

Meeting Minutes for Weaver Street Market's Board of Directors

April 2014 Meeting

Monthly Board Meeting, Carrboro Century Center, Carrboro, NC April 9 2014, 7:30 pm to 9:30 pm.

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

Others attending: Andy Sachs (facilitator), Brenda Camp (notes), Amy Lorang (worker owner), Hank Becker (consumer owner), Ian Florian (consumer owner), and Eric Henry (consumer owner).

1. Preliminaries

Owner Input: There was no owner input.

Agenda: There were no changes to agenda.

Minutes: Minutes from the March meeting were approved.

New Owners: There were no exceptions to the owner lists for February 2014: 53 new consumer owner shares and 12 refunded shares.

Decision: The Board approved the March meeting minutes.

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

2. Website Update/Feedback

The Board provided feedback on the wireframe view of the new website. Suggestions included:

- Make the 2020 Goals a predominant feature on the website—displayed prominently on the Home Page and the About page and accessible on all pages.
- Move the Board of Directors bios and photos to the About page.
- In the FOOD section, add an active segment or widget on local items/local vendors available in the store now so that owners and shoppers can look online and find the local products currently in the store.
- Add a section on Health and Wellness to the LEARN section.
- Add information that would help owners and shoppers shop the stores, including the symbols and labels used in the store.
- Add information under the PARTICIPATE section on recycling.
- Add tools that will let owners offer additional forms of feedback (for example, surveys and focus groups).
- Make it easy for owners to contact the Board through feedback and email.
- Add an EMPLOYEES section with information about the Wellness program, how to access it, and how to use it; a document section (similar to "for our owners"), including worker owner information and forms); and a link to the employee manual.

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3. Board Process Policy Revisions

The Board continued the work undertaken to revise the Board Process policies.

Discussion of Remaining Questions

Prior to the meeting, the Directors individually reviewed the working drafts of the board policies and responded with feedback and questions on Survey Monkey. Tonight's discussion focused on 14 questions identified in the survey responses.

1. **C1 - Governance Commitment:** Should we substitute Alternative A, which keeps current wording for both C1 and C2 and doesn't combine the two policies?

The Board approved Alternative A with separate titles for C - Governance Commitment and C1 - Governance Commitment.

2. **C2 - The Board's Job:** Is there anything else in the current policy 4-5 Linkage to Owners that needs to be incorporated into point #1?

The Board combined 3c with 2d.

3. **C3 - Board Meetings:** OK to change title to "Board Meetings and Agenda?"

The Board accepted the changes and made the title "Board Meetings and Agenda Planning."

4. **C3 - Board Meetings:** OK to delete "General Manager" from agenda planning?

The Board removed the General Manager from agenda planning.

5. **C4 - Directors' Code of Conduct:** OK to make change in first sentence?

The Board agreed to the change.

6. **C4 - Directors' Code of Conduct:** OK for vote on removal of directors to follow decision-making process?

The Board agreed to the change.

7. **C5-Officer's Roles:** Is the use of facilitator/minute taker adequately covered in 2d of C-7?

The Board agreed the coverage was adequate.

8. **C5-Officer's Roles:** Are there other aspects of the Chair's role in the current policy that need to be included (other than #3, which was added to C3-Meetings)?

The Board agreed to a change in the wording about the Board's governing budget.

9. **C5-Officer's Roles:** Ok to add keep corporate seal to secretary's role?

The Board agreed that the keeping of the corporate seal is the secretary's role.

10. **C6-Board Committee Principles:** OK to add committee composition to 3a?

The Board agreed to the change.

11. **C6-Board Committee Principles:** OK to change title?

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The Board changed the title to “Board Committee Principles and Structures.”

12. C7-Governance Investment: OK to remove April as budget deadline?

The Board removed April as the budget deadline.

13. Appendix C2- Board Ground rules: OK to change “undiscussable”?

The Board approved the change.

14. Appendix C3– Decision making process: Ok with new wording for Amendment definition?

The Board approved the new wording.

The Board also reviewed the draft policy for C8 – Board Elections. The directors agreed to add “training new Board members” to group 1 and to state in 2c that a reasonable balance of owner classes was indicated for committee composition.

Next Steps

All of the changes will be made in the master policy document for final approval.

Task: Ruffin and Brenda will make the necessary edits in the master policy document.

