

**Weaver Street Market Board of Directors**

**Minutes of February 2009 board meeting**

**Held at the Corner Building, Carrboro 6:15 p.m. Wednesday February 18, 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), Kate DeMayo (notes), Robert Short, Mickey Jo Sorrell (visiting owners)

**1. Preliminaries**

**a. Open session for owner input**

There were no owner comments.

**b. Agenda**

The agenda was accepted with the addition of a brief executive session at the end to discuss the appointed director position soon to be due for renewal.

**c. Minutes**

Minutes of the January meeting were approved with a correction to the spelling of C.E. Pugh's last name.

**2. General Manager Items**

**a. General manager's report**

The GM answered questions on the expected positive impact of a new independent Coop in Burlington which would be purchasing from the Food House. He confirmed that WSM was helping the Burlington coop with staff support, providing advice & plan review etc.

**b. Monitoring Report: PM 2-6 Financial Condition**

The General Manager presented his financial report which indicated several policy contraventions. He noted that contraventions continue to result from the adverse economic and market conditions indicated in his previous report and affirmed that his projections for a turnaround by the end of FY 2009 were realistic. He indicated that management had undertaken a number of initiatives to improve financial performance including a series of meetings with staff to develop further ideas for increasing sales. He also anticipated that seasonal sales growth would repeat its regular pattern as warmer weather approaches.

Decision: the Board accepted the report with acknowledgement of contraventions.

**3. Policy Review and Development**

**a. Revisions to PM 4-11 - Board Meetings**

The Board Secretary introduced his draft of a general revision to 4-11 which addressed several recent issues. Changes in item 1 allow the board to admit and invite those who

are not owners to meetings, clarifies conditions for board retreats and executive sessions, and allows for the board to provide for time for visitors to speak during the session. Item 2 clarifies the general purpose of executive session. Item 3 addresses agenda control and timeliness of document distribution. Item 4 is unchanged. Item 5 addresses confidentiality of board documents. Item 6 is unchanged. Item 7 clarifies the conduct and recording of special meetings.

This represents a longer and more detailed policy which offers enhanced opportunities for board process monitoring and board performance review. A need was identified to set up a monitoring schedule for all of our board processes. It was noted that Item 5 concerning confidentiality of Board documents suggested a review of PM 4-3 - Board Members Code of Conduct.

Decision: the Board adopted the revised policy as written.

**b. Bylaws - review of Article 3, Section 8**

After reviewing comments from its outside accountant Bruce Mayer the Board agreed that the sentence forming the final paragraph of this section displayed no justifiable legal purpose and imposed an inappropriate restriction on the GM's ability to satisfy the terms of PM 2-11 - Ownership Investment and Return.

Decision: the Board agreed to strike the sentence "This Corporation does not allocate patronage dividend to Consumer-owners" from the Bylaws.

**4. Board Development**

**a. Review of New Media**

The board had a conversation about ways to connect and communicate with the ownership using social networking tools. The co-op already has a Facebook site and Twitter feed which are both monitored by the marketing department. Social networking may provide the board with a better way to communicate and engage the ownership. Jason, from the marketing department, has more knowledge and materials on how other co-ops are using social networking and will share some of these tools with the board.

Task: each director will explore available online social networking tools before the March meeting and consider ways that they might be used to create better linkage with the ownership.

**b. Ongoing Michael Pollan conversation**

This was a continuation of the conversation begun at the January retreat on Pollan's book "In Defense of Food". Dave was quite taken with Ruffin's passion for using this book and the guidelines laid out in it for the co-ops response to what is happening in the world. While in Arizona with Mark Goehring they devised a way for the board to read this book together and talk about it each month at the board meetings.

Task: each board member was allocated one chapter to read before the next meeting and pick three things from that chapter as preparation for an ongoing discussion which will extract core topics of relevance for WSM.

**c. Bin items**

The board maintains a “bin” of items it would like to discuss but does not have time for when they come up. These items are added to the bin and then added to the agenda at a later meeting. Dave, as the new board chair chose to address the “entrepreneurial assessment” item that was on the bin. During the discussion it discovered that this item was placed in the bin many years ago, while the co-op was expanding. There had been talk, at the time, about hiring a consultant to help the board think through how to measure if they are being entrepreneurial. Since the co-op has just added two new businesses, it seems as if they are being sufficiently entrepreneurial.

Task: Jacob and Linda will go through the rest of the bin, make notes on each item and post the results to the Board Google Group at least five working days before the March meeting.

Task: Each director will review this list when it is posted and identify items they believe should be retained. At the March meeting the board will compare notes in order to purge those items which are no longer significant and prioritize those which remain.

## **5. Closings**

**a. Review Tasks & Decisions**

The Board reviewed and confirmed its tasks & decisions

**b. Inputs into next month’s business**

Scheduled GM monitoring reports will be PM 2-2 (Product Policy), 2-6 (Financial Condition) and 2-12 (Treatment of Vendors). Other agenda items will include review and adoption of the new Elections Manual, a continuation of the Pollan discussion, continued discussion of the potential role of new social media in owner linkage and a purge/review of the bin list.

**c. Special requests for staff support**

None

**d. Meeting evaluation**

Directors were pleased with the improvements of the agenda development function.

**e. Adjourn**

The meeting was adjourned and the Board went into Executive Session to consider the appointed director position currently held by Linda Stier, whose term is due to expire this summer.