

Wheatsville Board of Directors
May Meeting Agenda
Tuesday, May 27th, 2025
6:30-9:00PM *VIRTUAL MEETING*****
Contact Lwinters@wheatsville.com for info to join



TIME	TOPIC	ACTION	PAGE
6:30pm	1. OPEN TIME – for WV Owners to present any topic to the board	LISTEN	
6:40pm	2. AGENDA REVIEW 3. CONSENT AGENDA: April 2025 Meeting Minutes Monthly Operations Report Monthly Ownership Report Monthly GM Update	DISCUSS VOTE	
6:45pm	4. GOVERNANCE		
(1 min)	Recite Ends	RECITE	
(10 min)	Capital Campaign Update	DISCUSS	
(5 min)	B5 – Directors’ Code of Conduct Monitoring Survey	VOTE	
(10 min)	D9 – Emergency GM Succession Monitoring Report	VOTE	
(5 min)	GM Evaluation and Compensation Discussion	DISCUSS	
7:15pm	BREAK		
7:25pm	5. GOVERNANCE, Part 2 & COMMITTEE WORK		
(5 min)	Nominations Committee (commence election)	VOTE	
(5 min)	Owner Engagement Committee	DISCUSS	
(10 min)	Audit and Review Committee (authorize audit engagement)	VOTE	
(10 min)	Columinate Review, Mindy	DISCUSS	
7:55pm	6. EXECUTIVE SESSION		
(45 min)	Discuss proprietary business matters		
8:40pm	7. ADJOURN		
(4 min)	June preview, Closing Round, and Wrap-up	DISCUSS	
(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



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Present: Brandon Hines, *President*; Julie Gomez, *Treasurer*; Mindy Nobles, *Secretary*; Joelle Williams; Cody Atkins; MeriJayd O'Connor; Brianna Menard

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

Call to Order **6:35 PM**

1. OPEN TIME **6:35 PM**

2. AGENDA REVIEW **6:44 PM**

3. CONSENT AGENDA **6:45 PM**

April 2025 Meeting Minutes
Monthly Operations Report
Monthly Ownership Report
Monthly GM Update

-- Brianna moved to accept the Consent Agenda. Julie Seconded. Motion passed 7-0-0.

4. GOVERNANCE AND COMMITTEE WORK **6:46 PM**

Recite Ends, 6:46 pm

--- Everyone recited the Ends.

Capital Campaign update, 6:48 pm

Bree provided an update to the directors regarding the capital campaign, highlighting a slowdown in acquiring new funds. She mentioned that two new callers have been brought on board to assist with the campaign. Currently, there are over \$600,000 in commitments, and Bree plans to discuss potential investments with larger investors soon.

Joelle and Brandon asked about our current goals and whether we are on track to meet them. Joelle also inquired about alternative ways to raise funds. Bree indicated that we should have surpassed the million-dollar mark by now but assured everyone that more funds are anticipated, and other fundraising avenues could be explored. Bill emphasized the need to announce the new location to generate more interest in investments.



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Julie raised the question of extending the deadline for the capital campaign. Bill confirmed that they could issue new shares and extend the timeframe, provided they receive Board approval.

B5 – Directors’ Code of Conduct Monitoring Survey, 6:48 pm

Brandon and Cody reflected on their experience and expressed their appreciation for everyone's hard work and involvement on the Board as well.

-- Julie moved to accept B5 – Director’s Code of Conduct Monitoring Survey. Brianna seconded. Motion passed 7-0-0.

D9 – Emergency GM Succession Monitoring Report, 7:03 pm

Bill noted that for the fourth year, Tanya remains the designated successor if he cannot continue. Brandon asked if Tanya feels more comfortable this year, to which Tanya mentioned she is still finding her footing, especially regarding Guadalupe and Wheatsville's future. MeriJayd expressed her appreciation for Tanya.

The Board discussed improvements at the South Lamar location, including increased sales and customer count. MeriJayd asked about a third person in line for succession, and Joelle inquired about Tanya's backup. Tanya would choose Robert as her replacement.

--Julie moved to accept D9 - Emergency Succession Monitoring Report. Joelle seconded. Motion passed 7-0-0.

GM Evaluation and Compensation Discussion, 7:13 pm

Brandon emphasized that the General Manager (GM) is accountable for following policies, stating that the performance of the co-op and the GM are interconnected. He asked Bill and the Directors for their thoughts. Cody noted the importance of looking at the co-op's overall market performance rather than just surface metrics. Joelle agreed, adding that store morale should also be considered.

Bill discussed internal vs. external controllables, highlighting that success or failure relies on the Board's perception. He also mentioned that Guad projections are exceeding expectations despite a decline.

MeriJayd stressed the need to stay on schedule in the coming months for the final proposal.

BREAK

7:24 PM



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5. GOVERNANCE, Part 2 & COMMITTEE WORK

7:32 PM

Nominations Committee, 7:32 pm

Joelle reminded the Board that the application period is longer than the election period, which lasts 21 days from October 18th, the date of the Annual Owners Meeting. Applications are due by August 3rd, and we can accept up to nine applicants, making outreach essential to generate interest. Joelle suggested reconnecting with former Board members, while Brandon proposed contacting previous applicants to see if they are interested in rerunning for the Board. MeriJayd inquired if current Board members plan to reapply, and they confirmed they will.

Tanya and the Directors also discussed the option of Wheatville staff members running for the Board, which Joelle noted could provide valuable experience.

-- MeriJayd motioned to Commence the Election. Julie seconded.
The motion passed 7-0-0.

Owner Engagement Committee, 7:52 pm

No new updates. MeriJayd mentioned wanting to table more before the end of the May Owner Drive. Cody emphasized that everyone should make an effort to attend the owner mixer.

Audit and Review Committee, 7:54 pm

Julie noted \$2,000 increase in the Columinate budget and accounting fees, and noted a reduction in the travel and CCMA budget. Brandon mentioned wanting to review and approve the Wegner letter as soon as possible.

--Julie motioned to accept the Board Budget. Cody seconded. Motion passed 7-0-0.

Columinate Review, 8:00 pm

Mindy discussed a Columinate article on Governance in Co-ops, highlighting the board's busy schedule and the need for engagement. She believes the board embodies the spirit of the four pillars of governance.

Brandon emphasized the importance of reflecting on their actions and processes, while MeriJayd noted that Brandon has streamlined focus on these pillars, leading to more efficient meetings.

The group brainstormed ways to support new board members and increase efficiency.



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Suggestions included implementing quarterly readings to help break down information in the Board Manual into manageable portions. Bree highlighted the use of AI tools like Notebook LLM and ChatGPT.

6. EXECUTIVE SESSION

8:16 PM

***Purpose – to discuss proprietary business matters

At 8:16 pm, Brandon brought the Board into an executive session to include Bill Bickford, General Manager, Tanya Carney, South Lamar Store Director, and Lindsay Winters, Board Administrator.

At 9:39 pm, Brandon moved the Board out of executive session.

6. ADJOURN

9:39 PM

June Preview, Closing Round, and Wrap-up, 9:39 PM

The Board will receive and review the Wagner letter and approve it via unanimous consent.

MeriJayd volunteered to present the next Columinate article.

At 9:41 pm, Brandon adjourned the meeting.