

Meeting Minutes for Weaver Street Market's Board of Directors

April 2013 Meeting

Monthly Board Meeting, Panzanella meeting room, Carrboro, NC on April 10, 2013, 6:15 pm to 9:30 pm

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

Others attending: Andy Sachs (facilitator), Brenda Camp (notes), Becky Laskody (consumer owner), and Adrienne Jimenez (worker owner).

Pre-Meeting Session on Carrboro Renovations

A pre-meeting session was held from 6:15 to 7:30 pm. The General Manager presented plans and strategies for the planned Carrboro renovations and answered questions from the Directors and owners attending the meeting.

1. Preliminaries

Owner Input: There was no owner input.

Agenda: Agenda items for absent Chair Curt Brinkmeyer were moved to the May agenda.

Minutes: Minutes from the March meeting were approved.

New Owners: There were no exceptions to the owner lists for March 2013: 88 new consumer owner shares, 1 new worker owner share, and 2 refunded shares.

Decision: The Board approved the March minutes.

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

2. Owner Communications

Participation Plan

Owner Services Coordinator, Brenda Camp, presented a draft participation plan for 2014. The Board identified participation as a main area of focus for the 2020 goals. The draft plan identified four types of participation, goals for each area, and steps for achieving the goal. The Directors concurred that three of the categories—Volunteer,

WSM Participation Plan		Draft: April 5 2013		
Goal	Measure	How to Achieve	Who does it	
Volunteer Participation				
1 Help w tours/presentations/events/delivery	Community members reached	Expand vol. program & train vols.		
2 Co-op Sourcing on 2020 goals	Rate of learning best practices	Develop work groups for each goal		
3 Serve on board/Committees	No. engaged in leadership	Develop recruitment plan/incentives/education		
4 Bring co-op to your downtown	No. of engaged communities			
Engagement Participation				
1 Follow what co-op is doing	# of web, e-news, social media "hits"	Post info/engage discussion		
2 Connect behavior with co-op goals	Progress toward goals	Open book shopping/mgt.		
3 Engage socially	No. that attend events	Regular fun events		
4 Make suggestions/return surveys	No. of owners responding	Online feedback & surveys		
Ownership Participation				
1 Become an owner	% of sales/hours by owners	Owner drives, reward programs		
2 Invest capital /receive dividend	% of capital from owners/Dividend amt.	On-line investment platform		
3 Vote in Board elections/attend meetings	No. of owners voting/attending	On-line voting		
Economic Participation				
1 Shop/work at co-op	Market share/no. of jobs			
2 Spread co-op's story	Growth rate			

Ownership, and Economic Participation— made sense. The category Engagement Participation was somewhat problematic because of the similarity of the two words. Much of the discussion focused on whether there was a hierarchy or progression of engagement, and if so, what elements or actions moved an owner from one tier of participation to the next, but also what

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converted a shopper into an owner. Another thread in the discussion explored whether participation was a preference for types of engagement rather than a progression of engagement.

The GM and OSC will return with a more developed Participation Plan at subsequent meetings before the 2014 Plan and Budget are presented to the Board.

Owner e-News

The OSC proposed a monthly owners e-newsletter to replace the printed Owner News that comes out once a year preceding the Board Elections. The move to a monthly e-newsletter would move the co-op closer towards its Going Green goal, and it would reduce considerably costs associated with printing and postage. The e-newsletter also offers benefits such as providing timely updates on goals, projects, and events; creating a monthly unfolding of our storyline; building a broader focus on participation; and promoting more varied participation opportunities as they occur throughout the year.

The OSC identified initial investment resources and initiatives, including an email drive, a naming contest, design costs, and costs for managing the email distribution. The largest ongoing cost would be labor associated with writing and producing the content.

The OSC presented an initial design for the e-newsletter and an outline of the content for the first e-newsletter. The content of the May e-newsletter is to include:

- Carrboro Renovations (Ruffin)
- Call for Candidates (Brenda)
- Call for CCF grant applications (Brenda)
- Monthly Board FAQ (Jon McDonald)
- Events calendar and Participate! (Brenda)



The Directors were in favor of the change and saw it as a viable way to communicate the newsworthy things happening in the co-op.

The OSC noted that this would give the Directors an ongoing opportunity to be involved directly with communications to owners. The Directors agreed to help develop the stories and to review the current e-newsletter at each monthly Board meeting.

Decision: The Board approved the move to a monthly owner e-newsletter.

3. General Manager Report

The General Manager answered questions on his monthly General Report. *General Report* included a number of highlights for the past month:

- Sales in the last quarter slowed and are now tracking just over the budget of 6%. YTD sales remain above budget due to the strong sales in the first two quarters of the fiscal year.
- Planning is progressing for the Carrboro remodel. In March, we conducted a test of the polished concrete floor treatment in the front right-hand produce alcove. We also tested a poured in-place flooring system that will be a good alternative if the polished concrete doesn't work out.

