

## **Weaver Street Market Board of Directors**

# **Minutes of April 2008 board meeting**

**Held at the Corner Building, Carrboro 6:30 p.m. Wednesday April 16, 2008**

Directors present: Jacob Myers (chair), James Morgan (secretary), Lori Washington (treasurer), Ruffin Slater (general manager), Tamara Feters, Linda Stier, Robert Short

Others attending: Andy Sachs (facilitator), Kate DeMayo (notes), Christy Raulli (staff support), Jamie Bort, Eliza DuBose, Mickey Jo Sorrell, Geoff Gilson, Emily Buehler, Dan Duffy, Sarah Carter, Abe Crystal, David Rizzo, Susannah Thomas (visiting owners)

### **1. Pre-meeting session with Task Force and Owners**

Jacob and Robert presented a synopsis of the Elections Task Force findings and members of the Task Force present among the visiting owners were invited to comment and answer questions for the benefit of directors who had not participated in its deliberations. Among the options discussed there was much support for the establishment of an elections committee to oversee and monitor board elections on an ongoing basis together with the long-term development of an elections manual to guide and clarify the process. The task force had also questioned the correlation between the close of the election and the annual meeting: the meeting was the first chance many owners had to meet the candidates. Delaying the close of elections until after the annual meeting would require a minor change to the by-laws which could be enacted by the Board if it so chose. It was also suggested that there should be additional formalized opportunities for candidates and owners to meet and that there should be consideration of limits on intrusive electioneering and of protocols for resolving election disputes and challenges. A further suggestion was that an online forum might be initiated to facilitate communication to, from, and between owners concerning election and other matters. One Task Force member raised the question of appointed directorships and suggested that the Board should consider replacing these positions with additional elected directors: the traditional justification for appointed directors was to supply particular skills needed by the Board but this need could be supplied by other means such as advisory panels commissioned as needed. There was general interest expressed in exploring this idea in the future.

### **2. Preliminaries**

The Board approved the agenda including the addition of a consent agenda item as 2.5. The Board approved the minutes of the March meeting.

#### **2.5 Consent agenda**

The GM requested Board consent to a change of signatories on the RBC bank account.  
Decision: approved.

### **3. Election Planning**

This item followed on from the Task Force discussion at the pre-meeting. There was general agreement that an elections manual would be a fine thing but was unlikely to be completed in time for the fall 2008 election. A draft protocol for that election could become an elections man-

ual over time subject to feedback from experience. The major issues were ballot design, ballot counting and how owners get information about candidates. Secondary issues were authorized campaign practices and procedures for challenging election results. If new practices were to be implemented for the fall election the Board would have to consider them promptly. Review of Board Policy 4-15 would be necessary and if consideration was to be given to uncoupling the close of elections from the Annual Meeting this would also require a by-law change.

Decision: the Board agreed to implement a subcommittee to process the task force results and present options at the May meeting. The subcommittee would circulate proposals to the Board and to Task Force members within three weeks.

Task: James, Jacob and Robert were assigned to undertake this task.

#### **4. GM monitoring 2-8**

This item was introduced by Jacob: the Board is required to provide an assessment of the GM's performance in Communication and Counsel to the Board through timely, accurate and appropriate supply of information and reporting. There were questions concerning the clarity of the form provided by the chair for this purpose

Task: Jacob is to revise the form and redistribute. Directors are to return their assessment to Kate by May 7th.

#### **5. Closings:**

##### **Tasks and decisions**

The Board reviewed and confirmed its tasks and decisions

##### **Owner linkage, highlights for Board newsletter**

- elections process

##### **May agenda planning**

- draft agenda for may was circulated

##### **Special requests for staff support:**

- none at this time

##### **Evaluation**

- The general monthly communications from the GM are becoming more complex. It might be valuable to schedule regular agenda time for Directors to ask for clarification on any issues arising in these communications.
- The secretary asked Board members to suggest items for inclusion in the Board's owner newsletter that would provide general information on governance issues such as links to relevant online discussions. This was an ongoing request.
- Thanks were expressed for the work of the Task Force and its members' presence at the meeting this evening.

The meeting was adjourned at 8:30 p.m.