

Wheatville Board of Directors
 August 2020 Meeting Agenda
 Tuesday, August 25th, 2020
 6:00-9:00PM ***VIRTUAL MEETING***
 Contact BBeutel@Wheatville.com for info to join



TIME	TOPIC	ACTION
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: July 2020 Meeting Minutes Monthly GM Update	DISCUSS VOTE
6:20pm	4. COMMITTEE WORK (1 min) Recite Ends (0 min) ACBA Committee (24 min) Audit and Review Committee – Audit Results and Patronage Dividend (15 min) Diversity and Inclusion (0 min) GM Search Committee (20 min) Nominations Committee (20 min) Owner Engagement Committee	RECITE N/A VOTE DISCUSS N/A DISCUSS DISCUSS
7:40pm	BREAK	
7:50pm	5. GOVERNANCE (15 min) Board Retreat (15 min) Whistleblower Policy (35 min) GM Update and Discuss Action Plans	DISCUSS VOTE VOTE
8:55pm	6. ADJOURN (5 min) September preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS N/A

Wheatville 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: Rose Marie Klee, *President*; Jason Bourgeois, *Secretary*; Brandon Hines, *Treasurer*, Rachel Fischer; MeriJayd O'Connor; Brian Mikulencak; Stephanie Wong; and Megan McDonald

Also present: Mark Jacob, *General Manager*, Beth Beutel, *Board Administrator*. Paige Livingston Lopez, *guest* (6:00-7:00pm). Nicole Seltzman, owner, (6:30-end).

Absent: Melissa Sledge

Call to Order

6:02PM

1. OPEN TIME

6:02PM

Paige introduced herself. She is a student at UT working on a project and here to learn more about how the co-op works. Rose Marie offered that she could reach out to any/all directors for additional follow up.

Mark gave a personal update on his relocation.

2. AGENDA REVIEW

6:11PM

No changes

3. CONSENT AGENDA

6:11PM

Monthly GM Update

---Brian pulled the July 2020 Meeting Minutes

---MeriJayd moved to accept the consent agenda. Jason seconded. Motion passed 8 – 0 – 0.

July 2020 Meeting Minutes

Brian noted that in attendance: Samuel Junk and Stephanie Bogdanich were also present but not listed, and Melissa Sledge was listed twice. Where Mark discussed the living wage model, the language should be changed to reflect that it is the model Mark wouldn't recommend, rather than the board's policy.

---Brian moved to accept the July 2020 Minutes with the revisions as discussed. Stephanie seconded. Motion passed 8-0-0.

4. Committee Work

6:17PM

Recite Ends, 6:17pm

Mark recited the Ends policy.

ACBA Committee, 6:17pm



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No verbal update. Written update was in the packet.

Audit and Review Committee – Audit Results and Patronage Dividend, 6:18pm

Brandon noted that the audit report is not available yet because Wheatsville received a Payroll Protection Program loan and the federal government has not given guidance on the tax implications of those funds. Brandon overviewed some notes from the auditor that were included in the written update which arrived after the Board packet was printed. Brandon recommended a discussion of the audit report in September.

Directors discussed the draft resolution and patronage scenarios provided in the packet, and the tax implications of each, and the relative benefits to the co-op and to our owners of each choice. Because of the uncertainty around tax implications of the PPP loan, the Board will defer a decision until the tax issue has more clarity.

Diversity and Inclusion, 7:07pm

Mark noted that the inclusion and diversity action plan has been delivered to the chair of the staff led Diversity Committee for feedback. The co-ops training plan with Dr. Kazique Prince begins in September. Directors participating in the Abolitionist's Challenged shared a few brief highlights from their experience and Jason also shared that he is registered to participate in the upcoming "Beyond Diversity" training offered through Leadership Austin.

A director shared a continued interest in the Board making a public statement on the BLM movement.

GM Search Committee

No update.

Nominations Committee, 7:24pm

Jason gave an update on the prospective candidates, noting that only the four incumbents completed all requirements to be on the ballot. One candidate had submitted a fully-responsive application and had been planning to attend the August board meeting, but realized that he is currently over-extended and hopes to run for the Wheatsville board at a future date.

Jason overviewed details of the online voting process. The Board discussed the financial cost and potential benefits of different mail strategies, and decided to accept the Marketing team's proposal of sending post card reminders to only owners without an email address in the database.

Owner Engagement Committee

MeriJayd presented the committee's brainstorm on possible options for an online format meeting during this year when the co-op has had a change in GM's and had to adapt to a global pandemic. Jason recommended having some portion of the program be pre-recorded as it can make the meeting smoother. Beth recommended utilizing break out rooms for after-meeting



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discussions with owners.

The committee will coordinate with the Marketing team regarding video and other logistics and come with a proposed agenda and plan at the September meeting.

Break

8:00pm

5. GOVERNANCE, Part 2

8:10PM

Retreat, 8:10

Rose Marie overviewed ideas for the Board's retreat and solicited feedback on potential dates. Rose Marie will email a survey of dates.

Whistleblower Policy, 8:16pm

Directors asked clarifying questions around the policy proposal. Directors considered whether they would require any update prior to the next monitoring of the policy in March.

--- Brandon moved to adopt the revisions to D6 – Staff Treatment and Compensation. MeriJayd seconded. 8-0-0.

Directors concurred that they do not require an update before the routine monitoring scheduled for March, but Mark noted that he will share information, in his monthly GM updates.

GM Update, 8:37pm

Mark gave an update on the action plan process with the leadership team and some reconfiguring of marketing work among the leadership team. Mark noted that we've successfully reduced labor to 18.9% of sales through attrition and implementation of productivity standards.

Mark noted that the capital investment plan is still in process as it is tied to the multi-year budget and he is awaiting further clarity before deciding where and how much to spend in capital investments.

Mark updated the board on physical changes to the Guadalupe store. He also overviewed the changes to the Front End leadership structure to be "Customer Service Manager" with three "Customer Service Supervisors" working under them at each store in order to focus on the friendliest. In response to a question regarding how we know we're improving on friendliness, Mark noted that the survey scores for customer surveys have been improving steadily in recent months.

6. ADJOURN

9:16pm

August preview, Closing Round, and Wrap-up

Not discussed.

At 9:16pm, RMK adjourned meeting.