

Meeting Minutes for Weaver Street Market's Board of Directors

February 2015 Meeting

Monthly Board Meeting, Carrboro Century Center, Carrboro, NC on February 11, 2015, 6:15 pm to 9:30 pm

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

Others attending: Andy Sachs (facilitator), Brenda Camp (notes), Jan Cho (consumer owner), and Amy Lorang (worker owner).

1. Preliminaries

Owner Input: There was no owner input.

Agenda: There were no changes to agenda.

Minutes: Minutes from the December meeting were approved.

Decision: The Board approved the December minutes.

2. Board Elections

Elections Committee Report

Linda Stier, Board Director and EC Chair, reported on the EC's first meeting and submitted an Elections timeline drafted by the EC. Andy will be available to facilitate four subsequent meetings that require extensive discussions. The EC intends to engage more owners in the elections with a shorter voting period that kicks off at the annual meeting.

Elections Committee Appointments

The Board confirmed the appointments of the 2015 Elections Committee:

- Linda Stier, Board Director and Committee Chair
- Hank Becker, consumer owner
- Bart Dunlap, consumer owner
- Amy Lorang, worker owner
- Michael Silverberg, consumer owner
- Elizabeth Thurstone, worker owner

Decision: The Board approved the appointments of the 2015 Elections Committee.

Task: Linda will contact Lynn Nash to confirm her interest in participating again on the Elections Committee.

Candidate Recruitment Committee Charter

The Directors discussed two versions of a charter for a Candidate Recruitment Committee. The Directors discussed the need for continuity and perpetuity of the Board, the need for competitive elections, what the Board expected the committee to accomplish, the process involved in recruiting candidates, and the composition of the committee.

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The Board adopted the following the charter:

DRAFT COMMITTEE CHARTER

Committee: Candidate Recruitment

Date Chartered: February 11, 2015

End of Term: Standing

Composition: 2 to 3 Board members; Board members up for election next cycle are ineligible.

Purpose: Create, manage and maintain a reliable, transparent process for ensuring qualified candidates for competitive elections for elected positions, and for appointed positions on the Board.

1. Owners are aware of the opportunity to serve on the Board, including the importance and contribution of serving.
2. Owners have opportunities for understanding Board leadership and serving on the Board.
3. The committee will identify and recruit qualified candidates.
4. The committee will provide progress reports to the Board, plus an annual accounting of the purpose being met.
5. The committee will make requests for resources timed with the Board budget.

The Board modified the Elections timeline for 2015 to include a longer recruiting period.

Decision: The Board adopted the committee charter with the changes noted in the meeting. Jon and Dave will serve on the committee.

Decision: The Board accepted a modified 2015 Elections timeline.

3. Owner Engagement

Brenda Camp, Owner Service Coordinator, continued the discussion of the Owner Engagement started at the January retreat, where the discussion focused on the communications component. The engagement plan is based on the assumption that engagement is both *authentic* and *compelling* when it flows from WSM doing good things and making progress toward 2020 goals.

Community Food Partnerships

Camp presented details about WSM's new Community Food Partnerships with four local hunger relief organizations. The Goal of the program is to raise awareness about the severity of local hunger and get healthy food into the hands of more low-income families in Orange County. Camp described the program as offering new ways for owners to engage with the 2020 goals and the Ends by helping a marginalized segment of our community meet their basic needs for healthy nutritious food. The first campaign will focus on providing organic and natural fresh produce and eggs for food insecure families served by PORCH, one of the four hunger relief organizations in the partnership.

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4. Ends Follow Up

The Ends ad-hoc committee (Barbara Keith and Curt Brinkmeyer) presented draft language of a revised Ends statement. Barbara reported that the draft drew upon the language of the 2020 goals and the draft versions created by the three teams at the retreat. The Directors discussed elements that needed to be incorporated into the draft, which Barbara and Curt will provide in the next Board packet.

Task: Curt and Barbara will compose the next draft of the Ends statement and provide it to the Directors in time for reflection ahead of the meeting.

5. General Manager Reports

February GM Report

The General Manager answered questions on his monthly General Report. He report that sales growth in Q2 (Oct-Dec) was 8%, but fell to 6% in January. The first week in February sales growth was a little better at 7%. He also report that WSM is supporting the opening of Durham Central Market in late February and will be an ongoing supplier from our Food House.

Monitoring Report: Policy 2-6 – Financial Condition

The GM answered questions about Monitoring Report: Policy 2-6 – Financial Condition. He noted that we are paying less principal this year than last year because we paid off loans last year.

Decision: The Board accepted the GM's Monitoring Report on Policy 2-6 – Financial Condition.

6. Closings

Review Tasks and Decisions

February Agenda Items:

- Elections Manual
- Ends Statement
- Treatment of Vendors
- Owner Engagement Update
- FY2015 Q2 Budget Report

7. Executive Session: Appointed Board Member