

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

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*February 9, 2022 Meeting*

*Board Business Meeting February 9, 2022, Online Meeting, 6:00 to 9:00 pm*

**Directors present:** Ruffin Slater (general manager), Nazmin Alani (consumer owner), Deborah Gibbs (consumer owner), Allannah Hines (worker owner), EmJ Jakubowics (worker owner), Linda Stier (consumer owner), and Anna Cates Williams (consumer owner).

**Others attending:** Mark Goehring (consultant), Brenda Camp (notes), Julie Freeman (worker owner), Tanya Jisa (consumer owner), and Amy Lorang (worker owner).

## 1. Preliminaries

**Owner Input:** Amy Lorang raised the issue of worker-owners not receiving annual statements for their savings accounts for the past three years when there has not been a dividend. She noted that the statements were important for showing vesting time and savings amount. She also pointed out that workers were not informed that they would not be receiving interest on their savings accounts. Ruffin Slater responded that worker-owner statements were coming out the next week.

**Agenda:** Brenda Camp noted that all Directors had returned their Code of Conduct forms. That item was removed from the agenda

**Minutes:** Minutes from December 6, 2021 Board Business Meeting and Decisions from the January 20, 2022 Board Retreat were approved.

**Decision:** Minutes from December 6, 2021 Board Business Meeting and Decisions from the January 20, 2022 Board Retreat were approved.

## 2. Board Training—Monitoring Report Tips

Linda Stier made a presentation about the Board's role in monitoring the GM and organization performance through the Executive Limitation Policies. Stier addressed the Board's accountability for its delegated authority to the GM, what to expect in the monitoring reports submitted by the GM, and how to assess the monitoring reports.

## 3. GM Reports

### a. February General Manager's Report

Ruffin Slater, General Manager answered questions about his February General Manager's Report. Directors provided two suggestions for subsequent GM reports—label the charts so it's clear what's being shown and include dollar amounts. The GM clarified that the information about the West End project was provided for the Board as a point of interest.

### b. B1- Financial Condition and Activity Monitoring Report

The General Manager presented his Financial Condition and Activity Monitoring Report with two attachments: Q2 FY 2022 Income/Expense Statement and Q2 FY 2022 Balance Sheet.

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The GM reported compliance with all provisions of the policy. Slater provided the following clarifications to questions asked about the report:

- The benchmark for Ends accomplishment is based on a benchmark established by the National Grocers Cooperative (NCG). (Slater noted that it would be good to provide more background information on that benchmark in the next report.)
- Retained dividends are retained as cash or fixed assets.
- For a new loan to originate, it would come before the Board for Board approval, and then an officer would be authorized to sign off on the loan. (That process happened for all the loans listed in the report.)
- To use the restricted health funds would require the bank's permission until the fund reaches \$450,000.

**Decisions:** The Board accepted Monitoring Report B1 – Financial Condition and Activities. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation.

### **c. B – Global Executive Constraint Monitoring Report**

The GM presented his B – Global Executive Constraint Monitoring Report. The GM reported compliance with all parts of the policy.

**Decisions:** The Board accepted B – Global Executive Constraint Monitoring Report. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation.

### **d. B4 – Ownership Rights and Responsibilities Monitoring Report**

The GM presented his B4 – Ownership Rights and Responsibilities Monitoring Report. The GM reported compliance with all parts of the policy. Slater provided the following clarifications:

- Worker owners receive patronage dividends based on the hours worked. In the past, statements were provided to workers only in years with a dividend. Going forward workers will receive annual statements regardless of a dividend.
- The Board makes a dividend decision at the August Board Business Meeting, and consumer owners learn of the dividend decisions in the Annual Report, typically at the end of August.

**Decisions:** The Board accepted B4 – Ownership Rights and Responsibilities Monitoring Report. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation.

## **4. Board Process**

### **a. April Event Plan**

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Allanah Hines, Board Chair, reviewed the 2022 Weaver Street Market Board Linkage Learning Outline and noted that the next step is to incorporate it into the 2022 Board Calendar. The Board discussion centered around plans for April events. Slater described the events as focusing on “How Local/Game Changer/Co-op products impact the Food System.” The learning opportunities for the April events would include understanding Weaver Street’s local/game changer/co-op product strategy and how it impacts the food system.

The Board provided suggestions, including communicate to owners with specific examples and identify what the Board wants to become knowledgeable about by the end of the month.

The Board agreed to add a short setup session to their discussion time following their CBL 101 workshop. The Board will use the session to identify what is needed to be organized and to deploy the April events.

**TASK:** Allanah will produce an elaboration of the documents already prepared as a written road map that shows where the Board started, what the Board’s done, and where the Board’s making progress.

Deborah Gibbs recommended the book *Secret Life of Groceries* for the way it shows all the things that must come together to get groceries to people and how that’s changing. She noted that the book includes a disturbing chapter on the truck and transport system, which she noted is a talking point for local food.

## 5. Closings

Decisions and Tasks

Review Board Calendar

Meeting Evaluation

## 6. Executive Session

**Appointed Board Member**