

Weaver Street Market Board of Directors  
**March 2009 board meeting**

Held at the Corner Building, Carrboro 6:15 p.m. Wednesday March 18, 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 (notes), Dan Duffy, Bill Madden (visiting owners)

## **1. Preliminaries**

The agenda was amended to include Linda's reappointment to the board at the beginning of the meeting, and to allow for discussion of the July meeting date. During the board's executive session last meeting, the board decided to invite Linda to serve another term. Linda accepted via email prior to this meeting.

**Decision: Linda's appointment to a further term was confirmed**

**Decision: The July meeting will be moved from the third Wednesday to the second Wednesday (July 8).**

**Decision: the Board approved the February minutes with the following alteration:**

In section 4b, the third sentence is revised to read "While in Arizona with Mark Goehring ~~they~~ *the board chair and board consultant* devised a way for the board to read this book together and talk about it each month at the board meetings.

## **2. General Manager Items**

### **GM Report 2-2 Products and Services**

The Board briefly discussed GM Report 2-2. It was noted that referencing "to the public" in policy 1 was an unnecessary duplication.

**Decision: The Board accepted GM Report 2-2 Products and Services**

### **GM Report 2-6 Financial Condition**

James asked the GM for an update on the line of credit situation with RBC. The GM will be meeting with RBC the week after next to negotiate terms.

**Task: The GM will report on RBC meeting.**

**Decision: Accepted 2-6 with acknowledgment of contraventions**

### **GM Report 2-12 - Treatment of Vendors**

Linda asked about WSM's relationship with its vendors, and at what point falling behind on payments with vendors would cause their relationship to become troubled. The GM stated that the worst case position with late payments is that vendors will either stop shipping or require cash on delivery for delivered goods. Vendors who are likely to adopt these policies are moved to the top of the payment queue. Most vendors are used to having some accounts that are late in payment; it is a common problem in the food industry and elsewhere. Jacob asked if there were other criteria in deciding who to pay first. The GM responded that they attempt to pay smaller, local vendors first, because the same amount of money could bring several small accounts into good standing rather than just one large account, and that larger vendors were generally better equipped to deal with late payments than our small local producers. He noted that WSM has negotiated an understanding with several larger vendors about when payments may be made.

**Decision: Accepted 2-12 with acknowledgment of contraventions**

## **3. Board Development and Process**

### **Elections Manual**

The Board reviewed suggested amendments to the committee's final draft. Jacob noted that Eliza from the Elections Committee had communicated that she felt the suggested changes accurately represented the committee's intent.

It was noted that during the last election, candidates were separated from the vote counting process in order to avoid candidates knowing which way particular owners voted. The intent of this process was important, but the method for doing so was not. Candidates are meant to be there to silently observe, but can flag problems with the vote counting process if necessary.

The Board noted that there was no specific language for Item 12 in appendix 4.

The Board noted that item 5-2, regarding the determination of voter eligibility was a board decision, but it is not in any written policy. Owners who have begun paying for share have full rights of voting. James noted that this probably needs to be pulled out of Bylaws and put into the board policy manual instead.

The Board noted that while in Appendix 2 of the Manual the Elections Committee had indicated one week following the Annual Meeting as the deadline for voting, one member of the Committee felt it should be two weeks. The Board agreed that one week would allow sufficient time for voting.

The Board began to look at the process of recruiting Election Committee members for this year and planning the Annual Meeting. Last year, recruiting was done through the newsletter, the Beet, and through personal invitations. The Board decided to continue this process as well as to ask last year's members to be considered to participate again. Committee members should be asked to respond within two weeks, and in general the Board would like to have all names of people who may be interested in by the Friday before the April meeting. The Board also noted that inviting last year's participants to consider returning does not guarantee that they will definitely be asked to serve on the committee.

Jacob noted that the elections manual referred to the ballot boxes as "large enough to fit all the ballots." This is a change from last year. The board commented that perhaps the ballots should be smaller.

