

Weaver Street Market Board of Directors

Minutes of July 2008 board meeting

Held at the Corner Building, Carrboro 6:30 p.m. Wednesday July 16, 2008

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

Others attending: Andy Sachs (facilitator), Kate DeMayo (notes), Christy Raulli (staff support), Eliza DuBose, Erin Deignan, Jeff Gilson, Sarah Carter

1. Open session for owner input

Eliza DuBose asked for clarification of an item in the June meeting minutes; “(governance) systems upgrade would have major implication for linkage”. She also asked when would be the August meeting date for the elections oversight committee, suggested that planning for the remodeling of the Carrboro store would be a great opportunity for owner linkage, and requested more opportunities for owner engagement at the annual meeting.

2. Preliminaries

The Board reviewed the agenda in the light of Jacob’s absence and agreed to defer items 5, 6, 7 and 8 on which he was scheduled to present significant input. The GM requested an amendment to item 3 deferring his reports on policies 2-7 and 2-11 until September, this had been previously agreed but had not made its way into the agenda. An item was added at the request of Christy Raulli to review the packet for applicants for the board election, and an item was added to review the GM’s general communication and counsel to the Board. There was brief discussion of Board procedure in the absence of the chair. The agenda was approved as revised.

The Secretary responded to Eliza’s question on the July minutes that the comment on linkage was simply included as a remark made at closing without any particular Board action attached to it. The Board approved the July minutes.

David Rizzo was welcomed by the Board to his first meeting as a Director. David had questions about Board process and Linda volunteered to take the lead in bringing him up to speed with Board activities.

2. G-M Monitoring

2-3 Treatment of Staff

The GM presented his annual report on this Board policy.

Discussion: Directors had received this report with too little time before the meeting to fully consider it. Decision: the Board deferred a decision on acceptance on the report until the next meeting. Task: Directors are tasked to communicate any requests for further information on the report sufficiently in advance of the next meeting for considered answers from the GM.

3. Governance Upgrade

Following Robert and Linda's conference feedback at the previous meeting the Board has decided to upgrade its performance under Policy Governance. Linda led the discussion suggesting it was time to step back and consider where our process has become habitual and not fully connected to source. The intent would be to create a package upgrade which would shift us as a Board more fully toward future-based thinking. Are our policies optimally tuned to our needs and responsibilities?

One option to allow more Board time for issues of direction would be to change board process so that GM reports were circulated earlier in the monthly cycle so that questions of information could be asked and answered prior to the meeting. As well as making more efficient use of meeting time, this would allow the generation of better and more specific data, more considered review of the reports and more informed decision-making.

Other comments: relieve pressure on the Chair. Make fuller use of the Board's executive assistant. Learn from best practices elsewhere for better GM reporting and better Board monitoring. Set up an online Board discussion group for structured interaction between meetings. Create an agenda template so that no Board meeting occurs without structured future-based policy work. Give further consideration to hiring CBLD consultancy services as discussed at last meeting.

Tasks: Linda to provide Ruffin with resources on monitoring reports. Robert to set up an online discussion forum to facilitate directors' pre-meeting review and discussion of monitoring reports..

4. Absence of Board Chair

Jacob's absence due to illness had left a hole in the Agenda. Should the Board make special provision for the absence of the Chair?

Discussion: while it's the Chair's responsibility to manage the Board's workload over the year and program meetings by means of the agenda, the main issue this evening was the number of agenda items not implicit to the chair's role which had been prepared and were to be led by Jacob alone in his role as director. It would be appropriate for the burden of leading agenda items were more evenly shared amongst all Directors and the Board committed to ensuring this would be the practice in the future. Also, though it had been rare for any Director to miss a meeting due to illness or other unplanned cause, the importance of finding a substitute for agenda item responsibilities in such circumstances was agreed and emphasized.

Task: the Chair is tasked to delegate more of the agenda item responsibilities.

5. Applicant packet and Owner News

The Executive Assistant asked the board to review and approve the newsletter to be sent out to owners with information on the board election. The elections committee is due to meet in the first half of August, owner interest in the committee appeared to be slight and it is still two members short, at least one of whom needs to be a worker-owner member. Decision: newsletter content approved. Tasks: Lori and James were tasked to find two more owners willing to serve on the committee.

5. GM communication to the Board

The GM's communication to the Board on relevant trends and changes included the following main items:

- Fresh Market has opened its new store at Glen Lennox.
- The new Hillsborough store was exceeding projections in its first few weeks of operations, meanwhile sales in the Carrboro store had dipped more than expected. Consultant Rob Martin had been hired as temporary store manager in Carrboro and he would be focussing on regaining those lost sales. The sales dip was partly due to temporary out-of-stocks resulting from the transition to the new Food House which should soon be up to full production. Staff response to the new facility had been good and final construction items on the exterior should be completed this week.
- Christy would be leaving for planning school at the end of the month, until decisions had been made on a new appointment Ruffin would be handling board support issues directly.
- Ruffin updated the board on the election timeline.

Directors discussed the potential effect of new competitors such as Fresh Market on our direction and purpose. The entry of such new stores into our extended market area indicates a growing public interest in food quality issues, an area in which we believe our cooperative model can greatly exceed the performance of investor-owned business. Are we doing enough in education and outreach to spread awareness of the cooperative advantage among our neighboring communities?

6. Closings:

Tasks and decisions

- The Board reviewed and confirmed its tasks and decisions

August agenda planning

- Add 2-3 Treatment of staff
- Monitoring Report 2-6 will not be ready early enough for director review prior to the meeting. Reschedule this item to September
- More on governance process upgrade - Robert and Linda to lead.
- Election committee update - Linda to lead
- Add annual meeting planning - Ruffin to lead
- Add discussion of GM communication & counsel report after preliminaries, 5 min. only, as an opportunity to identify items for bin/future agenda

Special requests for staff support:

- continue work on the election process
- suggested compensation for elections committee members

Evaluation

- welcome participation by our newest director
- moving forward in process discussion
- level of engagement in discussion was good

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