

Wheatville Board of Directors
 February Meeting Agenda
 Tuesday, February 23rd, 2021
 6:00-9:00PM ***VIRTUAL MEETING***
 Contact BBeutel@Wheatville.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	1
	3. CONSENT AGENDA: January 2021 Meeting Minutes	VOTE	5-7 5-7
6:20pm	4. COMMITTEE WORK AND GOVERNANCE, PART I		
(1 min)	Recite Ends	RECITE	
(14 min)	Proposed Goals for 2021	DISCUSS	8
(10 min)	Review Governance Calendar	DISCUSS	Link on 2
(30 min)	Committees – Purpose, Priorities, and Capacity	DISCUSS	
(0 min)	ACBA Committee	N/A	
(0 min)	Diversity, Equity and Inclusion – Potential Committee	N/A	
(0 min)	GM Search Committee	N/A	
(0 min)	Nominations Committee	N/A	
(0 min)	Owner Engagement Committee	N/A	
(10 min)	Draft Board Budget	DISCUSS	9-10
7:25pm	BREAK		
7:35pm	5. GOVERNANCE, PART II		
(15 min)	D3 – Asset Protection Monitoring Report	VOTE	11-22
(20 min)	GM Update	DISCUSS	
8:10pm	6. EXECUTIVE SESSION ***the purpose of this Executive Session is to discuss confidential financial information***	DISCUSS	
8:45pm	7. CELEBRATE OUTGOING DIRECTOR Thank you and farewell to Melissa Sledge	DISCUSS	
8:55pm	8. ADJOURN		
(5 min)	February preview, Closing Round, and Wrap-up	DISCUSS	
(0 min)	Adjourn	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; Brian Mikulencak; Stephanie Wong; Megan McDonald (6:07pm-end); and MeriJayd O'Connor.

Also present: Mark Jacob, *General Manager*; and Beth Beutel, *Board Administrator*; Reilly Campbell, *Ownership and Outreach Coordinator* (6:00pm -7:15pm). Cameron Tepper, *Owner* (6-8:30pm); Leslie Watson, *Columinate Consultant*.

Absent: none.

Call to Order

6:00PM

1. OPEN TIME

6:00PM

Rose Marie introduced everyone on the call. Reilly and Cameron introduced themselves. Cameron shared the story of his first visit to Wheatville.

People shared personal stories from Winter Storm Uri. Mark shared his pride in the coop staff who continued to show up to serve their community in spite of great personal challenges.

2. AGENDA REVIEW

6:12PM

Nothing to Note

3. CONSENT AGENDA

6:13PM

Rose Marie pulled the January Meeting Minutes.

January 2021 Meeting Minutes

Change Mark to Brandon in action item. Replace draft with edit.

---Jason moved the Minutes as amended. MeriJayd seconded. Motion passed. 8-0-0.

4. COMMITTEE WORK AND GOVERNANCE

6:16PM

Recite Ends, 6:16pm

Mark recited the Ends policy.

Proposed Goals for 2021, 6:17pm

Rose Marie outlined some goals based on recent discussions, with an eye towards increased Board resiliency.

Review Governance Calendar, 6:33pm

Rose Marie built the governance calendar into a spreadsheet, and overviewed the Board's



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workflow for the year.

Committees – Purpose, Priorities, and Capacity, 6:48pm

Rose Marie overviewed the work of the existing committees – Audit and Review, Nominations, Owner Engagement Committee.

Directors discussed the work of each committee and how they could be streamlined in order to allow for the addition of a DEI or Policy committee.

An idea emerged to merge the OEC and Nom Com, the board discussed. Challenges noted: owner engagement is important. Nom Com also could really use OEC help in creating a more robust candidate pipeline and ensuring someone's first contact with the Board isn't a very procedural process.

Directors wrote down their interest in each committee on a spreadsheet

ACBA Committee

Not discussed

Diversity, Equity and Inclusion – Potential Committee

Not discussed

GM Search Committee

Not discussed

Nominations Committee

Not discussed

Owner Engagement Committee

Not discussed

Draft Board Budget, 7:20pm

MeriJayd noted that some other trainings – including the Abolitionist Challenge, weren't accounted for.

Break 7:37pm

5. GOVERNANCE, PART II

7:42PM

D3 – Asset Protection Monitoring Report, 7:42pm

Mark directed folks to the insurance schedule and discussed the potential impacts of the recent power loss which caused both business interruption and product spoilage at Lamar, with some product spoilage at Guadalupe due to a shorter power loss. Mark overviewed potential strategies



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to mitigate loss noting that temporary refrigerated units are often unavailable or unable to get to the location during emergencies, that backup generators are prohibitively expensive and require huge amounts of fuel, and that businesses in Austin are not allowed to have solar with battery backup, the battery backup for which would also be prohibitively expensive. Mark reminded directors of how much energy it takes to run our large scale refrigerators.

MeriJayd noted on page 21, D.3.7 says out of compliance, but it looks like a typing error. Beth confirmed it was a typo/holdover for previous year.

--- RMK moved to accept with a note that D3.7 is in compliance. Brandon seconded. Motion passed 8-0-0.

GM Update, 8:15pm

Mark overviewed impacts to staff morale due to the winter storm and the personal challenges many staff faced. Leadership did call those whom they had access to their information, some phone numbers were out of date or otherwise not working. Mark intends to revamp the emergency procedures, including easier access to more accurate staff phone numbers and emergency contact information.

6. EXECUTIVE SESSION

8:28pm

7. CELEBRATE OUTGOING DIRECTOR

This agenda item was not discussed because Melissa could not be present. Directors sent emails thanking Melissa for her service and celebrating her many talents. Melissa resigned from the Board effective February 15th, 2021.

8. ADJOURN

9:11pm

March preview, Closing Round, and Wrap-up, 9:11pm

Not discussed.

At 9:11pm, RMK adjourned meeting.

Action Items:

- Mark & Beth to upload most recent Action Plans to Basecamp.
- Brandon, Beth, Rose Marie, Rachel to revise draft DEI committee charter, as discussed.
- Beth to connect with Brandon re: including Review Committee tasks related to the annual report.
- RMK will write a paragraph that primes people for the Self Evaluation Survey so that we can have conversation focused on Board performance rather than the survey tool itself.
- Brian to review previously prepared information on board email practices where legal actions are possible



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- Beth to get Breeze deadlines and populate the google spreadsheet calendar.
- Beth to add CBLD training dates to the google spreadsheet calendar.
- Beth to email Brandon re: Basecamp and Zoom costs. Basecamp renewal is in August.