

Minutes of March, 2010 Board Meeting

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

Directors present: David Rizzo (chair), Jacob Myers (secretary), Curt Brinkmeyer (treasurer), Ruffin Slater (general manager), David Bright, Linda Stier. Director Rickie White had previously informed the Board of his absence in March due to prescheduled travel.

Others attending: Andy Sachs (facilitator), Jason Baker (notes).

1. Preliminaries

a) Owner input: There was no owner input at this meeting.

b) Agenda: The agenda was approved as written, with a clarification of agenda item #4.

c) Minutes: The minutes of the February meeting 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 coop sales continue to be above the previous year's sales, for the third consecutive month. A new finance manager and a new marketing manager have been hired for the coop. Panzanella restaurant has celebrated its 10th anniversary with a series of events in February. *Cooperative Grocer* magazine published an article about the financial recovery of Weaver Street Market in its most recent issue, with a focus on support received from other coops and organizations. Finally, the GM highlighted an article in *Time* magazine about the raising of grass-fed beef.

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 changed reflect the removal of PM 2-11 and the board's new role in determining owner investment return.

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

c) Monitoring Report 2-2: Products and Services

The general manager's report showed compliance with all provisions of the policy.

Decision: The board accepted the report.

Decision: The board modified the policy, removing the phrase "to the public" from policy provision #1.

d) Monitoring Report 2-12: Treatment of Vendors

The general manager's report showed compliance with most provisions of this policy, but noncompliance with provisions #6 and #7. Payments to vendors continue to be overdue, but the GM expects this situation to be resolved by the end of the current fiscal year. In addition, a communication to vendors about this policy that was missed last year will occur again at the end of the current fiscal year.

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 draft contained an additional suggestion by the secretary that would change language on page 2 regarding rights of an ownership share.

The board considered the suggestion but reached consensus on new language, which would read, "...Ownership Stock, which will entitle its holder to all rights of ownership described in this document." The board also discussed the manner in which it would publicize and receive feedback about the proposed bylaw changes.

Tasks: 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 continued its discussion of 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.*" The committee drafting this presented the board with two options for incorporating Fairbairn's points into board policy. The board agreed to take an approach of focusing on Ends Statement redrafting with a focus on incorporating the Fairbairn points there. Items that relate more to board process policy would be addressed at a later time.

Task: The committee (Curt, Linda, and Ruffin) will continue to work on this draft, with a particular focus on the Ends Statement, for review in April.

4. Board Process

a) Elections Committee

Linda and Dave B. presented to the board a document that clarifies the roles and responsibilities of the elections committee and the board in the election process. It was suggested that PM 4-15: Election/ Appointment of New Board Members could be split, with 4-15 dealing only with appointment and a new PM 4-19 could describe the election process, including the creation and definition of the election committee. The board also discussed the process of convening the election committee for 2010.

Tasks: Linda and Dave B. will continue their work on formalizing the Elections Committee structure, which will be reformatted into a new 4-19. This will return to the full Board again in April. Dave R. will take responsibility for identifying and convening the election committee for 2010, with help from Curt and Jacob who will actively seek a worker-owner for the committee.

b) Board Candidate Nominations

The board took no action on this item for 2010, but agreed to revisit the issue again, around September 2010.

5. Closings

a) Tasks and decisions

The board reviewed and confirmed its tasks and decisions.

b) Input for next month

The board will continue to look at options based on the Fairbairn article. The structure, composition, and roles and responsibilities of the election committee will be finalized. A discussion of resolving issues around the volunteer program, previously scheduled for April, will likely be pushed back to May.

c) Meeting evaluation

Quick and efficient dispatch of GM items.

Good discussions regarding policy development.

We did good again with pulling some things together at the last minute.

Seeing more documents ahead of time would be helpful. Distributing minutes could be a trigger for this.

6. Executive Session

The board conducted an executive session to discuss real estate matters and the reappointment of a current director.