

Minutes of November 2009 board meeting

Held at Panzanella Meeting Room, Carrboro 6:15 p.m. Wednesday November 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), Curt Brinkmeyer & Rickie White (directors-elect), Mickey Jo Sorrell, Eliza DuBose (visiting owners)

1. Preliminaries

a) **Owner input:** none

b) **Agenda:** The agenda was approved.

c) **Minutes:** The minutes were approved as written.

2. General Manager Items

a) GM Report and Communication to the Board

The GM presented his report to the Board on relevant trends changes and issues. He indicated that planning had begun for an update to the Carrboro store and a new owner loan offering had been prepared to finance it. He also supplied the results of a selected survey of coop board election practices which had been prepared by Outpost.

b) Monitoring Report: 2-6 Financial Condition

The General Manager reported that the coop continued to be out of compliance with the provisions of this policy as a result of our major losses last year, however our financial performance continues to improve and we are ahead of budget in our progress toward full compliance by the end of this fiscal year.

Decision: The Board accepted the report with acknowledgement of contravention.

The Board flagged the policy to further review the meaning and intent of owners' return on investment in a cooperative business.

3. Policy Development

a) Bylaw review

James and Jacob presented an updated draft which incorporated the input from CDS and consolidated items previously discussed by the Board. This is an ongoing draft document which will be further updated according to Board input. The goal is to finalize the draft in time for the January Board Retreat.

Task: The Secretary will circulate a new update for next month's meeting. The GM will research other coops' policies on multiple-member households

4 . Board Process

a) Elections Committee Update

The Board invited visiting owner Mickey Jo Sorrell who had chaired the committee to speak to this item. She reported a modest increase in turnout at this election and wished to seek ways to find a greater improvement in future years. She requested clarification of the status of the elections manual and offered comments for committee process improvements. An updated draft of the manual was being prepared and would be shared with the Board by the next meeting.

b) Board self-evaluation

The Board continued with its discussion of improving its own self-evaluation.

Task: Linda to lead self-evaluation at December meeting.

c) Annual Meeting debrief

David Bright led a discussion of the annual meeting. Comments included good response to the visiting speaker and to the much improved local food offerings at the meeting. Participants asked about credit card transaction fees charged to the store and how they could help minimize them, also about reinvesting dividends under the new system. Layout of the food service was changed from previous years due to expected larger numbers but proved troublesome.

Task: the Board is tasked to begin planning next year's meeting at Retreat: theme? speaker?

d) Retreat Planning

The Chair led a discussion of items for the 2010 Board Retreat to be held January 4th. General program to focus on strategic items in the morning, move to tactical discussions after lunch. Brainstorming ideas for the detailed agenda included owner education (book groups?), directions of the volunteer program, owner share equitability, patronage dividends & surplus distribution policy, annual meeting planning, owner/board linkage, elections process, board education, board composition, multi-year board work planning.

Decision: CDS to be retained as consultants in 2010

Task: Chair to refine retreat agenda from Board input.

e) Board Education

James led a discussion on lessons learned from the Board's discussion of Michael Pollan's "In defense of Food" earlier in the year. The Board had a need to educate itself on issues significant to owners but also needed to consider how that knowledge should be shared with members, both as part of its own linkage responsibilities and in fulfillment of the coop's educational mission. There was general feeling among the Board that the coop's educational mission is currently under-fulfilled: it is currently addressed by the GM only in very general terms within his Ends Policy report. It was suggested that the way for the Board to ensure that the coop fulfills its End of an informed community would be to develop new Executive Limitations policy in this area to further clarify its expectations to the GM.

Task: the Chair is tasked to schedule discussion of enhancing Board Policy on owner and community education.

5. Closings

a) Tasks & decisions

The Board reviewed and confirmed its tasks and decisions.

b) Agenda items for next month

Significant agenda items for December 16th meeting were confirmed as follows:
Retreat planning; Board self-evaluation; Bylaw review; Elections manual; MBA study

c) Meeting evaluation

- Good discussion
- Efficient process
- Good committee prep.
- Thorough report from Mickey Jo
- Good invited input from new Directors