

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

*November 2014 Meeting*

*Monthly Board Meeting, Carrboro Century Center, Carrboro, NC on November 12, 2014, 6:15 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), Hank Becker (consumer owner), Charlie Hileman (consumer owner), and Amy Lorang (worker owner).

## 1. Preliminaries

**Owner Input:** Charlie Hileman acknowledged the work the Board is doing and suggested that employees would appreciate being involved more. He asked if the Board had addressed the concern he voiced in August about substandard equipment at Carrboro. The GM reported that the issue had been addressed with the store manager.

**Task:** Ruffin will follow up with Charlie about his additional concerns.

**Agenda:** There were no changes to agenda.

**Minutes:** Minutes from the October meeting were approved.

**New Owners:** There were no exceptions to the owner lists for September and October 2014: 195 new consumer owner shares, 5 new worker owner shares, and 20 refunded shares.

**Decision:** The Board approved the October minutes.

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

## 2. Elections Committee Report

Linda Stier, Board Director and EC Chair, submitted the 2014 Elections Report, which included a committee report, a formal monitoring report to the Board, and an annotated 2014 Elections Manual that indicated areas in which the actual activities deviated somewhat from the manual. Stier expressed that she wanted to accomplish three tasks in discussion with the Board: As the chair of the committee to answer questions about the report submitted to the Board and to solicit feedback from the Board on the report format; and as a Board member to address the items identified for Board action. Stier reported that the committee had transitioned smoothly to its new status as a Standing Committee of the Board. The 8-member committee convened in January 2014 and held 7 monthly planning meetings, a Ballot Counting meeting, and two post-election meetings. The EC also participated in worker-owner candidate tabling events at each facility, the Co-op Fair, and the Annual Meeting. The Elections process included key changes that greatly enhanced an already solid elections framework. Changes included:

- The EC edited the Elections Manual to reflect the structural changes made to the committee, its responsibilities, and its relationship to the Board. The revisions also changed the focus from candidate campaigning to candidate-owner engagement.
- The Board revised the “Call for Candidates” packet so that it had clearer instructions and questions for the candidates to answer.
- More specific instructions were created for each owner class.
- Candidates were provided the option to do a video interview accessible via the website. (Each candidate chose to do this.)
- WSM had its first Co-op Fair in August, which included a tabling event for candidates.
- A new software was used to streamline counting of consumer votes.

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- The report included the voting figures for the last four elections:

Consumer Owner Elections				
	2011	2012	2013	2014
<b>Number of Candidates</b>	1	1	2	1
<b>Valid Ballots (Votes)</b>	<b>137</b>	<b>297</b>	<b>363</b>	<b>86</b>
<b>Invalid Ballots</b>	22	51	48	8
<b>Questionable Ballots</b>	0	0	9	6
<b>Total Ballots Received</b>	<b>159</b>	<b>348</b>	<b>420</b>	<b>100</b>

Worker Owner Elections				
	2011	2012	2013	2014
<b>Number of Candidates</b>	1	1	1	2
<b>Valid Ballots (Votes)</b>	<b>31</b>	<b>54</b>	<b>32</b>	<b>74</b>
<b>Invalid Ballots</b>	1	8	3	2
<b>Questionable Ballots</b>	0	0	0	8
<b>Total Ballots Received</b>	<b>32</b>	<b>62*</b>	<b>35</b>	<b>84</b>
*Significant increase in number of worker owners due to payroll change.				

Stier acknowledged all that the committee had accomplished, given that the EC started without a policy in place as the new charter was being drafted.

In the discussion that followed, EC member Hank Becker restated his concern about lack of participation in the voting process. He also questioned whether candidate recruitment should be the purview of the EC rather than the Board. EC member Amy Lorang observed that the metrics for a successful election are unclear and asked the Board to inform the committee of the appropriate focus—finding candidates or getting voter turnout.

Stier acknowledged that the EC is focused on the election process and suggested that the committee could not take responsibility for recruitment because “we’re in the midst of it.”

