

# Minutes of May 2010 Board Meeting

**Held at Panzanella meeting room, Carrboro, NC, 6:15pm May 19, 2010**

**Directors present:** David Rizzo (chair), Jacob Myers (secretary), Curt Brinkmeyer (treasurer), Ruffin Slater (general manager), David Bright, Linda Stier, Rickie White.

**Others attending:** Andy Sachs (facilitator), Jason Baker (notes), Michael Silverberg (Elections Committee Chair)

## 1. Preliminaries

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

**b) Agenda:** The agenda was approved as written, with the Discussion of the Volunteer Program being moved into executive session.

**c) Minutes:** The minutes of the April meeting were approved as written.

## 2. Annual Meeting Date and Elections Timeline

The board discussed the dates on the timeline for the 2010 election, including the Annual Meeting and the internal operational deadlines for producing literature and other materials related to the election. The Elections Committee was delegated authority for setting their own deadlines as deemed necessary to facilitate a fair and transparent election within the framework outlined by the relevant board policies. Michael Silverberg was formally thanked for stepping forward to serve in the role of Elections Committee Chair. The committee will continue to solicit additional volunteers with staff support as necessary.

*Decision: The Board set the date for the Annual Meeting as October 24, 2010.*

*Decision: The Board delegated responsibility for approving an election timeline to the Elections Committee to be developed in conjunction with staff.*

*Decision: Dave Rizzo was appointed Board Liaison to the Elections Committee.*

*Decision: The Board delegated appointment of elections committee to the Elections Committee Chair and Board Liaison.*

*Decision: The Board delegated the responsibility of approving applications for board candidacy to the Elections Committee.*

## 3. General Manager Items

### **a) GM Report and Communication to the board**

The general manager presented his report concerning relevant trends, changes and issues. Following a period of employee feedback earlier this month, a decision was made to extend store hours in Carrboro and Southern Village until 10pm, and for Carrboro to begin opening at 7am seven days a week. An update was given on the progress of a UNC Business School group which had been working to develop suggestions for improving store operations and marketing efforts. Additionally, the GM requested to present Monitoring Report 2-5 Budgeting/Financial Planning in July rather than June, to allow our recently hired finance manager more time to prepare a complete report.

*Decision: The Board will allow GM to present Monitoring Report 2-5 in July rather than June.*

### **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. Accounts payable are expected to return to compliance by the end of the fiscal year. The current budget includes funding to bring the reserve fund up to a level to be within compliance, and continues to show an operating profit through the prior ten months.

*Decision: The Board accepted Monitoring Report 2-6 with acknowledgement of contraventions.*

## 4. Policy Development

### **a) Volunteers**

The volunteer program discussion was moved to executive session.

## **b) Incorporating Fairbairn into Ends Policy**

Several board members presented their thoughts on possibilities discussed at the April meeting for incorporating ideas from the Fairbairn article into the ends policies. Linda suggested that Fairbairne is full of provocative statements, and there is a tendency to want to integrate them directly into policy. Another approach would be to view it as a framework for shifting what the relationship is between the ownership and the enterprise. Ruffin provided some context from the recent discussions within the NCGA of revising their mission statement. There was some concern about the possibility that the need to act was generated by a single reading, and that perhaps some other readings would be useful. Directors noted that it is easier to market a cooperative by the products that it sells than by the relationship it has with its owners, even though that relationship is key to what a cooperative is and does. Ruffin suggested that the board consultant, Mark Goehring, could be contacted to help lay out a process and timeline for discussing these ideas further and perhaps incorporating them into policy.

*Task: Curt Brinkmeyer, Linda Stier, Ruffin Slater, and Dave Rizzo will form a committee to contact Mark Goehring to discuss options for moving forward with incorporating Fairbairn principles into the Ends Statement or otherwise codifying it.*

*Task: Linda Stier will distribute a document describing the Carver criteria for evaluating an ends statement.*

## **5. Board Process**

### **a) Board Budget**

Curt presented a board budget which sought to quantify some of the ownership and governance related costs which are currently accounted for as a part of the marketing budget. The 2011 budget will attempt to better assess these costs so that the board can be more directly aware of expenses related to its functions. The board plans to adopt their budget for the 2011 fiscal year at the June meeting.

*Task: Curt will bring back revision of the board budget which clearly incorporates costs for board education and marketing staff time to the June meeting.*

### **b) Revisions to 4-10, 4-15, and 4-19**

Minor changes were presented to the drafts of revised PM 4-10, 4-15, and 4-19 discussed at the April meeting. The changes are intended to clarify the authorization and authority of the elections committee, and to separate language related to the appointment process for directors from the language about the elections process.

*Decision: The board adopted changes to 4-10, 4-15, and 4-19*

## **6. Closings**

### **a) Tasks and decisions**

The board reviewed and confirmed its tasks and decisions.

### **b) Input for next month**

A continued discussion of the board budget, a review of retreat bin items, a continued discussion of integrating the ideas from Fairbairn into board policies, and board communication for the July mailing will be added to the June agenda, as may be a continued discussion of the status of the volunteer program.

*Task: Linda Stier will distribute a document on how to handle complaints to the Board.*

*Task: Jacob Myers will work on developing text for the Board E-news.*

*Task: Ruffin Slater will work on developing text for the Call for Candidates mailing.*

### **c) Meeting evaluation**

Having materials completed and distributed well in advance of the meeting was helpful. The continued discussion of Fairbairn has gone well and it is good to continue the conversation about this. It is good to have reached a conclusion of amending the board policies relating to the elections committee.

## **7. Executive Session**

The board conducted an executive session to discuss real estate matters and the status of the volunteer program.