

**Wheatville Board of Directors**  
**October Meeting Agenda**  
**Tuesday, October 26th, 2021**  
**6:00-9:00PM \*\*\*VIRTUAL MEETING\*\*\***  
 Contact [julia@wheatville.com](mailto: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	
	September 2021 Minutes		3
	September 2021 Special Meeting Minutes		7
	Monthly GM Report		8
	FY2021 Q4/EOY Financial Statements		
	FY2022 Q1 Financial Statements		
6:15pm	4. COMMITTEE WORK		
(1 min)	Recite Ends	RECITE	
(0 min)	ACBA Committee	N/A	
(15 min)	Audit and Review Committee	VOTE	10
(5 min)	Nominations Committee	DISCUSS	
(14 min)	Owner Engagement Committee and Annual Meeting	DISCUSS	
6:50pm	5. GOVERNANCE, PART I		
(10 min)	Diversity, Equity, and Inclusion Update	DISCUSS	
(5 min)	B9 Endorsements Monitoring Report	VOTE	27
(5 min)	C Global Governance Commitment	VOTE	28
(5 min)	D4 – Ownership Rights and Responsibilities Monitoring Report	VOTE	29
7:15pm	BREAK		
7:25pm	6. GOVERNANCE, PART II		
(30 min)	D1 Financial Conditions and Activities Monitoring: Q4FY21 & Q1FY22	VOTE	35
(30 min)	GM Update	DISCUSS	
8:25pm	7. EXECUTIVE SESSION		
	***Discuss confidential HR and financial matters***	DISCUSS	
	Board Actions Arising from Executive Session Discussions	VOTE	
9:00pm	8. 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



# Board of Directors October 2021 Minutes October 26th, 2021

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

Staff present: Mark Jacob, *General Manager*; Bill Bickford, *HR Director* and Julia, *Board Administrator & Marketing Assistant*

Absent: Rose Marie Klee, *President*.

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

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

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

**3. CONSENT AGENDA** **6:14PM**

September 2021 Minutes  
September 2021 Special Meeting Minutes  
Monthly GM Report  
FY2021 Q4/EOY Financial Statements  
FY2022 Q1 Financial Statements

--- Brian moved to accept the Consent Agenda. Jason seconded. Motion passed 7-0-0.

--- MeriJayd moved to accept the Monthly GM Report. Stephanie seconded.  
Motion passed 7-0-0.

**4. COMMITTEE WORK** **6:23PM**

**Recite Ends, 6:21pm**

Mark recited the Ends.

**Audit and Review Committee, 6:23pm**

Brandon gave update and review of final audit report.

Correction to packet: p.10 Brandon noted the Audit and review update needs correcting to reflect PPP loan directive and to include the Audit and Review Letter that's summarized in the update.

Julia to update packet before saving to Basecamp and server archives.

--- Rachel moved to accept the Audit and Review report. MeriJayd seconded.  
Motion passed 7-0-0.



## Board of Directors October 2021 Minutes October 26th, 2021

### **Nominations Committee, 6:34pm**

Jason noted success of Owner Gathering. Jason to meet with Mark as next step to tally votes (will be detailed in next meeting). Election ends 11/9 @ 11:59pm. Vote confirmation meeting tentatively set for 11/16.

### **Owner Engagement Committee, 6:36pm**

MeriJayd led discussion reflecting on recent Owner Gathering. All agreed there was a unifying connection and message amongst participants. BOD discussed successes as well as areas to improve upon for next year. BOD agreed to start engaging owners to prep for next year's election and gathering ASAP. Joint committee meeting TBA beginning of 2022?

## **5. GOVERNANCE, PART 1**

**6:46PM**

### **Diversity, Equity, and Inclusion Update 6:46pm**

Question proposed: how do we create momentum to build and sustain a staff-led DEI Committee? Mark explained how staff interest has fizzled due to many factors, including the promotions of staff most involved in committee efforts. Senior leadership plans to read a book as a team on DEI and meet with Dr. Prince for his thoughts on how to proceed building momentum and continuing work. To be discussed in upcoming leadership meeting. Rachel to reach out to BWIB mutual connections, with one of the goals being to get feedback and insight on how to continue to diversify our partnerships and candidates.

### **B9 Endorsements Monitoring Report, 7:02pm**

---MeriJayd moved to accept the B9 Endorsements Monitoring Report. Megan seconded. Motion passed 7-0-0.

### **C Global Governance Commitment, 7:06pm**

Conversation started about 3<sup>rd</sup> party, NCG, that has influence in operations and the Board's duty to navigate that relationship.

---Stephanie moved to accept the C Global Governance Commitment Monitoring Report. Brian seconded. Motion passed 7-0-0.

### **D4 – Ownership Rights and Responsibilities Monitoring Report, 7:11 pm**

Mark found compliance with all policies detailed in the report, and mentioned tech issue with link to financial information given to owners at the annual gathering. Wheatville rectified the issue as soon as it was recognized, fulfilled requirements and demonstrated good faith.

---Jason moved to accept D4 monitoring report with the note that: the entirety of the report was sent to all that requested as soon as it was known a technology glitch occurred. Brian seconded. Motion passed 7-0-0.



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**BREAK**

**7:18PM**

### **6. GOVERNANCE, PART II**

**7:29PM**

#### **D1 – Financial Conditions and Activities Monitoring Report: Q4FY21 & Q1FY22, 7:30 pm**

Reported compliance with all parts of the policy except D1, D1.1, and D.1.11.

- addition of PPP Loan would have resulted in compliance.

Mark discussed concerns over inflation, and what we can do to better engage owners/potential owners.

---Stephanie moved to accept D1. MeriJayd seconded. Motion passed 7-0-0.

#### **GM Update, 8:22 pm**

Mark addressed store conditions from previous week and actions he is taking to get back on track, including communicating with leadership and managers, addressing the recent transition away from perpetual inventory, and re-setting our expectations of what acceptable conditions are.

### **7. EXECUTIVE SESSION**

**8:31PM**

**\*\*\*PURPOSE: to discuss confidential financial information \*\*\***

**Note that all decisions of the Board will be made in Open Session**

---At 8:31pm, Brandon moved the Board into Executive Session to include Mark, Bill and Julia.

---At 8:35pm, Julia and Mark left Executive Session.

---At 9:01pm, Brian left Executive Session.

---At 9:32pm, Bill left Executive Session.

---At 9:36pm, Brandon moved the Board out of Executive Session.

---At 9:36pm, Brandon moved to engage Bill in negotiations for potentially becoming the next GM subject to any final vote at a particular time. MeriJayd seconded. Motion passed 6-0-0.

### **8. ADJOURN**

**9:12PM**

**At 9:39pm, Brandon Hines adjourned meeting.**