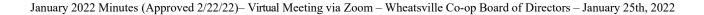
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Wheatsville Board of Directors January Meeting Agenda Tuesday, January 25th, 2022 6:00-9:00PM ***VIRTUAL MEETING*** Contact julia@wheatsville.com for info to join		WHEATSVILLE Food CO-OP	
TIME	TOPIC	ACTION	PAGE
6:00pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN	
6:10pm	2. AGENDA REVIEW 3. CONSENT AGENDA: November 2021 Meeting Minutes D – Global Executive Constraint Monitoring Report FY22 Q2 Financial Statements Monthly GM Update	DISCUSS VOTE	7 9 13 29
		RECITE DISCUSS VOTE DISCUSS	
7:35pm	BREAK		
7:45pm (29 min) (1 min) (10 min)	5. GOVERNANCE, Part 2 D1 – Financial Conditions and Activities Monitoring Report Seat 2022 Board of Directors Election of Officers	VOTE VOTE VOTE	31
8:25pm (20 min) (0 min) (0 min) (10 min)	6. COMMITTEE WORK Overview of Committees ACBA Committee Nominations Committee Owner Engagement Committee	DISCUSS N/A DISCUSS DISCUSS	39 40 45
8 :55pm (5 min) (0 min)	7. ADJOURN February 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 January 2022 Minutes January 25th, 2022

Present: Rose Marie Klee, President; Jason Bourgeois (arrived 6:20PM), Secretary; Brandon Hines, Treasurer; MeriJayd O'Connor; Stephanie Wong; Rachel Fischer; Brian Mikulencak and Sara Vara

Staff present: Bill Bickford, General Manager; Tanya Carney, South Lamar Store Director and Julia, Board Admin

Others present: Doug Addison, ACBA Board Member; Daniel Ronon, Owner and Cameron Tepper, Owner

Absent: Megan McDonald, Board Member

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FOOD

Call to Order	6:04PM
1. OPEN TIME	6:07PM
2. AGENDA REVIEW Bill proposes adding an Executive Session to the end of the meetin	6:21PM g to discuss lease issues.
3. CONSENT AGENDA	6:23PM

November 2021 Meeting Minutes D – Global Executive Constraint Monitoring Report **FY22 Q2 Financial Statements** Monthly GM Update

--- MeriJayd moved to accept the Consent Agenda. Brandon seconded. Motion passed 6-0-1.

--- Rachel moved to pull D - Global Executive Constraint. Stephanie seconded. Motion passed 6-0-1.

Need to update columns 4 and 5 of Income Statement (p, 17) with correct dates.

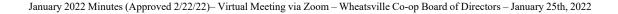
--- MeriJayd moved to pull FY22 Q2 Financial Statements. Stephanie seconded. Motion passed 6-0-1.

- Question about retained earnings.
- All agreed on need for more financial training amongst directors. -
 - Noted optional upcoming 4-Part Columinate Financial Training for Directors

--- Brandon moved to accept Financial Statements. Brian seconded. Motion passed 7-0-0.

4. GOVERNANCE, Part 1 Recite Ends, 6:36pm

6:36PM



Bill recited the Ends.

Agenda Overview and 2022 Governance Outlook, 6:37pm

Rose Marie noted plans to discuss yearly goals in an upcoming meeting due to time constraints.

D – Global Executive Constraint Monitoring Report, 6:39pm

--- Pulled from agenda.

GM Update, 6:40pm

Bill noted strong financial results for Q2, with hopes for staff bonuses and patronage rebates in the near future. He stressed importance of sales growth in order for co-op to stay in a favorable position. Bill also spoke about NCG's joint liability fund and how Wheatsville is currently on a 6-month re-review regarding a potential reversal of increased monthly fee due to late reporting on financials (financial reporting has been on-time since December 2021). Additionally, Bill shared vision for more streamlined reporting.

5. GOVERNANCE, Part 2

D1 – Financial Conditions and Activities Monitoring Report, 7:00pm

--- Rachel moved to accept the D1 Financial Conditions and Activities monitoring report. Brandon seconded. Motion passed 7-0-0.

Seat 2022 Board of Directors, 7:18pm

Rose Marie seats the 2022 Board -- Rose Marie Klee, Brandon Hines, Jason Bourgeois, Merijayd O'Connor, Rachel Fischer, Stephanie Wong, Sara Vara, Megan McDonald and Brian Mikulencak.

Election of Officers, 7:20pm

--- Rose Marie moved to accept the electing officer candidates: Brian for Secretary and Stephanie for Treasurer. Board agreed to postpone President election while Brandon waits for clearance/approval from his work. Motion passed 8-0-0.

BREAK

6. COMMITTEE WORK

Overview of Committees, 7:43pm

Rose Marie led discussion focused on orienting board to how committees work, and how they help the board get all the important work done.

- Discussion important to get a sense of who will be a part of current and potential new committees

Nominations Committee,

Rose Marie explained how the nominations committee is the only perpetual, standing committee

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Board of Directors

7:00PM

7:30PM 7:43PM





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8:24PM

9:10PM

prescribed in the bylaws.

- Nominations committee represents the heavy lifting when it comes to coming up with the candidate recruitment process and vetting prospective candidates, etc.

Owner Engagement Committee, 8:07pm

Formed recently, with the primary function of planning the Annual Fall Owner Gathering, which is required in our bylaws and by TBAC.

- Communication with owners is critical for this committee
 - Works closely with operations in this area
- Asks and tries to answer: what is expected of board members and what is a reasonable amount that can be accomplished?

Audit & Review Committee, 8:12pm

Required by state law to have a review committee every year.

- Meant to be composed of those that are not principal bookkeepers at the co-op, who look at the quality of our financial conditions

Wheatsville has been conducting financial audits for many years, since before we became a multi-store operation.

- Although audits not required by law, they are a wise choice for a co-op of our size and complexity

7. Executive Session

Discuss confidential leasing issues Session included BOD, Bill Bickford and Tanya Carney.

8. ADJOURN

At 9:10pm, Rose Marie Klee adjourned the meeting.