

Minutes of July 2009 board meeting

Held at the Corner Building, Carrboro 6:15 p.m. Wednesday July 08, 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, Curt Brinkmeyer (visiting owners)

1. Preliminaries

a) Owner input:

None.

b) Agenda:

Two additions to the published agenda were adopted as items 4. d) and 4. e)

c) Minutes:

The Board approved the June minutes as posted.

2. General Manager Items

a) GM Report and Communication to the Board

The GM reported that the transition from discount to dividend was going smoothly, the cash register receipts were not yet showing total owner purchases for the year but that was being worked on. He shared some supportive owner emails commenting on the transition and the new owner specials.

b) Monitoring Report: 2-6 Financial Condition

The Board Meeting was scheduled too early in the month to allow the preparation of a formal written report but the GM indicated in an oral report that preliminary numbers for the past month were beginning to show a positive trend.

c) Monitoring Report: 2-3 Treatment of Staff

The GM's report indicated compliance.

Decision: The Board accepted the Report.

3. Policy Development

a) Board Policy 2-3 Treatment of Staff (staff support)

This item was carried forward from the June meeting. The Board further considered options to add additional language to this policy specifying staff support requirements but were unable to reach consensus that the proposed provision was either necessary or valuable.

Decision: The Board decided not to amend the policy and not to schedule further discussion on this topic.

b) Board Policy 2-11 Owner Investment and Return: review for redundancy and prescriptiveness

The Board briefly discussed this policy as a preparation for further work. Directors noted that the existing policy had been drafted in the context of the owner discount system which had contained structural inequities in owner return. The policy includes provisions specifically directed toward balancing those inequities and these may now be unnecessary. Directors were reminded in considering its future scope and direction that as an Executive Constraint policy it should focus exclusively on controlling for issues of prudence and ethics.

Task: Directors were tasked to review this policy individually and share comments before the next meeting. Linda & Jacob were tasked to collate ideas and bring the topic back to the August meeting with additional input from the Board's consultant Mark Goehring.

4. Board Process

a) Elections Committee Update

Dave Rizzo reported on the work of the Elections Committee. No worker-owner has volunteered to serve on the committee and this absence places the committee in breach of the Board's requirements for its composition.

Task: w/o reps were tasked to actively solicit w/o participation in the group.

b) Board Self-evaluation

The Board deferred discussion of this item until August

Task: Dave R. and Linda to solicit input from Mark Goehring and lead the discussion in August.

c) Annual Meeting planning

Referring back to its discussion of Michael Pollan's 'In Defense of Food' the Board considered development of our local food culture as an appropriate theme. Specific ideas included inviting writer Michael Shuman and local food groups SEED and FLO to participate in the meeting.

Task: Ruffin will contact Michael Shuman: Dave R, Ruffin and Jason Baker will work on general development of the program.

d) Responses to owner communication

The Board has received emails from an owner requesting consideration of several proposals concerning election procedures.

Task: The Chair will respond.

e) Board Support

Kate's schedule no longer permits her to act as the Board's executive assistant.

Decision: Kate's duties will be allocated to staff at the direction of the General Manager.

5. Closings

The Board reviewed and confirmed its tasks and decisions and conducted an evaluation of the meeting. In addition to regularly scheduled items preparation for a comprehensive Bylaw review was requested for the August agenda.

The meeting was adjourned at 9:38 p.m.