

# Meeting Minutes for Weaver Street Market's Board of Directors

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*February 21, 2024 Meeting*

*Board Business Meeting, February 21, 2024, online, 6:00 pm to 9:00 pm*

**Directors attending:** Ruffin Slater (general manager), Deborah Gibbs (consumer owner), Allannah Hines (worker owner), EmJ Jakubowics (worker owner), Amy Wares (consumer owner), and Anna Cates Williams (consumer owner).

**Others attending:** Mark Goehring (consultant), Denise de la Montaigne (consumer owner), Willow Dees (worker owner), Portia Hackett (worker owner), Amy Lorang (worker owner), Makeda Ma'at (consumer owner), Jon McDonald (worker owner), Caitlin Moorman (consumer owner), and James Watts (worker owner).

## 1. Preliminaries

**Introductions:** Board members introduced themselves to those attending.

**Owner Input:** Willow Dees, worker owner, reported that 43,383 pounds of culled food has been donated to the Food Shuttle. She shared that the Sustainability Committee will host an information table at UNC's sustainability event March 7 and that the committee will host a table for Earth Day in Hillsborough on April 21.

Amy Lorang, worker owner, encouraged the Board to follow up on the recommendations made previously for a Board process for responding to owners who bring concerns and questions to the Board. Allannah Hines responded that the Board is currently working on that process and that it will be in place next month.

Makeda Ma'at, consumer owner and executive director of Grow To Life, asked three questions: Why were behavior protocols for the Board meeting sent to her after she attended the last meeting? Why was her request to establish a Black History Committee of black-led community partners and businesses ignored? Why wasn't Grow To Life included in the Black History Month post on February 4th of the black-led organizations that Weaver Street supports?

Denise de la Montaigne, consumer owner, introduced herself and shared with the Board that she had relocated to North Carolina after owning a natural food store for 40 years. She expressed her interest in how a co-op works and noted that she is a member of the Elections Committee.

**Agenda:** Item 3b. Appointment of a new committee member was added to section 3 Elections Committee.

**Minutes:** Minutes from the December 13, 2023 Board Business Meeting and Decisions from the January 17, 2024 Board Retreat were approved with an edit to each document.

**Decision:** Minutes from December 13, 2023 Board Business Meeting were approved.

**Decision:** Decisions from the January 17, 2024 Board Retreat were approved.

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*February 2024*

## 2. Board Process

### a. Board Budget Report Q2FY2024

Amy Wares presented the Board Budget Report Q2FY2024 Budget vs Actual. She noted that the Board Budget is still under budget, and since there is a surplus, there is need for a change to the budget at this time.

### b. Appointed Board Member Selection Process

Allanah Hines reported that the Board is reviewing its process for selecting an appointed Board member. She noted that there is one position available, and the call for candidates will come out soon. Hines encouraged the owners at the meeting to reach out to the Board if they are interested in. She also confirmed that both consumer owners and worker owners are eligible to apply.

### c. Draft Board Elections Call for Candidates Flyer

Brenda Camp submitted in the Board packet a draft Call for Candidates flyer for the 2024 Elections. Allanah Hines shared Camp's notes due to her absence:

The Call for Candidates flyer is one of the major recruiting communications for potential Board candidates. A Call for Candidates is sent to consumer and worker owners in June, and it is displayed in stores and online. The Board has until May 8 to revise the document and/or the process. No decision is needed tonight.

**Task:** Directors will provide feedback to Brenda Camp.

## 3. 2024 Elections Committee

### a. 2024 Elections Timeline

Brenda Camp submitted the Elections Timeline for Board approval. A note was made to share appreciation with the Elections Committee for including a timeline for managers and candidates to receive the unit meeting schedule, which was an item the committee raised in its 2023 Elections Report.

Anna Cates Williams moved to approve the timeline/EmJ Jakubowics seconded the motion.

**Decision:** The Board approved the 2024 Board Elections Timeline.

### b. Appointed Committee Member

Allanah Hines reported that the Elections Committee would like an additional member to be appointed to the committee: Anneliese Gregory. Deborah Gibbs, the liaison to the committee, noted that Gregory works at the Southern Village store and is enthusiastic about joining the committee.

**Decision:** The Board appointed Anneliese Gregory, worker owner, to the 2024 Elections Committee.

## 4. General Manager Monitoring Reports

### a. February General Manager Report

Ruffin Slater presented his February General Manager Report. Slater added an item to his report: A replacement has been hired for James Watts's current position, which is part of the GM transition timeline. Slater made the following clarifications to Board questions:

- With the new customer programs, the co-op will pay the credit card fees for payments made on the phone app.
- The new customer programs will bring more revenue than expenses and will improve our financial situation.
- As part of the strategy, consideration is being given to the in-lane checkout experience vs the automated checkout experience.
- A draft timeline is in place with a more definite timeline ready at the end of the month.

### b. Policy B1-Financial Conditions and Activity Monitoring Report

Ruffin Slater presented his Policy B1-Financial Conditions and Activities Monitoring Report. He reported compliance with all provisions of the policy except for Provision 2: Net Profit, Provision 3: Allow Liquidity to Be Insufficient, and Provision 6: Service Coverage Ratios.

The Directors provided the following feedback:

- For the same-store sales growth reported for Provision 1, it would be helpful to have the individual stores data in addition to the collective data.
- The data for Provision 2 does not meet the standard for avoiding fiscal jeopardy.

Slater noted that the co-op was profitable for the quarter, and because the standard is based on a rolling four-quarter figure, it takes time for the figure to catch up to a positive current trend.

Slater also confirmed that he is reviewing the monitoring reports with James Watts, and next month Watts will present the monitoring reports.

Allanah Hines moved to accept the report/Anna Cates Williams seconded the motion.

**Decision:** The Board accepted Policy B1-Financial Conditions and Activities Monitoring Report with acknowledgement of contraventions. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation except for the contraventions indicated in the monitoring report. The Board finds that the rationale for contraventions and the commitment for future compliance to be acceptable.

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*February 2024*

### **c. Policy B6-Staff Treatment and Compensation Monitoring Report**

Ruffin Slater resubmitted his Policy B6-Staff Treatment and Compensation Monitoring Report. He reported compliance with all provisions of the policy. He confirmed that the employee handbook is translated in Spanish and Burmese. Slater noted that he plans to distribute the grievance process to staff quarterly.

Allanah Hines moved to accept the report/Anna Cates Williams seconded the motion.

**Decision:** The Board accepted Policy B6-Staff Treatment and Compensation Monitoring Report. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation.

## **5. Closings**

**Decisions and Tasks**

**Meeting Evaluation**

## **6. Board Training and Executive Session**