

# Minutes of February, 2010 Board Meeting

**Held at Panzanella meeting room, Carrboro, NC, 6:15pm February 17, 2010**

**Directors present:** David Rizzo (chair), Jacob Myers (secretary), Curt Brinkmeyer (treasurer), Ruffin Slater (general manager), David Bright, Linda Stier, Rickie White

**Others attending:** Andy Sachs (facilitator), Jason Baker (notes), Craig McNeal (visiting owner)

## 1. Preliminaries

**a) Owner input:** Visiting owner Craig McNeal stated that he had attended the annual meeting, where he learned about the high expenses associated with using a credit card for small purchases. He hopes that we will advertise this more in the future.

**b) Agenda:** The agenda was approved as written.

**c) Minutes:** The minutes of the January retreat were approved as written.

## 2. General Manager Items

### **a) GM report and communication to the board**

The general manager presented his report concerning relevant trends, changes and issues. Overall co-op sales were above the previous year for both December and January, marking the first such year-to-year increase in two years. The new Michael Shuman book, containing a case study on Weaver Street Market is now available online, and an article about the book has been published in Business Week. The GM recently attended the semi-annual NCGA meeting; coming priorities for the organization include improvement of joint purchasing and the development of standardized financial measures for co-ops.

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

The general manager reported that the co-op continues to make progress towards full compliance with the provisions of this policy. In certain areas it was reported that financial health was improving ahead of the fiscal year's budget. The interpretation of provision #1 was flagged for future change because of a reference to the deleted PM 2-11.

*Decision: The board accepted the report with acknowledgement of contraventions.*

## 3. Policy Development

### **a) Bylaw review**

The secretary presented to the board the latest draft of the bylaws; this was the same as the draft that was reviewed in December. All substantive changes had been agreed to at that time. An additional amendment was proposed by the secretary to address an inconsistency on the second page. The board also discussed the manner in which it would publicize and receive feedback about the proposed bylaw changes.

*Tasks: The secretary will compose the final draft, including the new change on page 2. The secretary will compose a draft communication to ownership to be circulated via enews. The general manager will take steps to begin the legal review of the proposed changes.*

### **b) New policy language based on Fairbairn article**

The board discussed options for creating new policy language based on its ongoing study of the 2003 Brett Fairbairn article "*Three Strategic Concepts for the Guidance of Co-operatives: Linkage, Transparency, and Cognition.*" Several specific items from the article were identified as elements of possible new policies or policy revisions; the board discussed primarily fitting the items into which sections of policy, i.e. Ends, Executive Limitations, or other sections.

*Task: The committee (Curt, Linda, and Ruffin) will bring this item back with additional options for the March board meeting.*

## 4. Board Process

### **a) Elections Committee**

The board reviewed a feedback document that had been prepared by the 2009 Election Committee, with an eye towards creating the 2010 election process. Several specific recommendations were discussed, including making the Election Committee into a standing committee. Would this committee be a committee of the board, or a committee of the ownership?—this question is unresolved. The board also discussed the status of the election manual. To what level of detail should the manual describe the process, and to what extent should the committee have flexibility to determine certain issues?

*Decisions: The committee will become a standing committee with two- year terms. The committee will be empowered to make decisions about specific procedures and necessary minor purchases.*

*Tasks: Linda & Dave will work on determining the delegation of roles between the board and elections committee for the election procedures manual. Linda & Dave will work on determining the delegation of roles between the board and elections committee for the election procedures manual. Linda will communicate to Dave to see who is still interested in serving from the previous year's elections committee. This item will return to the board agenda in April.*

## 5. Closings

### **a) Tasks and decisions**

The board reviewed and confirmed its tasks and decisions. An additional task was identified.

*Task: Ruffin will create a summary page for guests describing the basics of policy governance and how the board operates.*

### **b) Input for next month**

The board will have a final iteration of bylaws. The board will continue to look at policy options based on the Fairbairn article. The board will continue to discuss the creation of candidate slates for the elections.

### **c) Meeting evaluation**

We were unprepared.

GM items were well-prepared.

We should explain what it is that we're doing for the sake of owners--i.e. what is policy governance versus store operations.

The secretary should send out timely minutes.

## 6. Executive Session

The board conducted an executive session to discuss real estate matters.