

Wheatville Board of Directors
 December/January 2021 Meeting Agenda
 Tuesday, January 26th, 2021
7:00-9:00PM *VIRTUAL MEETING*****
 Contact BBeutel@Wheatville.com for info to join



TIME	TOPIC	ACTION
7:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN
7:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: November 2020 Meeting Minutes D – Global Executive Constraint Monitoring Report FY21 Q2 Financial Statements Monthly GM Update B2, B5, B6, and B7 Policy Update to replace CEG with GM	DISCUSS VOTE
7:20pm	4. COMMITTEE WORK AND GOVERNANCE (1 min) Recite Ends (1 min) Seat 2021 Board of Directors (5 min) 2021 Officer Election (0 min) ACBA Committee (13 min) Diversity, Equity and Inclusion – Potential Committee (0 min) GM Search Committee (0 min) Nominations Committee (0 min) Owner Engagement Committee	RECITE VOTE VOTE N/A VOTE N/A N/A N/A
7:40pm	BREAK	
7:50pm	5. GOVERNANCE (10 min) Board Self Evaluation (30 min) GM Update	DISCUSS DISCUSS
8 :30pm	6. EXECUTIVE SESSION ***the purpose of this Executive Session is to discuss confidential financial information*** D1 – Financial Conditions and Activities Monitoring Report	DISCUSS /VOTE
8:55pm	7. ADJOURN (5 min) February 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



Board of Directors January 2021 Minutes January 26th, 2021

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

Also present: Mark Jacob, *General Manager*; and Beth Beutel, *Board Administrator*.

Absent: Melissa Sledge.

Call to Order 7:03PM

1. OPEN TIME 7:03PM

2. AGENDA REVIEW 7:10PM

Rose Marie asked directors if there were any items they wished to postpone to the next meeting due to the meeting packet arriving late. There were none.

Rose Marie noted that the officer election could be delayed to the next meeting as well, if anyone wished to use a different nomination process or wanted more time to consider self-nominating.

3. CONSENT AGENDA 7:13PM

November 2020 Meeting Minutes

D – Global Executive Constraint Monitoring Report

FY21 Q2 Financial Statements

Monthly GM Update

B2, B5, B6, and B7 Policy Update to replace CEG with GM

--- MeriJayd moved to accept the Consent Agenda. Megan second. 7-0-1 (abstain).

4. COMMITTEE WORK AND GOVERNANCE 7:15PM

Recite Ends, 7:15pm

Mark recited the Ends.

Seat 2021 Board of Directors, 7:16pm

---Rose Marie seated the 2021 Board of Directors, which remains unchanged from the 2020 Board of Directors. Motion passed 8-0-0.

2021 Officer Election, 7:17pm

Jason, Rose Marie, and Brandon all affirmed their willingness to continue to serve in their current roles, or to step down and support another candidate for an Officer position.



Board of Directors January 2021 Minutes January 26th, 2021

---Rachel moved to seat Rose Marie Klee as President, Jason Bourgeois as Secretary, and Brandon Hines as Treasurer. Brian seconded. Motion passed. 8-0-0.

ACBA Committee

A written update was provided to the Board.

Diversity, Equity and Inclusion – Potential Committee, 7:23pm

The Board discussed the draft committee charter and decided to assess all committee work and the board's capacity before deciding whether to form a DEI committee or accomplish the work another way.

GM Search Committee

No discussion.

Nominations Committee

No discussion.

Owner Engagement Committee

No discussion.

Break 7:37pm

5. GOVERNANCE

7:50PM

Board Self Evaluation, 7:50pm

Directors discussed the results of their self-evaluation survey. Scores were low on owner engagement. Rose Marie noted that the scores are historically low on owner engagement, and that directors do not necessarily agree on what "engagement" should look like. Jason noted that more owners attended Board meetings in the last year just to see what's going on than in any other year and that he saw as a great improvement.

Directors discussed the specific language of many of the questions. Rose Marie committed to writing a paragraph or two to introduce the survey and its methodology to be reviewed prior to the next self-evaluation survey. Beth will add discussing the survey to the governance calendar in the month before the survey is to be sent out.

GM Update, 8:05pm

Mark gave a verbal overview of his written update. Additionally, Mark gave an overview of feedback received so far from staff around the COVID vaccine.

6. EXECUTIVE SESSION

8:22pm

---Rose Marie Klee moved the Board into Executive Session to include Mark Jacob and Beth Beutel.



Board of Directors January 2021 Minutes January 26th, 2021

*** The Board had an executive session to discuss confidential financial information***

---RMK moved the Board out of exec session at 8:57PM

---Brian moved to accept the D1 – Financial Conditions and Activities Monitoring Report. MeriJayd seconded. Motion passed. 4 in favor – 0 opposed – 4 abstaining.

7. ADJOURN

9:04pm

February preview, Closing Round, and Wrap-up, 9:04pmpm

At 9:04pm, RMK adjourned meeting.

Action Items:

- Mark & Beth to upload most recent Action Plans to Basecamp.
- Brandon, Beth, Rose Marie, Rachel to edit DEI committee charter.
- Beth to connect with Brandon re: including Review Committee tasks related to the annual report.
- Beth to add page # to the agenda next time.
- 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.
- Beth to add to governance calendar before survey, discuss survey.
- Brian to review previously prepared information on board email practices where legal actions are possible