

Meeting Minutes for Weaver Street Market's Board of Directors

February 2012 Meeting

Directors present: Curt Brinkmeyer (chair), Ruffin Slater (general manager), David Bright (secretary), Audra Marotta (treasurer), Lisa Best, Steve Bos, Linda Stier

Others attending: Andy Sachs (facilitator), Brenda Camp Orbell (owner services coordinator/notes), Amy Lorang (Election Committee Chair)

1. Preliminaries

Owner Input: Amy Lorang expressed her pleasure at being in attendance.

Agenda: The Chair's update on Board check-in meetings was moved to the March meeting..

Minutes: Minutes from the December meeting were approved.

New Owners: There were no exceptions to the owner lists for December 2011 – January 2012: 172 new consumer owner shares, 17 new worker owner shares, and 39 refunded shares.

Resolution on the International Year of Cooperatives: The General Manager read the Resolution on the International Year of Cooperatives. (See Appendix A). The Board accepted the Resolution.

Decision: The Board approved the December minutes.

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

Decision: The Board accepted the Resolution on the International Year of the Cooperative.

2. Owner Communications Plan

The Owner Services Coordinator presented a draft communications plan for 2012. The draft plan identified five targeted audiences for the communications: customers, shopping members, social members, member owners, and active owners. The plan proposed a thematic approach to the year's communications based on three key themes: WSM Co-op Provides Economic Value for Participants, WSM Co-op Is a Value-Based Community Business, and WSM Co-op Encourages Owner Involvement. The plan identified a set of corresponding communication goals, a proposed set of communications and activities, and as a projected schedule.

The Board was pleased with the communications plan and expressed excitement about the expanded opportunities for the Board to engage owners. The discussion of the plan included the need to clarify "value" as used in two of the themes, the need to cultivate excitement about the co-op's products, and the potential for interactive communications with the new website. The Board members were comfortable committing to the additional activities and tasks for the year, including writing articles for the newsletters, attending the Cabot Co-op A-Fair in June, participating in additional tabling events, and helping with a Co-op week that includes the annual meeting. An updated communications plan with outlines for the first communications will be presented at the March meeting.

Task: Brenda will refine the themes and goals for the communication plan and present an updated communication plan for the March meeting.

February 22, 2012

3. Board Process

Board Calendar

The Board discussed the draft Board Calendar for the remaining of 2012. The calendar includes ends-related items, including the Green initiative, the Capital initiative, and further consideration of management's interpretation of 2025 vision. The dates of the April and September Board Meetings were changed to April 26 and September 12.

Proposed Changes to Bylaws Article VII Section 4: Election of Directors

The Board of Directors considered revisions to its *Bylaws Article VII Section 4: Election of Directors*. The revisions were undertaken to bring the bylaws and election process into alignment with each other. The current bylaws indicate that directors are elected at the Annual Meeting. In practice, balloting occurs at the stores and at each workplace location in addition to the Annual Meeting. The Board asked for a revised draft for the March meeting.

Task: The Election Chair and Dave will revise *Bylaws Article VII Section 4: Election of Directors* for review at the March meeting.

4. Open Board Time

New Board member Lisa Best expressed appreciation for attending the CBLD 101 Cooperative Leadership Course in Asheville. The Board members discussed who would attend the March 3 Strategic Cooperative Seminar in Raleigh. Four Board members and the owner services coordinator plan to attend. WSM Food House will cater the food for event. A Board member expressed interest in identifying further education opportunities for the Board during 2012. The Chair will share with the Board some of the materials from his CBLD Leadership Seminar in January.

5. General Manager Report

General Managers Report

The General Manager presented his monthly *General Report*, which included the following highlights:

- Sales growth for December and January continued to strengthen, with the Carrboro store showing the best sales in several years.
- About 37% of the dollar amount of the patronage dividend vouchers have been redeemed, up from 31% in the December report.
- WSM was mentioned in the Media, including an article in *Yes Magazine* by Michael Shuman. The article is based on Shuman's new book *Local Dollars, Local Sense*, which also uses WSM as an example. WSM was also cited in *Carrboro Citizen* for its early support of the Carolina Brewery: "Poitras and Rice saw their business take off, thanks to local businesses like the Carolina Inn, Linda's Bar and Grill and Weaver Street Market taking a chance on the brewery by stocking its beer and the public embracing their idea."

