

# Minutes of December 2009 board meeting

Held at Panzanella Meeting Room, Carrboro 6:15 p.m. Wednesday December 16, 2009

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

**Others attending:** Andy Sachs (facilitator), Jason Baker (notes), Curt Brinkmeyer & Rickie White (directors-elect)

## 1. Preliminaries

**a) Owner input:** none

**b) Agenda:** The agenda was approved with the addition of an item for the treasurer to distribute board compensation.

**c) Minutes:** The minutes were approved as written.

## 2. General Manager Items

### **a) GM Report and Communication to the Board**

The GM presented his report to the Board on relevant trends changes and issues. He reported on a presentation given by a representative of the Rodale Institute documenting the opportunities for organic farming techniques to combat climate change while improving farm outputs. He also reported that having succeeded in cost reduction goals the attention of WSM management had turned to fostering sales growth in the stores. Remodeling of the Carrboro store would be a key element in that process.

### **b) Monitoring Report: 2-6 Financial Condition**

The General Manager reported that the coop continued to make good progress toward full compliance with the provisions of this policy.

**Decision:** *The Board accepted the report with acknowledgement of contravention.*

## 3. Policy Development

### **a) Bylaw review**

The secretary presented an updated draft for the Board's consideration. Further input was received for a final draft to be reviewed at the January retreat.

**Task:** *The Secretary will update and circulate a further draft in time for the Retreat.*

## 4 . Board Process

### **a) Elections Update**

The Board had received a comprehensive update from the Elections Committee chair shortly before the meeting. This contained thoughts on clarifying the Committee's charge and authority, including considerations of increasing voter turnout, as well as a new draft of the Elections Manual, which has not yet been formally adopted by the Board. Directors had not had time to review this material at the time of the meeting so discussion was deferred to a later date.

It was suggested that voter turnout might be enhanced by guidance from the Board as to the suitability of candidates, i.e. a Board 'slate', and that this might be included in the discussion of Board composition which was already scheduled for the Retreat.

### **b) Board self-evaluation**

Linda presented a worksheet which was intended to stimulate a comprehensive review of Board process rather than just an assessment of previous achievements.

*Task: Linda to circulate an electronic version of the worksheet for Directors to complete before the retreat.*

### **c) MBA study**

David Russo had talked to several faculty at the UNC Kenan-Flagler Business School who have proposed working with us on a program for MBA students.

*Decision: the Board will receive a pre-meeting presentation in February and schedule an agenda item to discuss the proposal*

### **d) Retreat Planning**

The Retreat will be held at Camp New Hope from 8 a.m. to 4 p.m., a provisional agenda was outlined as follows:

8 a.m. gather, breakfast, elect officers, review agenda

8:30 - 12:00 Discussion: Why are we here?

How are we distinct from our competitors? How do we conduct ourselves and communicate, what is the core of our identity as a coop?

Preparation: (Re) read Brett Fairbairn article "Three Strategic Concepts for the Guidance of Co-operatives"

1:00 - 4:00 Discussion: Board Process items.

Board composition; Patronage Dividend process; Board Education; Linkage; Volunteer Program; Calendar & multi-year planning; Evaluation, next steps.

*Task: Chair to prepare slate of Board Officers before retreat. GM to confirm booking of Camp New Hope.*

### **e) Board Compensation**

The Treasurer distributed semi-annual Board compensation gift cards.

## **5. Closings**

### **a) Tasks & decisions**

The Board reviewed and confirmed its tasks and decisions.

### **b) Agenda items for next month**

Significant agenda items for December 16th meeting were confirmed as follows:

Retreat planning; Board self-evaluation; Bylaw review; Elections manual; MBA study

### **c) Meeting evaluation**

- Good discussion
- Effective process