

Wheatsville Board of Directors  
 June Meeting Agenda  
 Tuesday, June 27th, 2023  
 6:00-9:00PM \*\*\*VIRTUAL MEETING\*\*\*  
 Contact [julia@wheatsville.com](mailto:julia@wheatsville.com) for info to join



TIME	TOPIC	ACTION	PAGE
TBD	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN	
TBD	2. AGENDA REVIEW	DISCUSS	
	3. CONSENT AGENDA: May 2023 Meeting Minutes Monthly GM Update B4 – Board Meetings Monitoring Survey	VOTE	
TBD	4. GOVERNANCE + COMMITTEE WORK Recite Ends Disclose Potential Conflicts of Interest (ref B.5.3) D2 – Business Planning + Financial Budgeting GM Monitoring Report GM Eval. + Comp. RFP Discussion Nominations Committee Owner Engagement Committee Audit and Review Committee	RECITE DISCUSS VOTE DISCUSS VOTE DISCUSS DISCUSS	
TBD	BREAK		
TBD	6. QUARTERLY BOD-ONLY EXECUTIVE SESSION		
TBD	7. ADJOURN July 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 June Minutes June 27th, 2023

Present: Brandon Hines (arrived 6:35pm), *President*; Sara Vara, *Secretary*; Stephanie Wong, *Treasurer*; Megan McDonald; Joelle Williams; Cody Atkins, and Lisa Mitchell

Staff present: Bill Bickford, *General Manager*, and Julia Barron, *Board Admin*

Absent: MeriJayd O'Connor, *Director*, and Jason Bourgeois, *Director*

Others Present: Brianna Menard, *Prospective Board Member*

**Call to Order** **6:01PM**

**1. OPEN TIME** **6:01PM**

**2. AGENDA REVIEW** **6:10PM**

Stephanie proposed moving committee work to the top of the agenda since Brandon will be a bit late for the meeting. Directors agree.

**3. CONSENT AGENDA** **6:11PM**

May 2023 Minutes

Monthly GM Update

B4 – Board Meetings Monitoring Survey

--- Lisa motioned to accept the Consent Agenda. Joelle seconded. Motion passed 6-0-0.

**4. GOVERNANCE AND COMMITTEE WORK** **6:12PM**

**Recite Ends, 6:12pm**

Bill recited the Ends.

**Nominations, 6:12pm**

Megan provided an overview of recent nominations sessions and orientations with prospective board nominees. She discussed the proposal to shorten the election from 60 days to 30 days for future elections, as it does not seem necessary now that voting is available digitally. This would also free up some room to lengthen the applications process. All directors present were ok with the proposed change. Nominations will work with Secretary (Sara) on wording for the ballot, which will then be sent to Leslie and Bill for review. Board to vote on the new verbiage during July meeting. Bill suggested running specific language by the lawyer.

**Owner Engagement Committee, 6:32pm**

Lisa led the discussion in MeriJayd's absence, beginning with an update on the BOD's involvement at the upcoming co-op plant-based vendor fair on Saturday, July 22<sup>nd</sup>. Directors attending will engage with community about ownership and getting involved at the co-op. OEC



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is in the process of planning a community connect event for Wednesday, September 20<sup>th</sup> at 6pm, with the goal of ownership participation. Lisa explained that OEC will try to schedule a community connect event at least twice a year at times that are conducive to people attending. The following CC event will be tentatively scheduled for February. Cody has agreed to be the mc for the Fall Owner Gathering in October.

### **Audit and Review Committee, 6:37pm**

Stephanie shared about an upcoming committee meeting with Wegner on Tuesday, July 11<sup>th</sup>.

### **Disclose Potential Conflicts of Interest (ref B.5.3), 6:39pm**

Brandon went over B.5.3 to make sure BOD aware of their obligations and how conflicts of interest can be updated at any point throughout the year.

### **D2 – Business Planning and Financial Budgeting GM Monitoring Report, 6:42pm**

Bill provided the monitoring report and the 2023-2024 Wheatsville business plan for overview and discussion with directors. Cody questioned whether it is responsible to plan for growth if we have been unprofitable for a while. Sara also questioned Wheatsville's measures of success according to the current and past business plans. The board expressed a desire to be able to contextualize things. Bill to provide baseline measures of success. Bill to recreate sales ops report for directors.

--- Cody moved to accept the D2 – Business Planning and Financial Budgeting GM Monitoring Report with the expectation that there will be follow-up for a select set of metrics to include additional details, contextualized data, and baseline measures for success from Bill and operations. Brandon seconded. Motion passed 7-0-0.

### **BREAK**

**7:29PM**

### **4. GOVERNANCE, Part 2**

**7:40PM**

### **GM Evaluation and Compensation RFP Discussion, 7:40pm**

Brandon wanted to make sure directors felt they were provided with enough helpful information and articles relating to GM Evaluation and Compensation.

### **6. QUARTERLY BOD-ONLY EXECUTIVE SESSION**

**7:50PM**

\*\*\*PURPOSE: Quarterly check-in/discussion

At 7:50pm, Brandon moved the Board into a board-only executive session.

At 8:41pm, Brandon moved the Board out of executive session.

### **7. ADJOURN**

**9:16PM**



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**July Preview, Closing Round, and Wrap-up**

**At 9:16pm, Brandon adjourned the meeting.**