

Wheatsville Board of Directors
April Meeting Agenda
Monday, May 2nd, 2022 (Rescheduled due to travel conflict)
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: October 2021 Special Meeting Minutes February 2022 Minutes A-Ends and Other Governance Calendar Changes March 2022 Minutes D1 – Financial Conditions Monitoring Report FY22 Q3 Financial Statements Monthly GM Update	DISCUSS VOTE	
6:15pm	4. GOVERNANCE (1 min) Recite Ends (5 min) B3 – Agenda Planning Monitoring (5 min) B4 – Board Meetings Monitoring (5 min) C2 – Accountability of the GM Monitoring (5 min) C3 – Delegation to the GM Monitoring (25 min) GM Update (9 min) D1 – Financial Conditions and Activities Monitoring Report (5 min) D8 – Board Logistical Support Monitoring (5 min) Board Budget (15 min) Board Compensation (Learning)	RECITE VOTE VOTE VOTE VOTE DISCUSS VOTE VOTE VOTE DISCUSS	
7:35pm	BREAK		
7:45pm	5. COMMITTEE & BOARD WORK (0 min) ACBA Committee (10 min) Audit and Review Committee (10 min) Nominations Committee (10 min) Owner Engagement Committee (10 min) Board Strategies & Process Improvements	N/A DISCUSS VOTE DISCUSS DISCUSS	
8:25pm	6. EXECUTIVE SESSION (30 min) ***PURPOSE: to discuss proprietary business matters	DISCUSS	
8:55pm	7. ADJOURN (5 min) May 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 April Meeting Minutes May 2nd, 2022

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Present: Brandon Hines, *President*; Brian Mikulencak, *Secretary*; Stephanie Wong, *Treasurer*; MeriJayd O'Connor; Rachel Fischer (joined @ 6:20pm); Jason Bourgeois; Megan McDonald, and Sara Vara.

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

Absent: Rose Marie Klee, *Director*

Call to Order **6:10PM**
Late start due to tech issues

1. OPEN TIME **6:13PM**

2. AGENDA REVIEW **6:15PM**

3. CONSENT AGENDA **6:16PM**

October 2021 Special Meeting Minutes
February 2022 Minutes
A-Ends and Other Governance Calendar Changes
March 2022 Minutes
D1 – Financial Conditions Monitoring Report
FY22 Q3 Financial Statements
Monthly GM Update

--- Brian moved to pull D1 – Financial Conditions Monitoring Report due to confusing, incorrect labeling.

- To be updated to reflect actuals for next meeting

--- Brian moved to accept the Consent Agenda, minus D1. MeriJayd seconded. Motion passed 6-0-0.

4. GOVERNANCE **6:18PM**
Recite Ends, 6:18pm
Bill recited the Ends.

B3 – Agenda Planning Monitoring Survey, 6:22pm
Directors discussed the need to create a multi-year plan together.

--- Rachel moved to accept B3 – Agenda Planning Monitoring Survey. Stephanie seconded. Motion passed 7-0-1 (abstain).

B4 – Board Meetings Monitoring Survey, 6:26pm



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--- MeriJayd moved to accept B4 – Board Meetings Monitoring Survey. Sara seconded. Motion passed 7-0-1 (abstain).

C2 – Accountability of the GM Monitoring Survey, 6:28pm

Rachel shared that she thinks the Board goes beyond strictly business in meetings and sessions. She discussed how other co-op Boards do things differently, and proposed the question, “do we need more or less of something?” E.g., specific time with GM to talk in depth, less required meeting time for GM, etc.

--- Rachel moved to accept C2 – Accountability of the GM Monitoring Survey. Megan seconded. Motion passed 7-0-1 (abstain).

C3 – Delegation to the GM Monitoring Survey, 6:35pm

--- MeriJayd moved to accept C3 – Delegation to the GM Monitoring Survey. Stephanie seconded. Motion passed 7-0-1 (abstain).

GM Update, 6:37pm

Bill discussed exciting opportunities w/ upcoming Double-Up Bucks program, and how he plans to focus more on “local.”

In response to a question from Brandon, Bill shared insight on upcoming co-op marketing plans and strategy.