The Board provided the following feedback and assigned the following tasks:

- The Directors expressed approval of the reports (and attachments), noting the thoroughness, ease to read, and the value of the comments added to the manual.
- Board tasked Brenda Camp, Owner Services Coordinator, to contact the six owners who had indicated interest in serving on the Board.
- The EC will come back to the Board with recommendations for a stipend that matches the increased time commitment and responsibilities of the EC as a standing committee.
- The Board will consider how it can be more proactive in engaging potential candidates at the leadership meetings.

**Decision:** The Board accepted the Elections Committee monitoring report as submitted.

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**Task:** Brenda will email worker and consumer owners who expressed interest in being on the Board and inform them of our leadership meetings to be held early next year.

### 3. General Manager Reports

#### November GM Report

The General Manager answered questions on his monthly General Report. He reported that sales growth in October continued at 10%, which compares very favorably to the industry. By comparison, NCGA co-ops sales growth was 4% and Whole Foods 3% for the quarter ending in September. He identified contributing factors to October sales growth as a very successful wine sale, a dramatic increase in food bar sales in Carrboro, and the opening of the new River Walk in Hillsborough, which is drawing more customers.

The GM also reported that a weekly “scorecard” is being refined to track co-op sales and profits; it also calculates the potential worker-owner dividend on a weekly basis. The potential worker owner dividend was about \$2.00 per hour for the four weeks in October. A Director really liked the concept, and acknowledged the value of showing that “something you’re doing is making a difference.” A Director suggested that it be made clear to worker owners that the Board decides at the end of the year what the dividend is.

The Directors agreed to add dividends to the retreat agenda in January, to address the worker-owner dividend communications, and to discuss the expectations for consumer owners going forward so that it could be explained more clearly and effectively to potential owners. The GM noted that it’s important to identify the economic relationship we’re offering; he observed that first it was a discount then the dividend plus owner specials. He suggested that the dividend really isn’t the economic benefit and that the Board needed to identify what it is. A Director suggested that a consumer owner should be able to tell their neighbors why they bought a share.

#### 2-6 Financial Condition Report

The General Manager answered questions about the 2-6: Financial Condition Report. A Director asked about an error on Page 6: \$3,414 should be \$73,414.

**Decision:** The Board accepted the 2-6: Financial Condition Report with correction to one figure.

#### Ends Report

The General Manager presented his written Ends Report. He described the report as a five-year plan, which should give the Directors “a good sense of where we are.” The report will be discussed at the December meeting.

#### 4. Board Business

#### Treasurer’s Report on Q1 Board Expenses

Board Treasurer, Lisa Best, reported that the Board was under budget for Q1 FY2014. A Director noted that the Check-in lunches with the Chair had not occurred.

**Task:** Board Directors will contact Curt to arrange a Board Check-in lunch.

### 5. Board Business

#### Retreat Preps

The main agenda item at the January retreat will be Ends development, the final step in the Board’s policy review. The Directors discussed ideas and formats for this activity, including the following:

- Build on the work the Board has already being doing.

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- Ask, “Are we happy with the current Ends?” “Are they working?” “Are the Ends still relevant for pulling us forward?” “Can we express this more clearly?”
- Look at a macro level. For example, it might be insightful to have information posted on the wall for viewing and discussing—such as the 25-year timeline, the current goal structure, and benchmarks that have defined our focus.
- Look at an overview of the industry and the global view that provide the broader historical context.
- Look at what’s happening with co-ops, what societal trends are relevant, and what industry trends are happening.
- Ask, “What differentiates us now?” “What will differentiate us in the future?” “Do the answers tell us something about what the Ends should be?”

### 6. Closings

December Agenda Items:

- Ends Report
- EC Discussion on Stipend
- Activities Setting the Stage for Ends Discussion
- Holding a Spot: Election Participation to be Discussed in February

**Meeting Evaluation:** The Directors expressed appreciation for the excellent work of the Elections Committee.

### 7. Executive Session: GM Evaluation