

Weaver Street Market Board of Directors

Minutes of January 2008 meeting: combined business meeting and board retreat

Held at Valhalla Conference Center 12-5 p.m. Wednesday January 9, 2008

Directors present: Jacob Myers (chair), James Morgan, Ruffin Slater, Tamara Fetters, Linda Stier, Robert Short, Lori Washington

Others attending: Seth Elliott (retiring director) Andy Sachs (facilitator), Kate DeMayo (notes)

1. Preliminaries

The Board approved the agenda and due to a late start agreed to stay until 5:30 if necessary.

2. Board self-evaluation report

Kate Mayo passed around the results of the board self-evaluation for 2007 and Jacob led the discussion. The self-evaluation numerical results on a scale of 1 to 5 were as follows:

Clarity of Board's instructions to the General manager consistent with the commitment to govern with excellence: 4.25

Ability to adequately monitor the cooperative's performance towards Ends through monitoring of the GM: 4.125

Ability to adequately monitor the GM's compliance with Executive Limitations: 3.8

Workable committee structure consistent with Policy Governance principles: 3.29

Board agendas are consistent with Policy Governance principles: 4.6

The Board has a well-developed and well-functioning system for connecting with the ownership ("linkage"): 2.0

The Board conducts itself consistently with its stated Governance Process policies: 3.8

Discussion: Despite some progress during the year linkage with owners continues to be the weakest area of performance in the Board's self-evaluation. Two linkage initiatives which the Board had initiated in 2007 were the owner newsletter and the incipient program of owner work groups to assist in policy development. These initiatives were too new to have yet had much quantifiable impact. Increased attendance of owners at Board meetings in recent months was welcomed as a positive sign of increased owner interest in Board work. The controversy over the impending move of food production to Hillsborough perhaps had something to do with this up-swing of interest particularly among worker-owners. The Board renewed its commitment to continue seeking improved performance in connecting with the ownership in 2008. Increased transparency of Board process and improved accessibility to the Board by the ownership were identified as key items.

Further areas of discussion included consensus process, committee structure, monitoring process, opportunities for Board evaluation of owner surveys conducted by management, owner input to product policy, and the Board's best use of its own resources. Returning to the core issue of linkage it was suggested that responsiveness to owners questions and comments was extremely important, but this had to be balanced against the Board's responsibility to be proactive rather than reactive, mindfully seeking out the values and priorities of the ownership as a whole and not just responding to the most vocal few. The Food House issue could be instructive. The controversy had been disruptive of scheduled Board work, yet it could have been the most important piece of Board/Owner linkage to have occurred all year. A more proactive connection was desirable so that confrontational strategies were not perceived as the only way to get the Board's attention. To close out this item the Board looked at opportunities for increasing staff support to the Board, especially with a view to improving Board/Owner linkage performance. The GM proposed to allocate additional staff time for Board support. These duties would be initially assigned to Christy Raulli who was returning to work in the marketing department, and the GM suggested that she should attend Board meetings beginning in February to enable her to effectively perform her board support duties. The Board agreed to this proposal.

3. Create focus and set Board priorities for 2008

Jacob led a review of bin items carried forward from 2007. Several items were purged from the list and the Board agreed on the following as priority items for 2008:

- Clarify director election process and rules
- Establish procedure for responding to individual owners
- Improve staff support to the Board
- Continue Board/Owner linkage development
- Review values and policy around volunteer program
- Review management's owner survey data
- Review of Ends: at what cost; inclusive, ecological, fair/non-exploitative
- Establish guidelines for public statements of Directors

The Board Chair was tasked to program these items into the board's 2008 workload.

4. What does a Board Meeting look like?

This item was introduced by the chair as an open-ended opportunity to discuss the nature and format of our meetings. Questions to consider include the purpose and structure of pre-meeting sessions, ground rules for directors, ground rules for owner-visitors, acceptance (or not) of non-owner visitors, agenda writing including what goes into executive session, process for dealing with bin items.

Open session: discussion opened with consideration of offering an open session at the beginning of meetings in which visitors could speak directly to the Board on issues that concerned them in emulation of the practice of local city councils. This had been first suggested some months ago and the increase in visitor attendance was offered as evidence that this would be a useful addition to our process. The major concerns would be to ensure that the open session would not be disrupt-

tive of scheduled Board work but rather assist it. The benefit of the open session would be the opportunity for owners to speak directly to the board, for the board to hear owners' concerns freely and openly expressed, and for comments, questions and responses to be shared with the ownership as a whole via the minutes and other vehicles.

Decision: A proposal was made and agreed to open up a ten minute session with 2 minutes allowed per speaker, this to be on a trial basis with review after six months. Available time for speakers could be extended by agreement of the Board if necessary. This open session would take place at the very beginning of the meeting before the Agenda was confirmed. The Board would set an expectation of a considered response to comments from visitors but not necessarily an immediate one.

Responding to individual owners: this discussion would apply to all comments directed to the Board whether by email, at open sessions or otherwise. All comments directed specifically to the Board by owners deserved a reply, the Board chair had historically borne this responsibility but with increasing openness to owner input some assistance would be required. Rather than expand the workload of directors staff assistance could be brought into play with appropriate procedural controls. The emails which had been recently circulated by Geoff Gilson to a general audience of owners and the responses which he had solicited were a special case as they were not directed at the Board in particular, however it was considered appropriate for the Board Chair to send Geoff a response copied to all on his circulation list reminding him of the specific terms of reference of the elections task force. The Board Chair should feel free to delegate such tasks to other directors especially until staff assistance is clearly in place.

Departing Director: Seth Elliott left at this point and was thanked for his work on the Board over the past two years.

5. Business Meeting

Approval of Minutes

The Board approved the minutes from the meeting of 12/19/07 with two minor languaging changes.

Board Compensation check-in

Board Compensation Policy 4-18 allows the opportunity for additional compensation for Board Officers. Currently the Board Chair is the only officer who receives additional compensation. The Secretary was asked if he felt that his expanded duties in the last year required additional compensation. The Secretary responded that while his workload had been significantly increased in the last year he felt that increasing staff support might mitigate this in the future and requested no additional compensation at this time.

Election of 2007 Board Officers

Jacob Myers was nominated as Board Chair. Jacob accepted the nomination and was so elected, James Morgan was nominated as Secretary. James accepted the nomination and was so elected. Lori Washington was nominated as Treasurer. Lori accepted the nomination and was so elected.

6. Closings

Review decisions and tasks.

The Board reviewed and confirmed its decisions and tasks.

Evaluation

Like the round table, the quiet setting created an excellent retreat atmosphere. The agenda was a good fit to the available time. A good opportunity to welcome Lori as our newest Director.

Tam announced that she and her family would be moving to Canada sometime in 2008 so we should begin to think about her replacement as an appointed director.