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- Ruffin and Linda will attend the NCGA Meeting for Board Chairs and General Managers on April 14. They will give a short presentation on WSM.
- Deep Roots co-op in Greensboro opened their new store in downtown Greensboro. We are providing them with products from the Food House. The store is exceeding expectations and has received a lot of attention because it is the only grocery store located downtown.

Here is a link to one of many news stories:

<http://wunc.org/post/downtown-greensboro-welcomes-first-grocery-market-40-years>

A Director requested a trend line showing where the co-op was with sales before the downturn and where it is now. The Director also suggested that a trend line be created for Panzanella.

4. Board Process

Election Committee Appointments and Approval of the 2013 Elections Manual

The Board appointed four new members to the 2013 Election Committee: Bart Dunlap, consumer owner; Elizabeth Thurstone, worker owner; Lisa Gist Walker, consumer owner; and Tony Zuco, worker owner. The EC is now comprised of seven members—four worker owners and three consumer owners. The EC has two Directors serving as EC sponsors.

The Board also reviewed the 2013 Elections Manual submitted by the EC. One of the EC sponsors reviewed the changes made and the rationale underlying the changes. One of the sponsors clarified that asking candidates to respond to certain questions helped owners know how they want to vote. The Directors were satisfied with the revision of question #4, but a concern was raised about the wording in question #5. The two EC sponsors will revise question #5 and submit it to the OSC for publication of the Call for Candidates.

Decision: The Board appointed four additional members to the Election Committee.

Decision: The Board approved the 2013 Elections Manual.

Task: Dave and Linda will revise question 5 in the call for candidate application.

Follow-up on Board Process Policy 4 -18: Board Compensation Policy

Dave Bright reported on his research of Board compensation. He noted that Board compensation had not been changed in a few years. The last time it was reviewed was during the downturn, and the topic was dismissed. Dave reported that some co-ops give discounts as a form of compensation, while others give stipends ranging from \$250 to \$8,000 annually. He noted that some co-ops offer an increased stipend for officers, and at least one attributed the stipend to participation.

A Director expressed concern about tax implications for discounts, and another noted that WSM Board directors are being asked to do more now than before, including increased tabling and working with the e-newsletter. Another observed that the engagement model for Directors is changing, and this type of compensation could be used as an incentive to get more candidates.

Another Director suggested that connection to compensation was less about time and more about accountability. The Director posed the question, “What’s our accountability going to be [during this time of expansion]?”

Task: Curt will ensure that the topic of Board Compensation is scheduled for a fall meeting and that it is included on the January retreat agenda.

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5. Open Board Time

A Director suggested that the Call for Candidates piece in the e-newsletter include quotes from current and previous Board members responding to questions such as “what difference did it make to me being on the Board?” “what did I learn?” “what did I contribute.”

Director noted that the Land Use Group that is undertaking the development at Martin Luther King and Estes identified WSM as the kind of business that they would like to see in the development.

Task: Brenda will assemble a list of former Directors and will email them about providing quotes for the Call for Candidates.

6. Closings

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

May Agenda Items:

- Treasurer’s report
- Review of May Owner News
- Follow up on Board Process Policy 4 -17: Board Evaluation (Curt)
- Board Monitoring Survey 4-1 and 4-2

Meeting Evaluation:

The Directors identified a number of ways in which the meeting moved the Board forward in several areas:

- how to measure different kinds of participation and how to encourage movement between the levels of participation
- looking at how to cut costs to make our food more cost competitive
- understanding how the Carrboro renovation clearly addresses all the environmental pieces

The Directors also two identified questions that still need to be addressed to be knowledgeable and comfortable with the four 2020 goals:

- How do we improve existing systems so we’re comfortable moving ahead to new opportunities?
- What are the metrics for selecting new stores? What data do we need to evaluate sites and strategic directions? What factors drive the decisions we need to make?

Each Director also expressed a single message they would share with owners about the night’s meeting:

- Carrboro Remodel. Woo!
- We’re continuing to open lines of communication, trying to communicate monthly, going on the same trajectory!

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- We'll be able to use e-newsletter metrics to measure engagement and learn more about how people are engaging
- We are trying to cut costs by communicating with consumers electronically!
- Renovating Carrboro is so much more than a remodel! We're clearly aligning the renovation with our strategy and this is moving us in that direction.
- We're realigning the Carrboro store to the goals!
- New hot bar items!
- There are multiple, valuable ways to participate!
- We're here to serve you, the remodeling benefits you!

7. Executive Session