

Wheatsville Board of Directors
March Meeting Agenda
Tuesday, March 22nd, 2022
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:	VOTE	
	October 2021 Special Meeting Minutes (Still need to be approved)		5
	February 2022 Meeting Minutes		8
	A – Ends and Other Governance Calendar Changes		11
	Monthly GM Update		12
6:15pm	4. GOVERNANCE		
(1 min)	Recite Ends	RECITE	
(10 min)	B1 – Governing Style Monitoring Survey	VOTE	15
(10 min)	B2 – The Board’s Job Monitoring Survey	VOTE	16
(10 min)	C1 – Unity of Control Monitoring Report	VOTE	17
(10 min)	D3 – Asset Protection Monitoring Report	VOTE	18
(44 min)	GM Update	DISCUSS	
7:30pm	BREAK		
7:40pm	5. COMMITTEE WORK		29
(5 min)	ACBA Committee	N/A	
(10 min)	Audit and Review Committee	VOTE	30
(10 min)	Nominations Committee	DISCUSS	34
(10 min)	Owner Engagement Committee	VOTE	37
(10 min)	Board Process Improvements (Teams tool introduction)	DISCUSS	
8:25pm (30 min)	6. EXECUTIVE SESSION		
	***PURPOSE: to discuss proprietary business matters		
8 :55pm	7. ADJOURN		
(4 min)	April 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



Board of Directors March Minutes March 22nd, 2022

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

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

Call to Order **6:01PM**

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

2. AGENDA REVIEW **6:09PM**

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

October 2021 Special Meeting Minutes

February 2022 Meeting Minutes

A – Ends and Other Governance Calendar Changes

Monthly GM Update

--- Rachel moved to pull A – Ends and Other Governance Calendar Changes.

- Need to correct dates and make any previously agreed upon changes

--- Rose Marie moved to pull October 2021 Special Meeting Minutes

- Wrong notes. Julia to prepare correct notes to be included in the April Packet.

--- MeriJayd moved to pull February 2022 Meeting Minutes

- Need to edit language for better clarity. Julia to edit for the next meeting.

--- MeriJayd moved to accept the Consent Agenda, including only the Monthly GM Update.

Rose Marie seconded. Motion passed 9-0-0.

4. GOVERNANCE **6:22PM**

Recite Ends, 6:22pm

Bill recited the Ends.

B1 – Governing Style Monitoring Survey, 6:23pm

Brian mentioned BOD could be more proactive as a group. To be expanded upon at the retreat.

--- Rose Marie moved to accept B1 – Governing Style Monitoring Survey. Brian seconded.

Motion passed 9-0-0.

B2 – The Board's Job Monitoring Survey, 6:28pm

MeriJayd posed question, "what does the board consider as 'regular' communication with owners?"—OEC to expand upon this. Board retreat topic.



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Brandon mentioned board perpetuation and making sure BOD retains and recruits folks who are willing, able and excited about driving committees, becoming a board officer, etc. to set Wheatsville board up for long-lasting success.

Sara is curious about exploring different board leadership structures. To be discussed in greater depth at board retreat.

--- MeriJayd moved to accept B2 – The Board’s Job Monitoring Survey. Brian seconded. Motion passed 9-0-0.

C1 – Unity of Control Monitoring Survey, 6:38pm

--- Jason moved to accept C1 – Unity of Control Monitoring Survey. Sara seconded. Motion passed 9-0-0.

D3 – Asset Protection Monitoring Report, 6:39pm

Bill noted his editing processes for GM monitoring reports.

Bill explained his reporting of noncompliance for D.3.7, as Austin 360 article and PR response from former GM negatively impacted the co-op’s public image. While there is collective agreement that Wheatsville has already corrected the issue that gave rise to the article, this incident did occur at the beginning of the reporting period (although Bill was HR Director, not GM at the time).

- Rose Marie and Rachel expressed the opinion that this does not represent non-compliance.
 - o Further discussion on interpretation amongst GM and BOD.
- Bill mentioned that he will always report something as non-compliant, even if it is straddling the line between compliance and non-compliance, in order to create and maintain trust between GM and BOD. PR to be discussed more at board retreat. Bill mentioned pursuing executive coaching through NCG scholarship (pr/media preparation included). MeriJayd to provide current draft of Board Communication Process document (discussed in February meeting) in April packet.

--- Stephanie moved to accept D3 – Asset Protection Monitoring Survey, with the correction of the date of the article, as well as accepting non-compliance of D.3.7. Rachel seconded. Motion passed 8-0-1(abstain).

GM Update, 7:08pm

Bill updated on Amy’s Kitchen labor dispute and how NCG decided no further action is warranted at this moment based on their satisfaction with the evidence provided to them upon their further investigation.

Continuous challenges within the bakehouse noted, particularly staffing and leadership changes. April board meeting conflict. ***Re-scheduled to Monday, May 2nd 6-9pm



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Bill mentioned preliminary financials he received and encouraged the board to start thinking about whether patronage rebates and staff bonuses are appropriate/feasible.

- Concern for next year if we do not grow sales as we increase wages.

Bill discussed wage review and resulting increase.

BREAK

7:40PM

5. COMMITTEE WORK

7:51PM

ACBA Committee, 7:51pm

No update this month. Brandon to connect with Don, Wheatsville's ACBA contact.

Audit and Review Committee, 7:52pm

Stephanie is looking for committee members.

- Could be filled by other directors or ownership at large
 - o Stephanie has been talking to an interested owner and will follow up before the next meeting.
 - o What outreach do we have in place for this? Brandon and Stephanie to reach out to Nick regarding marketing email blast.

--- Brandon moved to approve the Audit and Review Committee charter. MeriJayd seconded. Motion passed 9-0-0.

Stephanie presented a draft board budget to BOD for discussion. To be submitted in its final form by the May 2nd board meeting (re-scheduled April meeting).

- Board planning + development: CBLD, CCMA conferences + BOD retreat
 - o Stephanie noted no charges against CBLD line items for the past few years. Stephanie and Bill to work with Zac to discuss and resolve coding issues to properly track budget and reflect actual expenses. Julia to register BOD for CCMA Conference by April 22nd + to book flights and any other relevant expenses. Julia to send all receipts/invoices to Stephanie, Bill and Brandon.

Nominations Committee, 8:22pm

Brandon noted timeline for nominations and the need for committee chair before late May.

Jason and Brian are willing to be a part of the committee. Most documentation is up to date with no great need for revisions.

Discussion about possibility of a bylaws change in the future.

Owner Engagement Committee, 8:24pm

Explanation of perpetual v. standing committees.

MeriJayd agreed to be chair again and will need to confirm which board members will be on the committee.



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--- MeriJayd moved to approve the Owner Engagement Committee charter. Brandon seconded.
Motion passed 9-0-0.

Board Process Improvements – Teams Tool Introduction, 8:36pm

Brandon briefly discusses process improvements, including Microsoft Teams, to be discussed at greater length at an upcoming board demo session.

6. EXECUTIVE SESSION

8:38PM

***PURPOSE: to discuss proprietary business matters

7. ADJOURN

9:10PM

At 9:10pm, Brandon Hines adjourned the meeting.