

Weaver Street Market Board of Directors

Minutes of February 2008 board meeting

Held at the Corner Building, Carrboro 6:30 - 9:30 p.m. Thursday February 21, 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), Christy Raulli (notes & staff support), Jamie Bort, Billy Madden, Geoff Gilson (visiting owners)

1. Open session with visiting owners

Billy Madden suggested that as owner interest in governance was increasing and director elections were attracting more candidates it was time to consider doing away with the two appointed director positions and replacing them with additional elected directors. He added that the elections task force of which he is a member was making good progress. Jamie Bort endorsed Billy's opinion on ending appointed directorships. Geoff Gilson offered the contrary thought that appointed directorships should be retained and that these positions should be filled by appointees with specific professional skills in law, accounting etc. He would also like for the board to consider appointing a standing audit committee.

2. Preliminaries

The Board approved the agenda including minor modifications proposed by the chair. The Board approved the minutes of the January board retreat and business meeting.

3. GM monitoring: 2-8 Communication and Support

The GM presented his report on this policy which included a new interpretation of the broadest provision. The board accepted the report and moved to discussion of the revised direct inspection survey of GM communication to be completed by all directors. The chair received comments on the proposed revisions and would be circulating the updated survey shortly. The secretary asked for clarification of protocols around staff support to the board. There are no established procedures for directors and officers of the board to interface with delegated staff support personnel, and no clarity around how such support is budgeted. Help with getting out the owner newsletter was a pressing item but there were other connections that needed to be made between directors/officers and support staff to promote efficiency in owner linkage issues. These connections would need to be structured so as to honor the board/employee boundaries required by Policy Governance. Ruffin, Christy, and James were tasked to work on this issue. Specific requests for staff support could be made at Closings.

4. Elections Task Force update

Robert delivered a progress update on the task force which is working on improvements to director election procedures. The group which has ten members is meeting on Monday nights and is well into the values-based ground work. Robert expected they would be able to issue a prelimi-

nary report in time for the March board meeting and suggested a full discussion including a pre-meeting with the group at the April meeting. Robert forwarded a request from the group for password access to the CGIN website and Ruffin confirmed that he would be able to supply this.

5. Continued input into 2008 Calendar

Jacob received comments on prioritizing bin items for 2008

6. Annual meeting

Location: best options were the Century Center and the Big Barn in Hillsborough. The Valhalla meeting room was suggested but was considered too out of the way. Christy was asked to look into other Hillsborough locations but to meanwhile secure the Century Center with a deposit.

7. Appointed Director

Tam will be leaving the area and a new director will need to be appointed to fill her place. There was brief discussion of Billy's suggestion of replacing this directorship with an elected position. It was not thought feasible to give this idea proper attention in the time available for this vacancy to be filled but it was suggested that a thorough values-based consideration of board composition might be an appropriate topic for a future owner work group. After some discussion the Board agreed to use as a baseline the procedure developed in 2006 when Tam was appointed. James would circulate the material used at that time and directors would reply promptly with any suggested changes. Staff would be instructed to circulate the information on the appointed position and invitation to apply as widely as possible amongst the ownership.

8. Photo Op

Christy asked the Board to pose for photographs. The Board complied.

9. Closings:

Owner linkage, highlights for Board newsletter

- information and invitation to apply for appointed director vacancy
- preliminary agenda topics for March and April meetings
- elections task force update

Staff support requested

- advertising the appointed director position
- assistance with preparation of board newsletter
- help with developing procedures and structure for board support

Evaluation

- Good discussion, excellent to have established a format for open owner input to board meetings, thanks to visiting owners for participating!
- More organized closings are a definite plus
- How could we be more inviting of active participation by new directors?

The meeting was adjourned at 9:30 p.m.