***Task: The GM will give the Board Chair the email addresses of last year's committee members. The Board Chair will contact them to ask if they would like to be considered to serve again, with the expectation that they should respond within two weeks.***

***Task: The GM will revise the elections manual to reflect the changes that had been agreed at the meeting.***

***Decision: The Board set a deadline for response to a call for volunteers for the Elections Committee to be the Friday before the next meeting.***

***Decision: The Board wished to express its thanks to the hard work of the Elections Committee.***

***Decision: Annual Meeting will be October 25 assuming Century Center is available; with the October 4 as a second choice and October 11 as a third choice, as Andy Sachs is not available to facilitate on the 11th.***

## **Discussion of New Media**

James opened the discussion with a comment that new media are characterized by constant change and the Board would need to pay ongoing attention to ensure that it was always using the best options available. Email is well established as cheap and effective and well-received by most owners. Staff is already using Twitter and Facebook to communicate and both are gaining in popularity and usage. Twitter is especially effective for short pieces of information.

Jason presented a short study that he had conducted of our Twitter followers. The summary primarily indicated that followers are most interested in local information directly pertinent to the market, as opposed to general food news or general local news. He noted that followers were also interested in reading recipes, which could be posted elsewhere and linked to.

The Board Chair wished to clarify the process he should use for responding to owner emails. The Board discussed setting up an autoresponder to the sender as immediate confirmation that the message had been received as well as establishing a routine to ensure a prompt personal reply. Directors should be able to feel confident that a timely response will be made. All correspondence with owners should be shared with the whole Board and the Board should be able to comment to the chair on any response made in its behalf.

*Decision: The Board Chair will reply to emails to the board account once a week on Friday with copies to all directors, and forward emails on non-board issues to staff.*

*Decision: All Directors may review emails to the Board during the week and offer suggestions to the Board Chair for how he might respond.*

*Task: The GM will draft an autoresponse for Board approval.*

-----*Break*-----

## **Board Development and Process (Continued)**

### **The ‘Pollan Conversation’**

The board had a discussion of their readings from Michael Pollan’s ‘In Defense of Food’. Below is a summary of Pollan’s analysis:

An entire generation from 1970 to 1990 grew up focusing on nutritional content instead of food. The National Academy of Sciences started using language like “polyunsaturated, amino acids, phytochemicals, etc” which colonized the discussion of what we call food. Nutritionism developed as an ideology clothed in science with an overly simplistic division of foods into ‘good’ and ‘bad’ nutrients. The first ‘good’ nutrient identified was protein, and we have subsequently based our food economy on maximizing the availability of cheap protein. Nutritionism has been used to justify the industrialized processing of food and allows reengineering of foodlike substances to suit current thinking. Nutritionism has led to synthetic products no longer having to be labelled as such so long as they contain certain of the same nutrients as the original food. Foods have become only the sum of their selectively recognized nutrients. Meanwhile additives in food products have ballooned. Real foods, like potatoes and carrots, have a difficult time competing with these new manufactured foods. Putting nutritionists in charge of our food economy has undermined our ability to recognize real food. Authority over the national menu has changed from culture to science, which is not necessarily close to our actual interest. People are eating low fat foods but eating much more of them with no decrease in total fat consumption. We have become persuaded that if eating a limited amount of a product is good for our health, then eating lots of it must be even better. In the past, we learned how to eat culturally, from our families and communities, now our eating habits are formed by advertising supported by reductionist nutritional analysis. There has been a rise of careless, perfunctory eating. We’ve lost the pleasure around what we eat and who we eat with. To make food choices more scientific is to empty them of cultural significance.

In the ensuing discussion Linda considered the role of responsible nutritional science, which is often presented to the public through such a long chain of interest-based interpretation that the message gets warped. WSM could serve not just as a buying agent but as an educator and interpreter of this science. James has also been reading other material concerned with traditional food cultures, including Hungry Planet, Cod: A Biography of the Fish that Changed our World, and An Hour Before Dawn. He recently attended the conference ‘Real Food, Real Medicine’ which voiced some controversial ideas on nutrition such as a debate on the pros and cons of raw milk. The Board should be thinking about these fostering discussion of such issues in the community and perhaps developing a volunteer program around these educational themes. Jacob announced he has purchased a CSA subscription. He expects to be overwhelmed with food and looks forward to finding creative ways to deal with it. David suggested that we can’t tell people what they should eat, but we can give a flavor of the ideas, and engage people to participate and take conscious ownership of their food choices. In her customer service role at the Carrboro store Lori has been talking to customers about the book and reported there was much support for WSM becoming a driving force within the community around these ideas. Ruffin noted that WSM bridges the gap between the restricted model of a member-owner food coop and a mainstream food business. We’ve been trained to think about our operations in a certain way, but adding knowledge is a value-added component. Maybe we could bring into the discussion some of the people in the community already working on similar issues. Dave commented that these conversations should become more robust as we work through this process. This is a year of education and discussion. Linda agreed that this is an ongo-