GM + BOD discussed ATX cost of living, wage adjustments, challenges with wage inflation and how the topic of wages is received by staff, owners, and the public. Increase in sales growth is mission critical for continued wage increases.

Bill discussed East ATX community-owned food retail

- Board excited about this partnership and wondering if Wheatsville has opportunities for brand recognition.

D1 – Financial Conditions and Activities Monitoring Report, 7:10pm

Brian mentioned confusing/incorrect labeling in the D1 monitoring report while reviewing the consent agenda.

--- After discussing with Bill, Brian moved to accept D1 – Financial Conditions and Activities Monitoring Report with the understanding that the table on Fiscal Jeopardy be with D.1.7 corrected. Jason seconded. Motion passed 8-0-0.

D8 – Board Logistical Support Monitoring Report, 7:15pm

--- Brandon moved to accept D8 – Board Logistical Support Monitoring Report. Stephanie seconded. Motion passed 8-0-0.

Board Budget, 7:19pm



Board of Directors April Meeting Minutes May 2nd, 2022

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Stephanie mentioned how she left room in the budget as a cushion to anticipate an increase in audit fees, as they historically go up each year.

Rachel and Stephanie expressed the shared belief that Wheatville's Board budget is a little too conservative.

BOD wondering if budget could be lower. Bill, while he would love to be under budget, said that it is up to the Board to tell him what they need.

Others wondered whether it might be good to keep it the way it is to anticipate needing it in the future.

--- MeriJayd moved to accept the 2022 Board Budget. Rachel seconded. Motion passed 8-0-0.

Board Compensation Learning, 7:27pm

Brandon wanted to know the directors' thoughts on the subject to prepare for a lengthier discussion soon. Julia and Brandon to see if NCG can provide updated data for learning / if they track/collect this data. It was noted that other co-ops often freely share information like this, and that it may be interesting to see how different co-op Boards are compensated.

Brandon asked BOD to consider compensation in terms of high inflation times, "How do we keep up with times of high inflation...or do we want to keep up with it?" Stephanie said it could make sense to anchor compensation to something, for example, staff compensation. Directors in agreement. MeriJayd added that directors need to collectively decide and agree upon what they believe justifies a compensation increase.

Rachel stressed the importance of directors being accountable for the work they are getting paid for. BOD to consider making this a topic for an upcoming half-day retreat session.

BREAK

7:47PM

5. COMMITTEE WORK

7:59PM

ACBA Committee, 7:59pm

No update this month. Brandon connected with Don, Wheatville's ACBA contact. He plans to have an update and to attend the May meeting. Directors briefly discussed ways in which they can leverage relationships with other cooperatives.

Audit and Review Committee, 8:01pm

Stephanie noted that she needs to reach out to Wegner to confirm dates for future audit.

Rachel to help Stephanie on the Audit and Review Committee.

Nominations Committee, 8:04pm

Megan was announced as chair of the Nominations Committee, along with help from Brian and Jason. All members agreed to review and update the charter to scrap things they do not need.

Since there is not much to edit, Brandon proposes they take a vote with the understanding that they will strike the URLs and review the charter before the next meeting.

--- Jason moved to approve the Nominations Committee charter with the understanding that the



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committee members make the agreed upon updates. Brian seconded. Motion passed 8-0-0.

Owner Engagement Committee, 8:12pm

MeriJayd noted the upcoming call for content for the Wheatville Breeze. Reminded the Board they need to figure out which articles are proscribed by the Bylaws. BOD to research and discuss next meeting.

Sara to help MeriJayd on the Owner Engagement Committee.

Board Strategies & Process Improvements, 8:23pm

Brandon asked the Board about Microsoft Teams and if they would like to migrate away from Basecamp. BOD in agreement and vote is proposed with a unanimous 8-0-0 to migrate to Teams. Julia to work with Brandon on moving files and archives over to SharePoint.

6. EXECUTIVE SESSION

8:32PM

***PURPOSE: to discuss proprietary business matters

7. ADJOURN

9:43PM

At 9:43pm, Brandon Hines adjourned the meeting.