

**Wheatsville Board of Directors**  
**April Meeting Agenda**  
**Tuesday, April 25th, 2023**  
**6:00-9:00PM \*\*\*VIRTUAL MEETING\*\*\***  
**Contact [julia@wheatsville.com](mailto: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	
	March 2023 Meeting Minutes		7
	Monthly GM Update		10
	C2 – Accountability of the GM Monitoring Survey		11
	C3 – Delegation to the GM		12
6:15pm	4. GOVERNANCE		
(1 min)	Recite Ends	RECITE	
(9 min)	B5 Preparation Discussion	DISCUSS	13
(40 min)	D1 – Financial Conditions GM Monitoring Report	VOTE	14
(10 min)	D8 – Board Logistical Support GM Monitoring Report	VOTE	37
7:15pm	BREAK		
7:25pm	5. COMMITTEE WORK		
(20 min)	Nominations Committee	VOTE	41
(10 min)	Owner Engagement Committee	DISCUSS	68
(10 min)	Audit and Review Committee & Board Budget	VOTE	69
8:05pm	6. BOARD LEARNING		
(10 min)	Board Compensation	DISCUSS	71
(15 min)	Telling the Board's Story	DISCUSS	73
(25 min)	Strategic Leadership	DISCUSS	75
8:55pm	7. ADJOURN		
(4 min)	May 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 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 to the agenda to include only Tanya and the Board of Directors.

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

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** **6:14PM**

**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**



## **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.

### **BREAK**

**7:00PM**

### **5. EXECUTIVE SESSION**

**7:10PM**

\*\*\*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**

**7:46PM**

#### **Nominations Committee, 7:46pm**

Megan surveyed current directors on who will be running for the Board next year, emphasizing the importance of the July 1<sup>st</sup> 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.



## **Board of Directors April Minutes April 25th, 2023**

Stephanie presented directors with the letter to engage Wegner in the audit for board approval. There was a \$500 raise in the audit fee this year, which Stephanie explained as very reasonable.

--- Lisa motioned to authorize Treasurer to engage audit services this year with Wegner. Joelle seconded. Motion passed 8-0-0.

### **7. BOARD LEARNING**

**8:24PM**

#### **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.

#### **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**

**9:00PM**

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

**At 9:02pm, Brandon adjourned the meeting.**