Monitoring Report 2-6 Financial Condition

The General Manager reported on the financial condition of the co-op. He reported a year-to-date profit of \$128,511 or 0.9% of sales. He reported that sales for the quarter were up 11% compared to last year. Owner share investment grew \$19,499 for the quarter. The GM answered questions about past due

February 22, 2012

accounts receivables, and indicated that plans were in place to move the accounts to current. The Board expressed appreciation for the great numbers for the quarter.

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

6. Board Monitoring Surveys

The Chair presented a summary of the issues and gaps identified in the Board Monitoring Surveys in 2011. The Chair identified one item to follow up in 2012 with year-to-year comparisons: 4-13: Decision Making Process.

Tasks: For the March meeting, Curt will bring clarification on the issues identified with 4-13: Decision Making Process.

7. Owner Linkage

There were no emails for the month.

8. Closings

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

March Agenda Items:

- Review of Proposed Revision to Bylaws Article VII Section 4: Election of Directors (Dave)
- Review Updated Communications Plan (Brenda)
- Report on Check-in Meetings with the Board Members (Curt)
- Report on the CBLD leadership seminar (Curt)

Changes to Board Meeting Dates

- **April Meeting:** Thursday April 26
- **September Meeting:** Wednesday September 12

8. Executive Session

February 22, 2012

Appendix A: Resolution on the International Year of Cooperatives

Resolution on the International Year of Cooperatives

WHEREAS, The United Nations General Assembly Resolution 64/136 on cooperatives in social development proclaims the year 2012 as the International Year of Cooperatives (IYC);

WHEREAS, The theme of the International Year is “Cooperative Enterprises Build a Better

World”; WHEREAS, The Resolution recognizes that “cooperatives, in their various forms,

promote the fullest

possible participation in the economic and social development of all people, including women, youth,

older persons, persons with disabilities and indigenous peoples, are becoming a major factor of economic and social development and contribute to the eradication of poverty”;

WHEREAS, The Resolution encourages all relevant stakeholders to take advantage of the IYC to promote cooperatives, to raise public awareness of the contribution of cooperatives to social and economic development and to promote the formation and growth of cooperatives;

WHEREAS, The National Cooperative Business Association (NCBA), a membership association representing cooperatives in the United States, has advocated that the United States and its government participate in the International Year;

WHEREAS, NCBA is preparing tools and materials to enable cooperatives to take advantage of the IYC

to promote cooperatives;

WHEREAS, The cooperative business model has empowered people around the world to improve their lives through economic and social progress;

WHEREAS, Cooperatives are a major economic force in developed countries and a powerful business model in developing countries, employing 100 million people;

WHEREAS, Millions of cooperatives operate in every nation of the world, owned and governed by more than 1 billion members;

WHEREAS, The economic activity of the largest 300 cooperatives in the world equals the 10th largest national economy;

WHEREAS, More than 29,000 cooperatives operate in the United States;

WHEREAS, U.S. cooperatives generate 2 million jobs, make a substantial contribution to the U.S. economy with annual sales of \$652 billion and possessing assets of \$3 trillion;

February 22, 2012

WHEREAS, Cooperatives are the people's business, and for more than a century have been a vital part of the world economy. Now, therefore, be it

RESOLVED, That Weaver Street Market commits to

1. Join with NCBA and its members in supporting and celebrating the year 2012 as “the International Year of Cooperatives”;
2. Recognize the vital role cooperatives play in the economic and social well-being of the United States;
3. Celebrate the year by engaging in efforts to raise the profile of cooperatives and demonstrate how cooperatives build local wealth, generate employment and provide competition in the marketplace.