

Wheatville Board of Directors
May Meeting Agenda
Tuesday, May 24th, 2022
6:00-9:00PM *VIRTUAL MEETING*****
 Contact julia@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	
	3. CONSENT AGENDA:	VOTE	
	April 2022 Minutes		5
	Monthly GM Update		9
6:15pm	4. GOVERNANCE		
(1 min)	Recite Ends	RECITE	
(9 min)	B5 – Directors’ Code of Conduct Monitoring Survey	VOTE	11
(10 min)	D9 – Emergency GM Succession Monitoring Report	VOTE	12
(30 min)	GM Update	DISCUSS	
7:05pm	BREAK		
7:15pm	5. COMMITTEE & BOARD WORK		
(5 min)	ACBA Committee	DISCUSS	13
(10 min)	Audit and Review Committee (Audit Engagement Letter)	VOTE	
(10 min)	Nominations Committee (Resolution to Conduct 2022 Co-op Vote)	VOTE	
(5 min)	Owner Engagement Committee	DISCUSS	
(10 min)	Board Compensation Discussion	DISCUSS	42
(10 min)	Board Strategies and Process Improvements Discussion	DISCUSS	40
(25 min)	GM Evaluation and Compensation Learning + Review Process	DISCUSS	33
8:20pm	6. EXECUTIVE SESSION		
(35 min)	***PURPOSE: to discuss proprietary business matters	DISCUSS	
8 :55pm	7. ADJOURN		
(4 min)	June Preview, Closing Round, and Wrap-up		
(1 min)	Adjourn		

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

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

Others Present: Don Jackson, *ACBA (Austin Cooperative Business Association)*

Call to Order **6:10PM**

1. OPEN TIME **6:11PM**

2. AGENDA REVIEW **6:12PM**

Brandon suggested moving the Board Strategies Discussion up to 4. Governance.

All BOD agreed. He also mentioned supplemental materials sent separately to the Board because they did not make the packet assembly deadline.

3. CONSENT AGENDA **6:13PM**

April 2022 Minutes

Monthly GM Update

--- Brian moved to accept the Consent Agenda. MeriJayd seconded. Motion passed 8-0-1 (abstain).

4. GOVERNANCE **6:15PM**

Recite Ends, 6:15pm

Bill recited the Ends.

B5 – Directors' Code of Conduct Monitoring Survey, 6:16pm

Julia to meet with Rose Marie regarding survey formatting. Julia to add a "don't know" option to Board survey response selection. Brandon noted the importance of getting packets out on time and how engagement has been lacking lately, so the board collectively needs to figure out how to make things efficient and increase our overall engagement.

--- Jason moved to accept the B5 – Directors' Code of Conduct Monitoring Survey. Rose Marie seconded. Motion passed 9-0-0.

D9 – Emergency GM Succession GM Monitoring Report, 6:21pm

Bill mentioned that Tanya Carney (Lamar Store Director) prepared the D9 monitoring report, as it has historically been a requirement for the GM's successor to get experience preparing GM



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monitoring reports. Bill explained his intent to familiarize Tanya with important upcoming reports, D1 – Financial Conditions + D6 – Staff Treatment and Compensation.

Bill recommended having a single point of contact for the Board, as opposed to a succession team of coequals to share the responsibility as “GM succession team.”

- Bill detailed his experience on this type of team, presenting the pros and cons and why a single point of contact makes the most sense, Tanya being his idea of a qualified potential future GM.
- Tanya detailed her co-op experience and more, and her interest in continued learning to prepare herself to be considered a GM successor at Wheatsville.

Rose Marie reminded BOD + GM that, although she agrees that Tanya is qualified and would make a great GM, that, although related, there are differences between emergency GM succession, appointing an interim GM and appointing a GM.

Although they are related, it is important to remember that they are not the same and that the Board decides on an interim GM, not the GM. Bill agreed that he does not have the authority to choose an interim GM, but that he wanted to give his explicit opinions on this topic to avoid past mistakes and conflict.

Rose Marie suggested re-writing the policy to fit Bill’s D9 interpretation.

Bill to coordinate Jason’s (Guadalupe Store Director) attendance at an upcoming Board meeting.

--- Rose Marie moved to accept the D9 – Emergency GM Succession Monitoring Report. Brian seconded. Motion passed 9-0-0.

GM Update, 6:39pm

Bill mentioned he would like to get the Board’s thoughts on staff bonuses, especially since the co-op’s cash balance will be the primary factor in the co-op’s ability to pull off any sort of growth project. Brandon affirmed that staff bonuses are up to the GM and asked about the overall impact on proposed projects. While Bill agreed that every bit of money counts, the benefits of staff bonuses and coordinating a staff party (which have not happened in a long time) will help with retention, slow turnover, and provide overall value, staff satisfaction, and staff engagement.

ACBA Committee, 6:50pm

Don Jackson (Austin Co-op Business Association) provided an overview of the two reports included in the packet, regarding recent ACBA endeavors (new board members, in-person activities and events, co-op coaching services and support, new co-op development, etc.).

- RFP to go to council in September, and recipients notified sometime around July
- BOD discussed w/ Don collaborative marketing opportunities for promoting events amongst co-ops. Don mentioned the ACBA newsletter and reach, encouraging Wheatsville and any co-ops to submit events to be promoted in the newsletter, on socials, and internally between members.
 - o MeriJayd suggested sharing information on Wheatsville candidate/election process. Megan to discuss and carry out with Nominations Committee.



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- Don briefed BOD on local cooperatively owned mobile home park and the GoFundMe for the recent fire they experienced.

BREAK

7:15PM

5. COMMITTEE & BOARD WORK

7:29PM

Audit and Review Committee, 7:29pm

Stephanie discussed having received the audit engagement letter from Wegner. Letter is similar to the last few years.

- Tax preparation – the fees in line with what BOD had talked about for the budget
 - o End of fiscal year = Sunday, May 29th
- Inventory: Bill or Tanya (operations) to reach out to get the ball rolling

--- Brandon moved to authorize Stephanie, as the Treasurer, to engage Wegner in performing the annual audit. Rachel seconded. Motion passed 9-0-0.

Nominations Committee, 7:36pm

Current BOD members up for reelection need to begin thinking about whether they will be running in the upcoming election.

BOD discussed what should absolutely be included in external documents related to NomCom. Rachel asked about the Board's role in deciding CAP (Community Action Partners), suggesting the Board has an opportunity to address this.

- Is this purely an operations matter?
- Bill mentioned similar conversations with the marketing team, as well as his hesitations to change things too drastically
 - o Bill suggested having a wider slate to allow new organizations a chance

--- Jason moved to accept the Resolution for the Co-op Vote. MeriJayd seconded. Motion passed 9-0-0.

Owner Engagement Committee, 8:02pm

MeriJayd outlined plans, tasks, and goals for OEC (Owner Engagement Committee).

Rose Marie brought up directors being more vocal in external communications to owners, as well as the importance of Board crisis communication.

Board Compensation Discussion, 8:05pm

Board Strategies and Process Improvements Discussion, 8:10pm



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GM Evaluation and Compensation Learning + Review Process, 8:25pm

BOD agreed to move this discussion to another time to move on to the Executive Session.

6. EXECUTIVE SESSION

8:26PM

***PURPOSE: to discuss proprietary business matters.

Staff Included: Bill Bickford, Tanya Carney and Julia Barron.

7. ADJOURN

9:30PM

June Preview, Closing Round and Wrap-Up

At 9:35pm, Brandon Hines adjourned the meeting.