ing inquiry. We have a community ready to engage in this process and it could have valuable social and commercial consequences.

**Task: Board will continue reading 'In Defense of Food' and other materials and will continue the discussion at the next meeting.**

#### **4. Bin Items**

The board reviewed bin items with the objective of purging items that were completed or no longer relevant and developing a plan of action to deal with what was left. The secretary had circulated a draft commentary which was reviewed item by item and the following decisions were recorded:

##### **\*Ends review**

Ends review specific to:

\*At What Cost?

Educational—*consider providing more guidance for GM with respect to this provision, perhaps in a new executive constraint policy*

Primary (only food?)

\*Inclusive (accessible?)

\*Ecological

Interactive

\*Fair; Non-exploitative

**Calendar: Q4**

**Task: James to circulate draft methodology for discussion & agreement prior to meeting**

##### **\*By-Law review**

**Calendar: June**

**Task: James & Jacob to prep**

##### **PM 2-2 (Product and Services)**

Consistency of entire policy with policy governance

Prescriptiveness of Provision #1

Redundancy of Provision #2

**Calendar: Q4**

**Task: TBD**

##### **\*PM 2-3 (Treatment of Staff)**

Issues of staff support, specifically to ensure that staff has tools and information needed to their job comprehensively and well

**Calendar: April**

**Task: James to draft**

##### **\*Review of rules governing executive session at meetings.**

**Done**

##### **\*PM 2-7 (Asset Protection)**

Lack of integrated disaster recovery plan may be a gap in the coop's protection of assets

**Calendar: May**

**Task: Linda to draft**

##### **\*Continue work on external investments policy (owner input?)**

**Calendar: Q1 2010**

**Task: TBD**

##### **\*Volunteer program vis-à-vis owner investment policy (2-11) and Ends—Inclusive**

**Calendar: May**

**Task: Dave R**

- \*Review of PM 2-11 for redundancy and prescriptiveness  
*Calendar: June*  
*Task: Linda*
- \*~~Entrepreneurial assessment~~  
*Delete*
- \*Owner investment system—next steps  
*Calendar: April*  
*Task: David R*
- \*~~Create/define “worker-owner”~~  
*Delete*
- \*~~Periodically revisit board capacity and structure being a match for current and evolving enterprise~~  
*Delete*
- \*~~Operations manual~~  
*Delete*
- \*Corporate records project  
*Calendar: Report January 2010*  
*Task: Ruffin & Kate*
- \*~~Continue to review Board’s capacity and process for Ends monitoring~~  
*Done*
- \*~~Continue long term linkage development with owners~~  
*Ongoing*
- \*~~Continue election process, including election committee~~  
*Done*
- \*~~Responding to individual owners~~  
*Done*
- \*Redefine EA role and staff support to the board  
*Calendar: May*  
*Task: James & Ruffin*
- \*~~Discussing the owner survey~~  
*Delete*
- \*~~Ongoing education of directors~~  
*Delete*
- \*Internal (Board) decision-making and dynamic  
*Calendar: July*  
*Task: Linda (part of Board self-evaluation)*

## 5. Closings

**Newsletter.** The next newsletter should include an invitation to participate in this year’s election committee, and include an announcement of Linda’s reappointment to appointed director position.

**Agenda.** The next agenda will be set via the Google Group to include the projects as mentioned above.

**Meeting evaluation.** The new meeting plan seemed to be working well. The chair was pleased that all remaining bin items now had a schedule and plan of action.

**Adjourn.** The meeting was adjourned at 9.45 p.m.