

Meeting Minutes for Weaver Street Market's Board of Directors

March 2012 Meeting

Monthly Board Meeting, Panzanella meeting room, Carrboro, NC, on March 21, 2012, 6:15 pm to 9:30 pm

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

Others attending: Andy Sachs (facilitator), Brenda Camp Orbell (notes), Cindy Shea (Director, UNC Sustainability Office)

The Board has planned several meetings in which the first hour is spent in dialogue with guest speakers. The intent of these conversations is to further educate the Board of Directors on opportunities being considered in 2012. Cindy Shea was the first guest speaker for 2012.

1. Exploring a WSM 2025 Environmental Vision

Guest Speaker, Cindy Shea, Director of UNC Sustainability Office

One of the opportunities the Board is exploring this year is an Environmental Vision for the co-op. Sustainability expert Cindy Shea addressed two questions: "How can an organization set a major sustainability goal?" and "What are the advantages and considerations gained from the UNC experience?"

According to Shea, sustainability goals are arrived at from different means, some goals are easier to measure than others, and some are more immediate while others are long term. She pointed out that some goals have set completion dates, such as UNC's climate neutral goal, which has a set completion by 2050. On the other hand, sustainability plans necessarily include "aspiration goals," such as UNC's zero-waste goal, which has no set target completion. Shea also pointed out that sustainability plans must anticipate advances in technologies as well as changes in environment controls, such as the anticipated carbon tax.

Shea shared one of her key observations from her long-standing work with UNC sustainability: "Any goal takes a champion." UNC's 2020 coal free goal was initiated by a student coalition that came up with recommendations for a coal free goal, which the Chancellor subsequently accepted. Shea also suggested to the Board the importance of measuring where the co-op is starting from, that is, determining a baseline assessment of usage that is necessary both for making changes and assessing movement toward goals. Another challenge Shea noted is finding a viable way to compare data in different forms, particularly new data that differs in form from the established baseline data.

For the co-op to be a change agent, Shea encouraged Board members to focus sustainability goals on actions that are timely and relevant, so that the goals draw upon the energy of topics already at top of mind for the co-op stakeholders. "Look at where you can have the greatest impact," she recommended. Shea stressed the importance of reducing energy consumption and showing the results. UNC has made significant advances in cultivating behavioral changes both in energy and water consumption, providing feedback on the changes that have occurred and the impact of these changes, and communicating sustainability goals and results to new staff as part of the orientation process.

Shea reinforced the value of goal setting, noting that "goals focus people's attention." She identified three tiers of outcomes to consider when setting goals: 1) what you can control, 2) what your vendors and producers do, and 3) what you cannot control (but can influence). Shea also introduced the idea of a revolving sustainability fund, where money saved through energy initiatives is invested in future energy projects. At UNC students continue to be a driving force; students volunteered to pay semester fees for energy initiatives, and they continue to serve in leadership roles on energy projects.

March 21, 2012

Shea concluded her remarks with a suggestion that Board look within its ownership to find individuals who already have experience in sustainability and successes in implementing energy goals.

In response to Board questions, Shea agreed that carbon neutral is an overarching goal. She noted that for the most part, other goals align with it, including water usage and the focus on local food. She also observed that usage of a new facility that is lower than “climate neutral” can offset usage at another facility that is higher than “climate neutral.” She also suggested that for new buildings it’s important to look at what’s free, and that it’s more cost-effective with existing buildings to look at efficiencies. She reminded the Board to keep renewables in mind—although they may be costly right now, they become more competitive as technology advances.

She agreed with the Board that there is always a balancing of concerns, including environmental, social (health impact), and economical concerns. She encouraged the Board to align the co-op with others to increase the impact it has on expectations and requirements for suppliers.

Task: Board members are to complete their “Things to Remember” worksheet and email it to Brenda.

General

2. Preliminaries

Owner Input: There was no owner input.

Agenda: There were no changes to agenda.

Minutes: Minutes from the February meeting were approved.

New Owners: There were no exceptions to the owner lists for February 2012: 89 new consumer owner shares, 4 new worker owner shares, and 7 refunded shares.

