about potential customer engagement opportunities and ways to collaborate/get support from operations.

--- Sara moved to accept the D1– Financial Conditions and Activities GM Monitoring Report.



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Stephanie seconded. Motion passed 8-0-0.

BREAK

7:23PM

5. GOVERNANCE, Part 2

7:33PM

Brandon, staff, and other directors thanked Rachel and Brian for their time on the board. Brandon announced on Rose Marie's behalf that she will be stepping away from her board work, effective immediately, due to a busy schedule. With another board member leaving, the board can decide whether to seat another director.

Seat 2023 Board of Directors, 7:45pm

--- MeriJayd moved to seat the 2023 Board of Directors – Brandon Hines (incumbent), Jason Bourgeois, MeriJayd O'Connor, Stephanie Wong, Sara Vara, Megan McDonald, and new directors Cody Atkins and Joelle Williams. Jason seconded. Motion passed 8-0-0.

Election of Officers, 7:47pm

--- Brandon moved to elect Stephanie Wong for Treasurer based on the board officer nomination process. Stephanie was elected as Treasurer with a vote of 7-0-1.

--- Brandon moved to elect Sara Vara for Secretary based on the board officer nomination process. Sara was elected as Secretary with a vote of 7-0-1.

--- Brandon moved to elect Brandon Hines for President based on the board officer nomination process. Brandon was elected as President with a vote of 7-0-1.

6. COMMITTEE WORK

7:57PM

Overview of Committees, 7:57pm

Brandon led discussion focused on orienting board to how committees work, and how they help the board get all the important work done.

Nominations Committee, 7:59pm

Megan explained how the nominations committee is the only perpetual, standing committee prescribed in the bylaws which oversees recruiting new board members and helping with the co-op vote process.

Owner Engagement Committee, 8:00pm

MeriJayd explained how the committee formed recently, with the primary function of planning the Annual Fall Owner Gathering, which is required in our bylaws and by TBAC. The owner engagement committee puts together events and makes sure the board is monitoring all communications that come in directed at the BOD.



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- Communication and engagement with owners are critical for this committee
 - o Works closely with operations in this area
- Asks and tries to answer: what is expected of board members and what is a reasonable amount that can be accomplished?

Audit and Review Committee, 8:06pm

Stephanie explained how the audit and review committee is required by state law to have a review committee every year.

- Meant to be composed of those that are not principal bookkeepers at the co-op, who look at the quality of our financial conditions

Wheatville has been conducting financial audits for many years, since before we became a multi-store operation. This committee oversees the audit and review process.

- Although audits not required by law, they are a wise choice for a co-op of our size and complexity

7. ADJOURN

8:12PM

February Preview, Closing Round, and Wrap-up, 8:12pm

Directors discussed preferred meeting days/times. Brandon to make a poll for directors. BOD expressed interest in trying an in-person meeting soon (with a hybrid option to accommodate folks social distancing).

Look-Ahead and Trainings, 8:16pm

Brandon shared the 3-month look-ahead in the packet notes to the new directors. Julia went through all upcoming Columinate trainings with directors.

CCMA, 8:17pm

Brandon gave an overview of the upcoming CCMA conference in Sacramento in June, encouraging new directors to attend in person. MeriJayd agreed and shared her valuable experience attending a past CCMA conference in-person. Julia to create a sign-up sheet for virtual and in-person attendance.

At 8:30pm, Brandon adjourned the meeting.