

Meeting Minutes for Weaver Street Market's Board of Directors

November 2012 Meeting

Monthly Board Meeting, Panzanella meeting room, Carrboro, NC on November 28, 2012, 6:15 pm to 9:30 pm

Directors present: Ruffin Slater (general manager), Curt Brinkmeyer (chair), David Bright (secretary), Audra Marotta (treasurer), Lisa Best, Jon McDonald, and Linda Stier.

Others attending: Andy Sachs (facilitator), Brenda Camp (owner services coordinator/notes), Amy Lorang (chair, elections committee), Tim Donahoe (elections committee member), Susan Hardy (elections committee member), Emily Buehler (worker owner), Kristina Janson (worker owner), Adrienne Jimenez (worker owner), Rob Nichols (worker owner), Neil Shock (worker owner), Alice Ammerman (consumer owner, guest expert), Daniella Uslan (consumer owner, guest expert), and Sarah McNeill (writing instructor).

Pre-Meeting Session on WSM 2020 Goal 1: Making healthy eating accessible, tasty, and fun.

WSM's Board of Directors held a pre-meeting session on 2020 Goal 1 with owners prior to the regular Board meeting. Highlights of the discussion are available on the WSM website.

1. Preliminaries

Owner Input: Worker owner Emily Buehler thanked the Board for having the Goal discussion and asked for information about the meetings to be posted sooner so that worker owners could plan ahead to attend. Worker owner Tim Donahoe expressed that he was "really jazzed" about the first part of the meeting, especially hearing the comments from the Board and others attending. Worker owner Rob Nichols seconded the suggestion about publicizing the meetings sooner and more widely, and he also suggested having the meetings in a bigger venue.

Agenda: The budget was moved to December.

Minutes: Minutes from the October meeting were approved with editorial changes.

New Owners: There were no exceptions to the owner lists for October 2012: 113 new consumer owner shares, 3 new worker owner shares, and 13 refunded shares.

Decision: The Board approved the October minutes with editorial changes.

Decision: The Board made no exceptions to new consumer and worker owners.

2. Elections Committee Report

Amy Lorang, Chair of the Elections Committee, presented the EC's report on the 2012 Election of Directors. The report includes the results for the 2012 Board elections: 54 votes for worker owner candidate Jon McDonald, with 8 invalid votes; and 297 votes for consumer owner candidate Michael Marotta, with 51 invalid votes. The report identifies actions taken to increase voter turnout: 1) aggressive tabling at each of the stores during high-traffic times; 2) the worker owner candidate canvassing each store and engaging employees; 3) check-out clerks handing out ballots at the cash registers during the last weekend of the election.

The report also suggests that the uncontested elections for 2012 and 2011 are symptomatic of the Board's intermittent relationship with the owners of the co-op. The report included a number of suggestions for the Board that would increase owner engagement with the co-op and interactions among the Board Directors and co-op owners. The report includes several suggestions for the 2013

November 28, 2012

Elections Committee, including a change in some of the application questions, increasing the size of the EC, and extending the committee to a year-long committee.

An EC committee member discussed the importance of using the cashiers to encourage owners to vote. The member requested commitment of resources from the Board for the EC to be more involved in training the cashiers to ask owners about voting. The EC member also recommended investigating how other co-ops are using technology to in their Board elections.

The Directors and EC members discussed the issue of vetting candidates. The EC recommended taking actions so that there we enough interested candidates that vetting was unnecessary. One of the Directors pointed out that in industry it is not untypical to have Boards seek candidates with certain skills and experience to bring to the work of the Board. Another Director suggested that owner engagement at this level of commitment, running for a seat on the Board, begins at the point of ownership. The Director suggested that the Board needs to identify the level of engagement sought and provide an orientation process that helps new owners connect and relate to the Board. A Director pointed out that the Board needed a stronger presence with worker owners and suggested the Board coming to the worker owners with a targeted discussion and establishing a personal connection.

3. General Manager Reports

General Managers Report

The General Manager answered questions on his monthly General Report. *General Report* included a report on Sales trends: Strong sales growth continued in October with sales up 10% over last year.

Monitoring Report 2-6: Financial Condition

The GM presented his GM Financial Condition report. A Director asked about the increase in payroll expenses. The GM noted that the increase was directly related to increased sales; that is, more sales equate to more labor hours. Another Director asked about the innovation funds. The GM responded that the allocated funds were to be used toward projects being discussed related to the 2020 Goals and other work. The GM explained to a new Director that the Finance Department puts together the numbers for this report, and that the GM then adds the interpretation of the numbers.

Decision: The Board accepted Monitoring Report 2-6: Financial Condition.

4. Board Process

Proposed Bylaw Change

The Board reviewed a proposed change to the bylaws that would allow the dividend to be automatically donated if not redeemed within 90 days. It was noted that the change has been made by other co-ops. The proposed change is to add the following paragraph to the end of Article IV, Section 5:

By obtaining and retaining membership in the Cooperative, each owner agrees that if his or her patronage dividend is not redeemed within 90 days of the date of which it was issued, the Cooperative shall have the right to make a contribution in the name of that owner in a manner directed by the Board.

A Director asked if this would increase the outflow of the dividend funds rather than keeping them in the co-op. The GM said that this was one of the main ways to fund the Cooperative Community Fund. The Board approved the changed unanimously.

November 28, 2012

Review of January Retreat Plan and Agenda

The General Manager presented a revised retreat plan and agenda. The revised agenda incorporates Board goals into each segment. A substitute facilitator has been found, and remaining tasks include tightening up the prep materials and getting documents to Directors in a timely manner.

Preparing for Officer Elections at January Retreat

The Board Chair announced that there would be an open position for Treasurer in 2013. The Chair asked Directors to contact him if they are interested in serving in the open position or if they were interested in taking over any of the filled positions.

Decision: The Board approved the proposed change to the bylaws. The following paragraph is to be added to the end of Article IV, Section 5: "By obtaining and retaining membership in the Cooperative, each owner agrees that if his or her patronage dividend is not redeemed within 90 days of the date of which it was issued, the Cooperative shall have the right to make a contribution in the name of that owner in a manner directed by the Board."

5. Owner Communications

The Board Chair reported that no emails were received during September and October that required Board actions.

6. Open Board Time

The Board Directors discussed actions that would help the Directors be better prepared for meetings. The Directors agreed that it would be optimal to have all meeting materials posted at the end of business on the Friday before the Board meeting occurs on Wednesday. The Board agreed to keep using the Yahoo forum until the GM can find an application that better meets the Board's needs.

A Director asked about the use of the old bakery space as a warehouse. The GM pointed out that the area was part of Panzanella's lease space and agreed it was not the best use of the space. He stated that plans for re-innovating Panzanella were on the back burner.

The Chair asked the Directors if they were interested in considering a 3-year versus a 2-year term, and if it was a good time to consider increasing the size of the Board. The ensuing discussion suggested that a longer term would increase Board consistency with Directors staying on longer but that it also might be more difficult to find individuals willing to commit to a 3-year term. A Director pointed out that the Board had previously reviewed these options and decided to stay as it is.

The Board switched its meeting dates from the third to the second Wednesday of each month.

Task: Brenda will forward Jon information about CBLD 101 dates.

Task: Ruffin will investigate using Asana for the Board forum.

7. Closings

Tasks and Decisions: The Board reviewed and confirmed its tasks and decisions.

December Agenda Items:

- Review Items Requested by EC for Next Year's Election
- Review Board Budget
- Review Board Terms and Number of Directors