

Weaver Street Market Board of Directors

Minutes of June 2008 board meeting

Held at the Corner Building, Carrboro 6:30 p.m. Wednesday June 25, 2008

Directors present: Jacob Myers (chair), James Morgan (secretary), Lori Washington (treasurer), Ruffin Slater (general manager), Linda Stier, Robert Short, David Rizzo (director-elect)
Others attending: Andy Sachs (facilitator), Kate DeMayo (notes), Christy Raulli (staff support)

1. Open session for owner input

No owner input was offered at this time.

2. Preliminaries

The Board approved the agenda including the addition of an item to consider a proposal from an outside consultant to manage Board elections. The Board approved the minutes of the May meeting after discussing the implications of the elections management proposal.

2.5. Outside Consultant Proposal for Board Elections

The GM presented a proposal from SBS (Survey and Ballot Systems) of Eden Prairie, MN to prepare and manage the 2008 consumer-owner element of the 2008 Board Elections.

Discussion: Directors compared the proposal to the decisions of the May meeting to establish an Elections Committee to supervise the conduct of the election. The major point of divergence contained in the proposal was the counting of the ballot remotely which would allow neither direct supervision of the count by the Elections Committee nor monitoring by candidates or their representatives. There was also a financial cost to the proposal which was not allowed for in the board budget. The GM confirmed that the outside hiring would probably not provide any significant saving in WSM administrative staff costs for the election nor would it provide any significant advantages in the timeline. The major positives of the proposal were that it included secure on-line voting which was likely to increase voter participation and that the counting would be done by an accredited disinterested party. The Elections Committee, once formed, might examine alternative ways to incorporate these benefits. Jacob reported there were two spots left still to fill on the Committee, one worker-owner and one consumer-owner.

Decision: the Board confirmed its May decision to leave the management of the process with the Elections Committee. Task: Jacob and Linda to find candidates to fill the open spots and email a list to the Board for approval. Linda to convene the committee once formed.

3. GM monitoring 2-5: Budgeting and Planning

The General Manager presented his Budgeting and Planning Report for the period through FY 2011 and responded to questions from the Board on its contents. The report showed a brief drop in profitability resulting from one-time pre-opening expenses for the two new Hillsborough facilities with a projected return to normal levels beginning in FY 2009. The report indicated compliance with the requirements of the Board's policy. Decision: the report was accepted.

GM monitoring 2-9: Emergency Management Succession

The GM presented his report on the Board's policy requiring an emergency management succession plan. The report indicated compliance with the provisions of the Board's policy, identifying two experienced senior managers fully conversant with the general manager's duties.

Decision: the Board accepted the report.

4. IPGA/CCMA learnings

Robert Short attended two conferences in June as a representative of the Board: the International Policy Governance Association in Vail CO and the Consumer Cooperative Management Association in Seattle WA. He circulated a written report which suggested opportunities for developing higher levels of board performance. Linda Stier also attended the first of these conferences and contributed to the discussion. Robert reported owner linkage as the biggest theme which spanned both conferences as a concern of Policy Governance boards nationwide, with some spending as much as 50% of their meeting time on this issue. Other significant themes were Ends review, board development, and developing an ownership culture among coop members.

5. Public Communications of Directors

Jacob led this discussion by offering a detailed interpretation of Board Policy 4-3: Board Members' Code of Conduct. This item had arisen because it had been suggested that the policy currently offered insufficient guidance to Directors in their public interactions and the policy interpretation was offered as a first step toward clarifying the Board's needs and intent. In discussion, Directors recognized the importance of the unified voice of the Board and the need for the loyalty and accountability of each Director to be devoted to the ownership as a whole rather than to particular subsets of ownership, factions or interest groups. This emphasis was not currently clearly expressed in the Policy. Insofar as the voice of the Board was formally expressed in its Policy documents and approved Minutes, it was suggested that there was no justification for any Director to speak "for" the Board except by reference to such documents and perhaps by providing background information if needed, and it would be inappropriate for a director to publicly represent an opinion or commentary of the Board's thoughts on an issue in the absence of such documentation. These conditions would apply equally to the Chair as to any other Director. It was also suggested that the policy should address concerns which might arise from dissent within the Board, as for example in the event that a Director or group of Directors felt compelled to publicly express a nonconsensus view at odds with an established Board decision. Any revisions to Policy 4-3 would be designed to minimize the potentially damaging impacts of such situations while protecting the Directors' freedom of expression. An option would be to require notice of intent and a full Board discussion of the item in question before any public comment. In addition several existing provisions of the policy were highlighted as requiring clarification.

Decision: the Board would continue to review the policy to clarify its provisions. Task: the Chair will prepare options for a rewrite.

6. Calendar/Bin check-in

Jacob asked the Board if anyone had proposals for agenda items that were currently not on the calendar for future meetings. A general 'systems upgrade' in Board process was suggested. Jacob confirmed that any Director could request an item be added to the agenda at any time.

7. Pay Board compensation

Lori distributed biannual Director compensation in the form of store gift cards

8. Closings:

Tasks and decisions

- The Board reviewed and confirmed its tasks and decisions

Owner linkage, highlights for Board newsletter

- few applications have been received to serve on the elections oversight committee. Is there any particular significance to this?
- 'systems upgrade' has major implications for linkage

July agenda planning

- July's Board meeting will be in the Food House facility in Hillsborough - arrive at 5:45 for a tour before 6:15 start
- board input to the candidate package

Special requests for staff support:

- continue work on the elections
- thanks for the work already done on this

Evaluation

- times allowed for the various agenda items were way off though it all balanced out
- discussion of the outside election management proposal was not well framed and could have moved forward faster
- Thanks to Tam for her time on the Board and best wishes for her new life in Canada
- Welcome to David in his first meeting as director-elect, becoming a full director at the July meeting.

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