

Wheatville Board of Directors
September Meeting Agenda
Tuesday, September 28th, 2021
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 3. CONSENT AGENDA: August 2021 Minutes Monthly GM Report FY2021 Q4 Financial Statements Unanimous Consent - Net Savings Resolution	DISCUSS VOTE	
6:20pm	4. COMMITTEE WORK (1 min) Recite Ends (0 min) ACBA Committee (5 min) Audit and Review Committee (5 min) Nominations Committee (19 min) Owner Engagement Committee and Annual Meeting	RECITE N/A DISCUSS DISCUSS DISCUSS	
6:50pm	5. GOVERNANCE, PART I (10 min) Diversity, Equity, and Inclusion Update (5 min) Governance Calendar/Policy Monitoring Schedule Revision (10 min) B8 Governance Investment Monitoring Report (15 min) D5 – Treatment of Customers Monitoring Report	DISCUSS VOTE VOTE VOTE	
7:30pm	BREAK		
7:40pm	6. GOVERNANCE, PART II (30 min) D1 – Financial Conditions and Activities Monitoring Report (5 min) Board Compensation (10 min) Annual Report/Breeze Articles (25 min) GM Update (5 min) Board Goals, Retreat, and General Updates	VOTE VOTE DISCUSS DISCUSS DISCUSS	23-36
8:55pm	7. ADJOURN (5 min) October preview, Closing Round, and Wrap-up (0 min) Adjourn	DISCUSS N/A	

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

Staff present: Mark Jacob, *General Manager*; and Julia, *Board Administrator*.

Others Present: Mike Conti, *Owner*

Absent: none.

Call to Order **6:00PM**

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

Mike Conti, owner and former employee, spoke about communication and his concerns regarding the co-op and GM.

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

3. CONSENT AGENDA **6:13PM**
August 2021 Minutes
Monthly GM Report

--- MeriJayd moved to accept the Consent Agenda. Megan seconded. Motion passed 8-0-0.

4. COMMITTEE WORK **6:14PM**
Recite Ends, 6:14pm
Mark recited the Ends.

ACBA Committee, 6:15pm

Rose Marie discussed letter from Don Jackson (Wheatsville's appointee to the ACBA board) regarding city funding concerning food access in Austin. Rose Marie agreed to follow up with Edwin Marty (spelling?), but does not see this making sense for Wheatsville at the moment. Rose Marie discussed upcoming ACBA elections, noting that Don has asked for WV Board's support of his running for re-election as WV rep. All directors in agreement to support Don. Rose Marie suggested Don visit with the WV Board in the near future.

Nominations Committee, 6:25pm

Jason updated directors about the start of the election, that one qualified candidate withdrew from the election, the candidate profiles going up on the website, and current vote count.



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Owner Engagement Committee, 6:30pm

MeriJayd provided an update on her collaboration with Nick and Reilly for the Annual Fall Owner Gathering agenda. All directors agreed to prepare for their introductions and any other assignments regarding the meeting.

5. GOVERNANCE, PART 1

6:39PM

Governance Calendar/Policy Monitoring Schedule Revision, 6:39pm

Rose Marie gave overview of proposed revisions to the governance calendar/policy monitoring schedule from her and Stephanie. Changes proposed due to heavy workload for the month of October (proposed changes: Ends monitoring moved from October to March, D6 from March to June, B6 from June to July, start of C monitoring from April to February, and C4 from August to September). All directors + Mark agreed rebalancing the calendar makes sense.

Julia agreed to update the language and policy changes to the website and calendar.

---Jason moved to accept policy change. Stephanie seconded. Motion passed 8-0-0.

Board Compensation, 6:46pm

Rose Marie discussed current board compensation, referencing pertinent articles from last year's annual report/Breeze, as well as relevant bylaws and state laws. All directors agree to talk/reflect about compensation in the Spring.

---Brandon moved to maintain status quo for Board Compensation for another year. Brian seconded. Motion passed 8-0-0.

Annual Report/Breeze Articles, 6:59pm

Rose Marie spoke about the background of Wheatville's many "annual reports", including the annual financial conditions report (referencing TBOC requirements, Wheatville bylaws and state law) and annual report to owners + review committee. Brian brought up statement of agreements—directors need to sign for record-keeping purposes.

B8 – Governance Investment Monitoring Report, 7:19 pm

Brandon suggested directors talk about this in greater detail in the future due to other priorities. MeriJayd noted mechanisms in place for listening to owners—are they sufficient?

---Brandon moved to accept B8 monitoring report. Brian seconded. Motion passed 7-0-1 (abstain).

D5 – Treatment of Customers Monitoring Report, 7:23 pm



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Mark shared that Wheatville is meeting and surpassing all set metrics for customer satisfaction, but can and should work to do even better. Mark noted the challenges and struggles with staffing, specifically at the Lamar deli. Mark explained upcoming plans for staff-wide re-training in multiple areas of proper customer engagement, and stressed how the experiences of the customers will only ever be as good as the experiences of the employees (importance of providing quality support to staff, resulting in quality customer support). Mark discussed deli bonus incentive program until April 2022, and senior leadership involvement and efforts in the deli.

---Brandon moved to accept D5 monitoring report. Merijayd seconded. Motion passed 8-0-0.

BREAK

7:48PM

6. EXECUTIVE SESSION

7:58PM

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

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

---At 7:58pm, Rose Marie moved the Board into Executive Session to include Board, Mark, and Julia.

---At 8:29pm, Rose Marie moved the Board out of Executive Session.

7. GOVERNANCE, PART II

8:29PM

Resolution on Distribution of Net Savings, 8:29pm

---Brandon moved to accept the Resolution on Distribution of Net Savings. Stephanie seconded. Motion passed 8-0-0.

D1 – Financial Conditions and Activities Monitoring Report, 9:11pm

---Rose Marie moved to defer monitoring of the 4th quarter/end of year D1 until October 2021. Merijayd seconded. Motion passed 8-0-0.

8. ADJOURN

9:12PM

At 9:12pm, Rose Marie Klee adjourned meeting.

Action Items:

- Julia to update website to include policy change. Added September 2021. Target October 2021.
- Directors to sign Statement of Agreement and send to Julia for record-keeping. Added



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September 2021. Target October 2021.

- Directors to make a personal training plan for this year. Added April 2021. Target June 2021.
- Discuss a strategic multi-year plan and write it down.