

Wheatsville Board of Directors
 May Meeting Agenda
 Tuesday, May 23rd, 2023
 6:00-9:00PM ***VIRTUAL MEETING***
 Contact julia@wheatsville.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	
	3. CONSENT AGENDA: April 2023 Meeting Minutes Monthly GM Update B4 – Board Meetings Monitoring Survey	VOTE	
6:15pm	4. GOVERNANCE		
(1 min)	Recite Ends	RECITE	
(9 min)	ACBA Update	DISCUSS	
(10 min)	B5 – Directors’ Code of Conduct Monitoring Survey	VOTE	
(30 min)	D9 – Emergency GM Succession Monitoring Report	VOTE	
(5 min)	Vote to Move Ends Monitoring Report to August	VOTE	
(5 min)	Vote to Move D2 Monitoring Report to June	VOTE	
(30 min)	GM Evaluation and Compensation Discussion	DISCUSS	
7:45pm	BREAK		
7:55pm	5. EXECUTIVE SESSION ***Purpose: Discuss Proprietary Business Matters		
8:35pm	6. COMMITTEE WORK		
(10 min)	Nominations Committee	DISCUSS	
(10 min)	Audit and Review Committee	DISCUSS	
(10 min)	Owner Engagement Committee	DISCUSS	
9 :05pm	7. ADJOURN		
(4 min)	June preview, Closing Round, and Wrap-up		
(1 min)	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



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Present: Brandon Hines, *President*; Sara Vara, *Secretary*; Stephanie Wong, *Treasurer*; MeriJayd O'Connor (arrived 6:50pm); Jason Bourgeois; Joelle Williams; Cody Atkins, and Lisa Mitchell (arrived 6:13pm)

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

Absent: Megan McDonald, *Board of Directors*

Others Present: Donald Jackson, *ACBA*

Call to Order **6:01PM**

1. OPEN TIME **6:03PM**

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

3. CONSENT AGENDA **6:12PM**

April 2023 Minutes

Monthly GM Update

B4 – Board Meetings Monitoring Survey

--- Sara motioned to accept the Consent Agenda without B4 – Board Meetings Monitoring (to be re-submitted for the next meeting due to missing responses). Stephanie seconded. Motion passed 7-0-0.

4. GOVERNANCE AND COMMITTEE WORK **6:15PM**

Recite Ends, 6:15pm (22)

Bill recited the Ends.

ACBA Update, 6:15pm

Don led update discussion about all that is going on at ACBA right now, especially relating to housing co-ops and housing co-op advocacy. Tentatively scheduled co-op social for Saturday, July 15. Don let directors know that ACBA Board has open vacancies.

B5 – Directors' Code of Conduct Monitoring Survey, 6:25pm

Stephanie brought up B.5.10., asking how the board usually adheres to the policy in the annual report. Brandon confirmed that it is in the form of a narrative write-up in the annual report that has not changed for many years. BOD to revisit past annual reports to check this.

--- Stephanie motioned to accept the B5 – Directors' Code of Conduct Monitoring Survey



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Results. Lisa seconded. Motion passed 7-0-0.

D9 – Emergency GM Succession Monitoring Report, 6:30pm

Bill explained that D9 is the shortest of the GM Monitoring Reports, and that this year's report is largely the same as last year. Bill updated the development parts that Tanya was able to do in the last year.

--- Lisa moved to accept the D9 – Emergency GM Succession Monitoring Report. Jason seconded. Motion passed 7-0-0.

Policy Change Votes, 6:33pm

Brandon brought up the proposed changes of moving the Ends monitoring from March to August and the D2 monitoring from July to June. Bill added that he preferred to forego Ends for FYE22, as he is about to embark on Ends for FYE23, which is much more relevant. He believes September or October would be the best time to report on the Ends. Julia to share the most recent Ends report with directors, as well as any other helpful documents and resources. Brandon to share most recent Ends reports with Leslie (CCMA) to get some guidance. Bill to take time to develop his interpretation of the Ends. Board agreed they want to plan upcoming strategic discussions surrounding the Ends. Bill proposed for directors to vote on him forgoing FYE22 Ends Report under the condition that he provide the FYE23 Ends Report by the September meeting that will be the baseline and new template for the Ends Report. Brandon proposed to move Bill's proposed vote to the June meeting agenda. Brandon and Julia to meet and write up what the vote will look like. All agreed to defer voting on permanently moving D2.

GM Evaluation and Compensation Discussion, 7:35pm

Brandon reviewed provided learning documents with directors. Directors to start thinking about what frameworks to use.

BREAK

7:40PM

5. EXECUTIVE SESSION

7:50PM

***PURPOSE: to discuss proprietary business matters.

At 7:50pm, Brandon moved the Board into executive session to include Bill Bickford and Tanya Carney.

At 8:40pm, Brandon moved the Board and guests out of executive session.

6. COMMITTEE WORK

8:41PM

Nominations Committee, 8:41pm

Jason provided an overview of the nominations committee application packet, including the schedule of upcoming important dates. Sara added her opinion that the timeline seems rushed for applicants and for getting the word out. Bill suggested that marketing send an email out to



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owners on behalf of the board regarding board recruitment and nominations. There are 4 directors up for re-election this fall: Jason, Stephanie, MeriJayd, and Lisa. Directors to vote on the Board Application during the June meeting.

Audit and Review Committee, 9:03pm

Stephanie let directors know that the audit engagement letter to engage in the audit with Wegner has been signed. Inventory will start at 4:30am on 5/29.

Owner Engagement Committee, 9:06pm

MeriJayd shared a list of upcoming potential board engagement events, such as the 2nd annual Taste of Plant-Based vendor fair on Saturday, July 22nd.

7. ADJOURN

9:14PM

June Preview, Closing Round, and Wrap-up

At 9:14pm, Brandon adjourned the meeting.