4. Elections Committee Report

Linda Stier, chair of the Elections Committee, reported on the work of the Elections Committee, including the revisions to the Elections Procedures Manual.

Discussion of Call for Candidates Application Packet

The Board discussed the draft Call for Candidates application packet, which the Board and staff had prepared prior to the meeting. The Directors discussed four remaining questions about the content of the packet:

1. How should we limit the length or the responses to questions 2-6?

Option A: Put a limit of 200 words per question as in attached draft. The benefit to this approach is that candidate responses will appear more parallel in written materials.

Option B: Put a limit of 1,000 words total. The benefit to this Elections Committee recommendation is that it is less restrictive than limiting each question.

The Directors decided to make the limit a comprehensive total of 1,000 words and asked that the language about the format be quite precise and clear.

2. Should Question 3 be modified to read:

“What experience do you have with cooperatives or small community-minded businesses? and/or What makes Weaver Street Market a different kind of business?” The EC recommends this change in order to give more flexibility for responses.

The Directors decided to eliminate the second sentence.

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3. How should information sessions for potential candidates be scheduled?

Option A: The attached draft includes two proposed dates: Sun June 1 and Wed June 11. (The second one is prior to the June BOD meeting.)

Option B: Don't include dates in the packet, and state instead that "Orientation dates will be scheduled with candidates." This was suggested by the EC.

The Directors decided to list the specific dates for both orientation sessions.

4. Does the timeline give candidates ample time to complete the three requirements before the application deadline?

Option A: Decide that the timeline as laid out in the current draft allows for sufficient opportunity to meet the requirements.

Option B: Make completing the three requirements flexible by stating: "If you cannot complete all the requirements in Step 2 by the date of application, please notify the Board at board@weaverstreetmarket.coop." The EC suggested this option out of concern that some candidates might not have ample time to complete all of the requirements, especially if they decided to apply around the deadline. If this option is chosen the EC asks for clarification on who would grant this flexibility--the EC or Board?

Option C: Make the requirements "strongly encouraged" this year (since they are new) and make them requirements in the future when more notice can be given.

The Directors decided to keep the requirements as written. The owner services coordinator assured the group that the communications about the changes in candidacy requirements would be communicated clearly, often, and across multiple channels. The OSC agreed to move the launch date for the packet up by one week to give candidates more time to make a decision about attending the orientation sessions.

5. Who should be responsible for the candidate verification process?

Option A: Elections Committee

Option B: Elections Committee staff (i.e. Brenda)

Option C: the Board

The Board selected Option A.

Decision: The Board approved the Call for Candidates packet with the identified edits and an earlier launch date of April 24.

5. Other Board Business

Report on Trip to the Co-op Café in Asheville

Discussion of the Board trip to the Co-op Café in Asheville was moved to the May agenda.

Board Emails

The Chair reported that there were no Board emails this period.

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6. General Manager Reports

General Manager's Report

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

- Sales growth is holding steady at 6%, slightly below budget. Sales in the last three months have been negatively influenced by poor weather.
- The Carrboro remodel has been delayed until this summer due to two engineering issues:
 1. We need to install a new grease trap, which requires running a new sewer line all the way to street. This involves installing a new grease trap outside, digging a trench to the street, and making the connection under the street--all of which requires additional engineering and approvals. This work needs to be done prior to the interior remodel. It looks like we can isolate this phase of the work to the Greensboro side of the building and accomplish it without disrupting our operations or the front lawn.
 2. We need to replace the heating and air conditioning, which involves our landlord's participation. We have identified a very effective and energy efficient system, but Carr Mill has been slow in approving it.
- Due to these delays, and because April, May and early June are the busiest time of year for prepared foods, we will wait until this summer to complete the final phase of the remodel.
- Once we have the engineering issues worked out and the plans approved, we will share the timeline with customers and staff.
- In the meantime, the Food House is busy developing new offerings that will fill the expanded space. This includes an expanded hot bar, in which one side of the new hot bar will feature a coordinated theme such as Mexican, Indian, or Southern food.

A Director asked if the General Manager was concerned about the below-budget sales. He responded that he was and that it was being addressed. He indicated that he would report on these actions at the May meeting.

7. Closings

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

May Agenda Items:

- Approval of Policy Revisions
- Board Budget for Q3
- Board trip to the Co-op Café in Asheville

Meeting Evaluation:

The Directors expressed satisfaction with the Board meeting. Even though the meeting ran long, the Directors thought the processes worked well.