Decision: The Board approved the February minutes.

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

3. Owner Communications Plan

The Owner Services Coordinator discussed the updated Owner Communications Plan, including the refined themes and their correlation to the Marketing slogans and the elements of our co-op story. She discussed communications and events targeted for Spring 2012, including the launch of the new website, publication of the May *Owner News*, WSM’s participation at Co-op A-Fair with Cabot Creamery and Equal Exchange, the design of the first new Owner Kiosks (for the Carrboro store), and content for new owner documentation for the stores and events.

4. Board Process

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

The Board of Directors considered proposed 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 Board approved the revisions. *Section 4 Election of Directors* now reads:

March 21, 2012

Section 4 Election of Directors: Directors will be elected during a voting period that includes the Annual Meeting. Voting occurs at each of the locations where consumer owners shop or employees work or at the annual meeting. A simple majority determines the winners. Owners may vote only for that class of directors of which they are a part. Owners unable to submit their ballots in person may vote with a valid absentee ballot.

Decision: The Board approved the revised *Bylaws Article VII Section 4: Election of Directors*.

Convene Election Committee

The Chair reported that the process for convening the Elections Committee is underway. He is contacting 2011 committee members about their desire to work on the committee again, and he is recruiting a new chair for the committee. Linda Stier agreed to be the Board liaison for 2012.

Task: Curt will continue to work toward convening the Election Committee, including finding new or returning committee members and a potential chair.

Report on Board Emails

The Board of Directors received one email during this time period. The email was from another Board member asking questions about the bylaws, including how Board directors are elected, how decisions are made, and how policy disputes are handled. The Chair responded with the requested information and shared his opinions on the effectiveness of the structure for the WSM Co-op Board.

Report from the Chair on Board Check-in Meetings

The Board Chair expressed his appreciation for the Board check-in meetings and for everyone's willingness to discuss concerns and share ideas. The Chair will present ideas for incorporating the suggestions into the 2012 agenda and activities.

Task: Curt will email the Board members a summary of the check-in meetings.

CBLD Seminar Reports

Dave discussed the Strategic Co-op Seminar and the value in meeting individuals from so many different co-ops around the region. Dave thought the questions explored among the participants addressed important conversations already being considered by the Board. Two key questions explored were "How can we ensure the cooperative model achieves its full potential for meeting the needs of our communities in the coming decade and beyond?" and "How can we initiate and nurture conversations about the potential of the cooperative model in our own co-ops and communities?" Ruffin noted that several of the guest presenters delivered powerful messages about the value of co-ops and some of the challenges in this economy. The articles and presentations from the seminar will be available on the CBLD library May 3.

Curt discussed the value of the CBLD leadership seminar he attended. The articles and materials are available on the Board forum. Curt suggested that other Board members have the opportunity to attend other CBLD seminar.

5. General Manager Report s

General Managers Report

The General Manager answered questions on his monthly General Report.

March 21, 2012

General Report included a number of highlights:

- Sales growth in February slowed somewhat, particularly in Carrboro. However, in the first two weeks of March, Carrboro sales have rebounded, showing strong growth averaging 8%.
- About 38% of the dollar amount of the patronage dividend vouchers have been redeemed, up from 37% in the December report.
- The GM continues to work with the management team on further developing the 2025 Vision that the board discussed at the retreat.

Monitoring Report 2-12: Treatment of Vendors

The General Manager reported on the co-op's treatment of vendors. He reported compliance to all 8 policy provisions.

Decision: The Board accepted *Report 2-12: Treatment of Vendors*.

6. Board Monitoring Survey: Policies 4-1: Governance Commitment and 4-2: Governing Style

The Chair presented a summary of the Board Monitoring Surveys for Policies 4-1: Governance Commitment and 4-2: Governing Style. It was clarified that the members should respond to the overall question at the beginning of the survey.

7. Closings

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

April Agenda Items:

- Convene Elections Committee
- Follow-up on the Monitoring Results for *Policy 4-14: Agenda Planning*
- Date of November meeting

Task: Audra will address calendar issue with the April 26 date.

8. Executive Session