

Wheatsville Board of Directors
 July Meeting Agenda
 Tuesday, July 27th, 2021
 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	
	June 2021 Minutes		4 – 7
	Monthly GM Report		8 – 9
6:20pm	4. GOVERNANCE, Part I		
(1 min)	Recite Ends	RECITE	
(15 min)	CCMA Virtual Conference Report Out	DISCUSS	10
(14 min)	Diversity, Equity, and Inclusion Update	DISCUSS	
(5 min)	B5 – Directors’ Code of Conduct Monitoring Report	VOTE	11
(5 min)	B6 – Officers’ Roles Monitoring Report	VOTE	12
(5 min)	C2 – Accountability of the GM Monitoring Report	VOTE	13
(5 min)	C3 – Delegation to the GM Monitoring Report	VOTE	14
(0 min)	D1 – Financial Conditions Monitoring Report	N/A	
(10 min)	D2 – Business Planning and Financial Budgeting	VOTE	15 – 23
7:40pm	BREAK		
7:50pm	5. GOVERNANCE, Part II		
(15 min)	GM Update	DISCUSS	
8:05pm	6. COMMITTEE WORK		
(0 min)	ACBA Committee	N/A	
(5 min)	Audit and Review Committee	DISCUSS	24
(5 min)	Nominations Committee	DISCUSS	25
(15 min)	Owner Engagement Committee	DISCUSS	26
8:30pm	7. EXECUTIVE SESSION		
(25 min)	***PURPOSE: to discuss confidential human resources information*** GM Evaluation and Compensation		27
8:55pm	8. ADJOURN		
(5 min)	August meeting preview, Closing Round, and Wrap-up	DISCUSS	
(0 min)	Adjourn	N/A	

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 July 2021 Minutes July 27th, 2021

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: Sara Vara, *Board Candidate*; and Becky Xu.

Absent: none.

Call to Order **6:05PM**

1. OPEN TIME **6:05PM**

Becky Xu shared information about Throw-a-Weigh, and how they can help reduce waste at Wheatville.

2. AGENDA REVIEW **6:19PM**

Rose Marie suggests, instead of not discussing D1 at all, that Directors take a vote on the decision to not monitor Q3 D1, and instead move Q4 D1 monitoring to August meeting.

3. CONSENT AGENDA **6:21PM**

June 2021 Minutes
Monthly GM Report

--- MeriJayd moved to accept the Consent Agenda. Megan seconded. Motion passed 6-0-2 (abstain).

4. GOVERNANCE **6:22PM**

Recite Ends, 6:22pm

Mark recited the Ends.

CCMA Virtual Conference Report Out, 6:23pm

Most Directors were not able to attend. Links to video sessions shared with all directors. Folks who have viewed shared their reflections on the CCMA session.

Diversity, Equity, and Inclusion Update, 6:32pm

Mark gave an update on the DEI work, specifically community work of Wheatville. Julia agreed to gather updates from Nick and Reilly for future community work. Rachel agreed to reach out to Rose (BWIB board) to create a connection between boards.

B5 – Directors' Code of Conduct Monitoring Report, 6:49pm



Board of Directors July 2021 Minutes July 27th, 2021

Directors discussed the incidences of “don’t know” on the report. Jason agreed to find email from Beth regarding DocuSign for documents listed in B.5.1. Julia agreed to work on creating a document repository for easy board access.

---Brandon moved to accept B5 monitoring report. Stephanie seconded. Motion passed 8-0-0.

B6 – Officers’ Roles Monitoring Report, 6:55pm

Directors discussed the incidences of “don’t know” on the report. Board will continue to discuss the needs of financial training with Mark.

---Jason moved to accept B6 monitoring report. Brandon seconded. Motion passed 8-0-0.

C2 – Accountability of the GM Monitoring Report, 7:05pm

---Brandon moved to accept C2 monitoring report. MeriJayd seconded. Motion passed 8-0-0.

C3 – Delegation to the GM Monitoring Report, 7:07pm

Board discussed setting reasonable standards and the definition of reasonable interpretation.

---Brian moved to accept C3 monitoring report. Jason seconded. Motion passed 8-0-0.

D1 – Financial Conditions Monitoring Report, 7:14pm

---Rose Marie moved to shift the D1 monitoring report of Q3 to the Q4 End of Year Financials. MeriJayd seconded. Motion passed 8-0-0.

D2 – Business Planning and Financial Budgeting, 7:22pm

Rose Marie explained patronage rebate and dividends for clarity. Brian followed up with explanation of the importance of paying investor dividends.

---Rachel moved to accept D2 monitoring report. Brandon seconded. Motion passed 8-0-0.

BREAK

7:31PM

5. GOVERNANCE, PART II

7:42PM

GM Update, 7:42 pm

Mark gave an update on operations including revamping menus, re-expanding the bulk section and driving sales. Mark gave an update on the new Perishables Director, Wesley Skidmore. Mark gave an update on financial results, labor, staffing, and the insurance claim from the winter storm. Mark also shared about the decision-making process regarding COVID protocols in



Board of Directors July 2021 Minutes July 27th, 2021

response to Delta variant.

6. COMMITTEE WORK

8:07PM

ACBA Committee

No discussion.

Audit and Review Committee, 8:07pm

Brandon discussed engagement with Wegner Associates for Wheatsville's annual audit. Brandon requested documents from Mark to prep Wegner on general logistics for pre-audit work. Brandon requested that Mark be more involved with the upcoming lease capitalization rules and brought up the potential handling of PPP loan.

Nominations Committee, 8:13pm

Jason updated the Board on extension of board application deadline (August 1st), largely due to many incomplete applications of interested parties. Jason updated on additional 2 orientation sessions.

Owner Engagement Committee, 8:22pm

MeriJayd reported on the success of Board Connect meeting on July 13th. Julia agreed to reach out to Nick to see if a panel recording is preserved somewhere that is accessible to all directors.

7. EXECUTIVE SESSION

8:31pm

***PURPOSE: to discuss confidential human resources information ***

---At 8:31pm, Rose Marie moved the Board into Executive Session to include Board only.

---At 8:59pm, Rose Marie moved the Board out of Executive Session.

8. ADJOURN

8:59pm

At 9:04pm, adjourned meeting.

Action Items:

- Mark & Julia to upload most recent Action Plans to Basecamp. Added January 2021. Target June 2021
- Julia to connect with Brandon re: including Review Committee tasks related to the annual report. Added January 2021. Target July 2021.
- RMK will write a paragraph that primes people for the Self Evaluation Survey so that we can have conversation focused on Board performance rather than the survey tool itself. Added January 2021. Target October 2021.
- Brian to review previously prepared information on board email practices where legal



Board of Directors July 2021 Minutes July 27th, 2021

actions are possible. Added March 2021. Target July 2021, in coordination with OEC work plan.

- Julia to get Breeze deadlines and populate the google spreadsheet calendar. Added February 2021. Target June 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.