

<u> </u>	t 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: March 2023 Meeting Minutes Monthly GM Update C2 – Accountability of the GM Monitoring Survey C3 – Delegation to the GM	DISCUSS VOTE	7 10 11 12
6:15pm (1 min) (9 min) (40 min) (10 min)	4. GOVERNANCE Recite Ends B5 Preparation Discussion D1 – Financial Conditions GM Monitoring Report D8 – Board Logistical Support GM Monitoring Report	RECITE DISCUSS VOTE VOTE	13 14 37
7:15pm	BREAK		
7:25pm (20 min) (10 min) (10 min)	5. COMMITTEE WORK Nominations Committee Owner Engagement Committee Audit and Review Committee & Board Budget	VOTE DISCUSS VOTE	41 68 69
8:05pm (10 min) (15 min) (25 min)	6. BOARD LEARNING Board Compensation Telling the Board's Story Strategic Leadership	DISCUSS DISCUSS DISCUSS	71 73 75
8:55pm (4 min) (1 min)	7. ADJOURN May preview, Closing Round, and Wrap-up 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 Minutes April 25th, 2023

Present: Brandon Hines, President; Stephanie Wong, Treasurer; MeriJayd O'Connor; Jason Bourgeois; Megan McDonald; Joelle Williams; Cody Atkins, and Lisa Mitchell.

Staff present: Tanya Carney, Lamar Store Director, and Julia Barron, Board Admin

Absent: Bill Bickford, General Manager and Sara Vara, Secretary

Call to Order	6:02PM
1. OPEN TIME	6:02PM
2. AGENDA REVIEW	6:10PM
Tanya (speaking on Bill's behalf for the meeting) had a last-minute executive	session to add

Tanya (speaking on Bill's behalf for the meeting) had a last-minute executive session to add to the agenda to include only Tanya and the Board of Directors.

3. CONSENT AGENDA

March 2023 Meeting Minutes Monthly GM Update C2 – Accountability of the GM Monitoring Survey C3 – Delegation to the GM

--- Cody motioned to accept the Consent Agenda. MeriJayd seconded. Motion passed 8-0-0.

4. GOVERNANCE AND COMMITTEE WORK

Recite Ends, 6:14pm

Tanya recited the Ends.

B5 Preparation Discussion, 6:15pm

Brandon mentioned the importance of demonstrating accountability, being on the board for the right reasons, and documenting and disclosing the right things through the conflict of interest statements.

D1 – Financial Conditions GM Monitoring Report, 6:18pm

Tanya provided an overview of the D1 plan for compliance and answered director questions. She discussed the matter of insurance reimbursement which could potentially lead us to profitability, but Bill is still waiting to hear back about how much Wheatsville will get.

--- MeriJayd motioned to accept the D1 – Financial Conditions GM Monitoring Report. Cody seconded. Motion passed 7-0-1.

D2 Vote 6:57pm

April 2023 Minutes- Virtual Meeting via Zoom - Wheatsville Co-op Board of Directors - April 25th, 2023

6:12PM

6:14PM

Board of Directors April Minutes April 25th, 2023

Tanya proposed to move D2 (currently scheduled for July) to June, so it aligns closer to the fiscal year. Julia to add to next month's agenda to hold a vote to permanently move D2 to June.

--- Brandon motioned to move D2 reporting date from July to June for this year. Cody seconded. Motion passed 8-0-0.

D8 – Board Logistical Support GM Monitoring Report, 6:58pm

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

5. EXECUTIVE SESSION

BREAK

***Purpose: to discuss confidential operational matters

At 7:10pm, Brandon brought the Board into executive session to include Tanya Carney, South Lamar Store Director.

At 7:45, Brandon brought the Board out of executive session.

6. COMMITTEE WORK

Nominations Committee, 7:46pm

Megan surveyed current directors on who will be running for the Board next year, emphasizing the importance of the July 1st application deadline. Additionally, Megan brought up recruitment, tabling, and engaging with the co-op community in-store.

--- MeriJayd motioned to approve the Resolution of the Co-op Vote. Jason seconded. Motion passed 8-0-0.

Owner Engagement Committee, 8:04pm

MeriJayd brought up future engagement opportunities, like the upcoming July 22nd 'Taste of Plant-Based' event.

Audit and Review Committee, 8:12pm

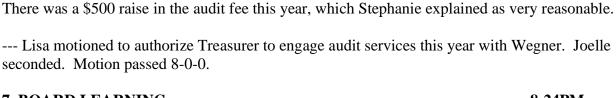
Stephanie presented the BOD budget which was updated since the previous meeting. The budget was lowered from the previous year. Stephanie added enough to have room for 1 or 2 in-person CCMA BOD attendees, and for all to be able to attend virtually.

--- Brandon motioned to approve the 2023-2024 Board Budget. Lisa seconded. Motion passed 8-0-0.



7:00PM 7:10PM

7:46PM



7. BOARD LEARNING

Board Compensation, 8:26pm

Brandon led a discussion on Board Compensation, explaining that the Wheatsville Board has had the same compensation for quite some time. Directors discussed the possibility of anchoring compensation to what hourly staff are making. BOD will continue to discuss this topic, as it makes sense to raise compensation due to general rising costs, but all agreed that it might not be the best for the co-op right now.

Stephanie presented directors with the letter to engage Wegner in the audit for board approval.

Telling the Board's Story, 8:33pm

Directors discussed being more visible to shoppers, owners, and the community, and the importance of being strategic with messaging.

Strategic Leadership, 8:38pm

Brandon found a great book that he will share with directors. Big questions posed in discussion:

- How do we start constructing a strategy?
- What does strategy mean to directors? Being intentional, having frameworks to help achieve a vision, a roadmap of goals.

8. ADJOURN

May Preview, Closing Round, and Wrap-up, 9:00pm

At 9:02pm, Brandon adjourned the meeting.

Board of Directors April Minutes April 25th, 2023

8:24PM

F00D (C) CO.OP

9:00PM