

**Wheatsville Board of Directors
January Meeting Agenda
TUESDAY, JANUARY 28th, 2025
6:00-9:00PM ***VIRTUAL MEETING***
Contact Lwinters@wheatsville.com for info to join**



TIME	TOPIC	ACTION	PAGE
6:00 pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN	
6:10 pm	2. AGENDA REVIEW 3. CONSENT AGENDA: November/December 2024 Meeting Minutes December 2024 Special Meeting Minutes Monthly Operations Report Ownership Report Monthly GM Update	DISCUSS VOTE	4-7 8 9-10 11 12-13
6:15 pm	4. GOVERNANCE (1 min) Recite Ends (14 min) D – Global Executive Constraint (25 min) D1 – Financial Conditions Report (5 min) Quarterly board budget update (budget vs actuals) (5 min) Statement of Agreement – Disclose Conflict of Interest	RECITE VOTE VOTE DISCUSS DISCUSS	14-17 18-34 35
7:05 pm	BREAK		
7:15 pm	5. GOVERNANCE, Part 2 & COMMITTEE WORK (5 min) Seat 2025 Board of Directors (10 min) Elect Officers (5 min) Nominations Committee (10 min) Owner Engagement Committee (5 min) Audit and Review Committee (10 min) Moment of Appreciation for Outgoing Directors	VOTE VOTE DISCUSS DISCUSS DISCUSS DISCUSS	36-37
8:05 pm	6. ADJOURN (4 min) February Preview, Closing Round, and Wrap-up (1 min) Adjourn	DISCUSS	

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

January Minutes

January 28, 2025

Present: Brandon Hines, *President*; Lisa Mitchell, *Treasurer*; Brianna Menard, *Secretary*; Sara Vara; MeriJayd O'Connor; Megan McDonald; Mindy Nobles; and

Staff Present: Bill Bickford, *General Manager*; Lindsay Winters, *Board Admin*; and Tanya Carney, *Lamar Store Director*

Others Present: Julie Gomez, *incoming Board Candidate* (6:42pm); Nicole Seltman, *incoming Board Candidate*; and Libby Brookshire, *Ownership & Outreach Coordinator*

Absent: Cody Atkins

Call to Order 6:05 PM

1. OPEN TIME 6:05 PM

Libby, the new Ownership and Outreach Coordinator, and the Board introduced themselves.

2. AGENDA 6:11 PM

Bill asked for a brief Executive Session at the end of the meeting.

3. CONSENT AGENDA 6:13 PM

November/December 2024 Meeting Minutes

Special December 2024 Meeting Minutes

Monthly Operations Report

Ownership Report

Monthly GM Update

--- Brianna moved to accept consent agenda, Mindy seconded. Motion passed (8-0-0).

4. GOVERNANCE 6:15 PM

Recite Ends, 6:15 PM

Megan recited the Ends.

D – Global Executive Constraint 6:15 PM

--- Brandon moved to accept D – Global Executive Constraint. MeriJayd seconded. Motion Passed (8-0-0).



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D1 – Financial Conditions Report

6:17PM

Bill provided an overview of D1, noting the ongoing declining sales at the Guadalupe location. He suggested that a long-term solution might involve relocating to a different site in north-central Austin.

Brandon asked about the profit margin, highlighting Guadalupe's better gross profit margin. Bill acknowledged a potential error on their end and promised to follow up. Sara expressed concern from the Board about the need for more detailed reporting, suggesting that data for South Lamar and Guadalupe be separated. Bill explained that the financial condition reporting is based on co-op policy which does not distinguish between the two locations.

Lisa inquired about the implications of trimming Guadalupe's deli operations versus breaking the lease. Bill indicated that maintaining cash flow was currently more favorable than terminating the lease. Lisa also inquired about the impact of the Black Star Co-op closure, to which Bill replied he had no updates and didn't expect to recover the full investment.

Brandon asked if anyone had received recent financial statements; Bill confirmed he had not. Bill also mentioned reaching out to Black Star about potential pop-up events once the Wheatsville on South Lamar obtains an alcohol license.

--- Mindy motioned to accept D1 – Financial Conditions Report. Joelle seconded. Motion Passed (8-0-0).

Quarterly board budget update (budget vs actuals), 6:40 PM

MeriJayd inquired whether the Board wanted to send anyone to the CCMA conference. Brandon mentioned a virtual attendance option, which Mindy expressed interest in. He suggested that we review schedules to arrange training at the beginning of the next meeting.

Statement of Agreement – Disclose Conflict of Interest, 6:45 PM

All Board members have signed and submitted their Statements of Agreement.

5. GOVERNANCE, Part 2 & COMMITTEE WORK

6:48 PM

Seat 2025 Board of Directors, 6:48 PM

-- Brandon motioned to seat the 2025 board of directors to include Mindy, Nicole, and Julie. Joelle seconded. Motion passed (8-0-0).

Outgoing Board members include Sara Vara and Megan McDonald. Voting ended for Megan and Sara. Initiated members, Mindy, Nicole, and Julie, were made eligible to vote.

Brandon and MeriJayd thanked Sara and Megan for their work, contributions, and dedication.



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Elect Officers, 7:50 PM

Three directors put themselves forward as candidates for Officer positions. The floor was opened to additional nominations, and there were none.

---Brianna nominated Mindy Secretary. Brandon seconded. The Board voted to elect Mindy as Secretary (8-0-0).

---Lisa nominated Julie as Treasurer. Brandon seconded. The Board voted to elect Julie as Treasurer, (8-0-0).

---Lisa nominated Brandon as President. Mindy seconded. The Board voted to elect Brandon as President, (7-0-1) abstain.

Nominations Committee, 6:57PM

No new updates. Joelle and MeriJayd will plan to discuss when to start preparing for recruiting for the Board.

Owner Engagement Committee, 7:03 PM

MeriJayd discussed plans for community connect events and surveyed the directors for event suggestions. Brandon suggested having a Community Connect align with the capital campaign.

MeriJayd reminded directors about the Plant and Sustainability Fair on Saturday, February 22 and to stay tuned for the upcoming Breeze deadline. Sara asked about booths beyond plants at the fair, and Bill mentioned there would be gardening related crafts and educational tabling on ecological awareness and urban homesteading.

Audit and Review Committee, 7:08PM

Lisa and Brianna mentioned no new updates and thanked Sara and Megan for the contributions.

Moment of Appreciation for Outgoing Directors, 7:10 PM

Directors and staff do a go around saying appreciations for outgoing directors, Sara and Megan.

BREAK, 7:15 PM

6. EXECUTIVE SESSION

7:26 PM

***Purpose – to discuss proprietary business matters

At 7:25 pm Brandon brought the Board into an executive session to include Bill Bickford, *General Manager*, Tanya Carney, *Store Director*, and Lindsay Winters, *Board Amin*.

At 7:54 pm, Brandon moved the Board out of executive session.



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6. ADJOURN

7:54 PM

February Preview, Closing Round, and Wrap-up, 7:54 PM

At 7:58 PM Brandon adjourned the meeting.