

Minutes of October 2009 board meeting

Held at the Corner Building, Carrboro 6:15 p.m. Wednesday October 21, 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 (visiting owner)

1. Preliminaries

a) Owner input: Visiting owner Curt Brinkmeyer, also a board candidate, shared some observations from the candidate tabling, reporting a sense of disconnect between employees in different business units. Also some people had already voted before the 'meet the candidate' sessions and the timing might be reconsidered in future. He also suggested there might be an open enrollment during the election for worker-owners to join. Many of his discussions with worker-owners came when moving through the store, not at the meet the candidate events.

b) Agenda: The agenda was approved with the addition of retreat date scheduling as a part of the closings, and the clarification that David Bright, not Dave Rizzo, was leading the discussion on Annual Meeting planning.

c) Minutes: The minutes were approved as written.

2. General Manager Items

a) GM Report and Communication to the Board

A board member asked how the noted increase in USDA inspections might affect operational costs; the GM reported that they were still investigating it, but it seems as though as long as what was considered meat production fell within the inspector's 40 hour work week, it would not affect anything. WSM would not have to pay the inspector.

b) Monitoring Report: 2-1 General Manager Constraint

The GM presented his report which called attention to out of compliance conditions previously previously reported under 2-6, 2-11 and 2-12.

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

c) Monitoring Report: 2-6 Financial Condition

Though the report continued to show areas of noncompliance with the performance criteria of the Policy, steady progress continued to be made toward restoring the Coop to its accustomed level of profitability and reducing our short-term debt. Q1 2010 showed a modest surplus which was projected to continue and increase through the year. There were questions on the General Manager's interpretation of Policy Provision #1 and a request was made to flag the policy for discussion and clarification of how owners' return on investment should be interpreted and measured. There were questions on how the cost of credit and debit card transactions to the store might be further reduced.

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

The Board flagged the policy for review to further consider owners' return on investment.

3. Policy Development

a) Amendments to 3-3 and 4-6 following deletion of 2-11

Jacob presented these minor housekeeping updates. Reference to 2-11 in 3-3 is to be deleted. 4-6 to have new Provision 4 adding determining distribution of surplus to the job product of the Board.

Decision: amendments accepted.

Task: Secretary to distribute clean copies of the updated policies.

b) 2-7 prov. 6, intellectual property

The current policy was missing an element of intellectual property protection. Options to plug this hole were proposed and discussed.

Decision: additional text was agreed by the Board

Task: Secretary to distribute clean copy of the updated policy

c) Bylaw review

This is a continuing item to eliminate redundancy and establish greater consistency between Bylaws and Board Policies. Thane Joyal of CDS had provided a comprehensive review of our current draft update with suggestions for further improvements. James and Jacob had been working to assimilate Thane's comments into our ongoing evaluation and had identified a number of simple housekeeping items which the Board could address fairly quickly. In discussion a number of the easier items were confirmed for inclusion in an updated draft and the Board also identified a number of deeper structural issues which would require more lengthy analysis and discussion, including board composition, rules for recall/dismissal of directors, term limits and quorum requirements.

Decision: to schedule further work on this item in November and to set aside time for further consideration of structural matters arising from this discussion at the Board retreat in January.

Tasks: James and Jacob to continue committee work and prepare updated drafts

4 . Board Process

a) Elections Committee Update

It was noted that a candidate had made several last-minute requests which were difficult to comply with, and the Board noted that any special requests should be made well in advance, and that when in doubt the election manual should be the source of information.

b) Board self-evaluation

The Board continued with its discussion of improving its own self-evaluation. The retreat date was confirmed for 4th January

Task: Linda will bring options to the December meeting for self-evaluation process at the retreat. GM to confirm retreat location at Camp New Hope.

c) Annual Meeting Planning

WCOM will be recording the meeting for rebroadcast. Andy Sachs will not be attending. The elections committee chair will present the candidates.

d) Board Education, next steps

What's the take-home from the Board's discussion of 'In Defense of Food' earlier this year?

Decision: Schedule wrap session as one-hour November agenda item.

5. Closings

a) Tasks & decisions

The Board reviewed and confirmed its tasks and decisions.

b) Agenda items for next month

Significant agenda items for November were confirmed as follows:

Monitoring report 2-6; Bylaw review (continued); Board self-evaluation - process for retreat; Annual Meeting debrief; Election debrief; Retreat planning; Board Education. November meeting will be above Panzanella.

c) Meeting evaluation

Excellent content in visiting owner's report.

Monitoring is becoming more efficient leaving more room for other Board work.

Bylaw review went well. Everyone be sure to bring materials.

Board must carve out time to focus on the future.