

Weaver Street Market Board of Directors

Minutes of August 2008 board meeting

Held at the Food House, Hillsborough 5:30 p.m. Wednesday August 20, 2008

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

Others attending: Andy Sachs (facilitator), Kate DeMayo (notes), Hassan Leahy, Cindy Econopoli, Geoff Gilson, Mickey Jo Sorrell, Emily Buehler (visiting owners)

1. Open session for owner input

Geoff Gilson stated that there was discontent amongst point of sale staff who felt they were not sufficiently informed to be able to respond to questions and complaints from customers problems arising from the Food House transition. He asked that the GM report on treatment of workers not be accepted by the Board on this account. He also asked that the annual meeting of employees revert to a single coop-wide meeting. He claimed that consumer-owners were unhappy with the expansion and requested that the Board institute an inquiry into the process by which it had been implemented. He also questioned whether it was appropriate for the Board to meet with the coop's auditor in executive session.

Other speakers agreed that the transition had been hard on employees and added that the Carrboro store felt neglected and items ranging from floor condition to POS system were in need of attention.

2. Preliminaries

The Board reviewed the agenda and agreed to defer to a later date item 5, Public communications of Directors and item 6, Governance Process upgrade. An item 4a. was inserted to discuss the proposed meeting with Mark Goehring of Cooperative Development Services and the Board approved the agenda as amended.

The Board reviewed and approved the minutes with one minor correction.

3. General Manager's communication and counsel to the Board

There was general discussion of the Food House transition and the problems in customer service arising from it that were still being resolved. The GM stated that he was aware of these issues and improvements were on their way. Truck schedules were being fine-tuned to production schedules to ensure reliable stock situations in the stores. He was aware there had been consumer resistance to the changes in fish and meat service, the changes had been undertaken to enable greater consistency with our Ends by emphasizing sustainable and locally-sourced product of higher quality than we had been able to maintain in the past but agreed that more customer information was required to communicate this benefit. The GM was commended for the excellent

job communicating the introduction of the new shopping bags in terms of the cooperative's values and purpose.

4. GM Monitoring Reports

2-3 Treatment of Staff

This item had been brought forward from the previous meeting. Lori circulated a letter from an employee which indicated that staff were unhappy at having to explain product shortages resulting from the transition without adequate information from management. While not covered by any of the detailed provisions of Policy 2-3 this would seem to be in conflict with the Ends requirement of an empowered workforce. The report indicated however that the GM had complied with all the the provisions of the Policy as written. The GM offered to further investigate the issues of concern and summarize his findings in next month's general communication to the Board.

Decision: The Board accepted the report but committed itself to conducting an early review of the policy to consider how to address issues of staff support in policy so as to ensure that they have the tools and information they need to do their job comprehensively and well.

Task: The GM will report on staff support issues next month. The Chair will schedule a policy review in the Board calendar.

2-4 Compensation and Benefits

The GM presented his report which indicated compliance with the provisions of this policy. The Board received satisfactory answers to its questions on statistical benchmarks used.

Decision: The Board accepted the report.

4a. Meeting with CDS

The Chair presented this item regarding a proposal for the Board to meet with Mark Goerhing of Cooperative Development Services for a Board training session under the CBLD program. The Board requested more information from Mark on the nature and proposed work product of the session before committing to a date.

5. Public communications of Directors

This item deferred to a later date

6. Governance process upgrade

This item deferred to a later date

7. Revision to Policy 4-11

The Chair presented this item proposing a change to provision 1) of this policy which describes the circumstances under which the Board may go into executive session. The change would allow confidential meetings with the cooperative's external auditor. This had arisen because for the first time we were asking for a full audit in place of the less probing financial review which had

been conducted in previous years: the auditor had asked for a private meeting with the Board in the absence of the General Manager so that Directors could speak freely on any particular issues of concern they might have. There was some discussion of the proposed wording which was amended to ensure that auditor meetings were not required to be in executive session but were permitted to be so at the discretion of the Board.

Decision: The Board adopted the change to the policy as amended in discussion. The second sentence of the provision would now read: “*Executive session will only be used when the subject matter is related to litigation, personnel, confidential meeting with the auditor, appointing new board members, or real estate transactions.*” The Board stated its intention to revisit the policy at a later date to consider improvements to this phrasing.

8. Election Committee update

Linda reported that the Committee was doing good work and was well supported by staff. Eliza DuBose is the chair. They will be meeting more often than anticipated: it has met twice so far and has another meeting scheduled for the 26th of August. Work product to date includes approving the ballot design for both sections of the election and designing an anonymous worker-owner ballot process. It has determined that an anonymous consumer-owner ballot is not feasible at this time and has drafted an outline for the future elections manual. The next meeting will address the applications submission process, notification of application received, security of the ballot box, voting and counting procedures.

9. Annual Meeting planning

The annual meeting is now scheduled for Sunday October 19th, the Century Center has been booked for the afternoon and into the evening. Suggested starting time was 5:00 for dinner, 5:30 meeting, but this is not yet fixed. Discussion: the suggested 15 minutes to meet candidates seemed too short, a full hour would be better, perhaps before dinner? Several celebrity speaker names were suggested as a means to improve turnout including Michael Shuman, Barbara Kingsolver and Michael Pollan, though once again we are very late in the calendar to get this accomplished. Small-group discussions have been an excellent way to generate good owner involvement and input, topics for such groups can be solicited from the ownership ahead of time via the Board’s e-news. Robert has set up an online discussion group for the Board and we can develop further ideas there.

Task: the GM will follow up on celebrity speaker options.

10. Closings:

Tasks and decisions

- The Board reviewed and confirmed its tasks and decisions

September agenda planning

- Directors should email Jacob with any items.

Special requests for staff support:

- continue to work on annual meeting programming

Evaluation

- enjoyed the new venue in Hillsborough
- thanks to directors and guests who travelled further to be here
- thanks for the tour of the Food House!

The meeting was adjourned and the Board went into Executive Session to discuss real estate issues with the General Manager and then to meet with representatives of Wegner LLP the coop's outside auditor.