

Meeting Minutes for Weaver Street Market's Board of Directors

March 2015 Meeting

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

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

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

1. Preliminaries

Owner Input: Jim Porto commended the Board on the transition that happened to the hot food bar, which he described as “an amazing transformation with many choices.” He exhorted the Board to continue to recognize “the experience people have with food” and to cultivate that relationship with the WSM shoppers.

Agenda: The Board Budget Report was added to the agenda.

Minutes: Minutes from the February meeting were approved.

Officers: The Board confirmed officers for 2015: Curt Brinkmeyer (chair), David Bright (secretary), and Lisa Best (treasurer).

Appointed Board Member: The Board reappointed Linda Stier as a Board Director.

April Board Meeting: The Board rescheduled the Wednesday, April 8 Board meeting to Monday, April 13. The meeting will be held at the WSM's Admin Center in Hillsborough.

Decision: The Board approved the February minutes.

Decision: The Board confirmed officers for 2015: Curt Brinkmeyer (chair), David Bright (secretary), and Lisa Best (treasurer).

Decision: The Board reappointed Linda Stier as a Board Director.

Decision: The Board rescheduled the April 8 Board meeting to Monday April 13.

2. Elections Committee Report

Linda Stier, Board Director and EC Chair, submitted the *2015 Elections Procedures Manual*. Stier identified four points of discussion needed to bring consistency between the manual and “Board Policy C8: Election and Orientation of New Board Members”:

1. The voting process requires two consumer-owner members on the EC to count the worker-owner votes. Board policy requires one committee member from each class, which could leave the possibility of the EC not having enough qualified members to do the worker-owner vote.

Decision: The Board changed “Policy C8: Election and Orientation of New Board Members” to require two consumer owners and two worker owners.

2. The EC encountered a possible situation where a current EC member might choose to run for the Board.

March 11, 2015

Decision: The Board added to “Policy C8: Election and Orientation of New Board Members” the requirement for EC members to resign if they decide to run for the Board.

3. The EC wanted to remove any connection to a form of “salary” for serving on the committee.

Decision: The Board changed “Policy C8: Election and Orientation of New Board Members” so that an optional honorarium replaces the stipend.

4. The EC sought clarification on where responsibility for the EC manual belongs.

Decision: The Board confirmed that it owns responsibility for the *Elections Procedures Manual* and that the Board’s responsibility includes approving the updates made to the manual.

C8 – Election and Orientation of New Board Members as Revised 3/11/2015

C8 – Election and Orientation of New Board Members

[Reference: By-law provisions: Article VI, Sections 2,3,4,5]

Elections will have the following outcomes:

1. Qualified candidates and choice for the owners (BOD)
2. Accurate information regarding candidates’ qualifications (BOD)
3. Ample opportunity for owners to assess the candidates (Delegated to the Elections Committee)
4. Fair and open voting (Delegated to Elections Committee)
5. Transparent process that gives owners confidence to support the result regardless of personal views (Delegated to Elections Committee)

Accordingly, the Board will

1. Inform owners and interest qualified candidates by:
 - a) Inviting owners to attend strategic sessions at Board meetings that highlight the current issues facing WSM and the important work in which the Board is engaged.
 - b) Talking with owners about what it’s like to be on the Board.
 - c) Determining and reviewing annually the content of the Board candidate information, requirements, and application packet.
 - d) Holding information sessions for potential Board candidates so they understand the Board’s role and Board process and can meet with Board members.
 - e) Ensure proper training of new Board members.
2. Establish a standing Elections Committee to run the election independent from the Board.
 - a) Appoint or re-appoint between five and seven owners to the committee at the start of each year. The committee includes at least one Board member, who cannot be up for election; at least two worker owners; and at least two consumer owners. The remainder of the committee is a reasonable balance of consumer and worker owners. If a member of the Elections Committee decides to run for election, he or she must resign from the committee.
 - b) Appoint the Elections Committee Chair unless it directs the Elections Committee to elect a Chair from among its members.
 - c) Determine an honorarium for the Elections Committee, if any, before January 1 for the coming year.
3. Delegate the following responsibilities to the Elections Committee:
 - a) Produce an election consistent with outcomes 3, 4, 5 above and with the Elections Manual.
 - b) Keep the Board informed regarding anything that would affect either the Elections Committee or the Board’s responsibilities.
 - c) Provide an accounting to the Board following an election cycle demonstrating compliance with expectations.
 - d) Provide for continual improvement of the election process consistent with outcomes 3, 4, 5 above.
 - e) Maintain the Elections Manual such that it is relevant, up to date, in compliance with the Bylaws and this Board Policy. Provide recommendations and updates for Board approval.

Decision: The Board approved the *2015 Elections Procedures Manual*.

Elections Committee Appointments

The Board approved the appointment of worker owner Lynn Nash to the 2015 Elections Committee.

Decision: The Board approved the appointment of worker owner Lynn Nash to the 2015 Elections Committee.

March 11, 2015

3. Recruitment Committee Report

Dave Bright and Jon McDonald, Members of the Recruitment Committee, presented the committee's first report on recruitment and noted that they will make monthly reports through July with the status of the candidate pool.

4. Owner Engagement Plan

Owner Services Coordinator, Brenda Camp, reported on progress with the first food campaign for the Community Food Partnerships. Camp reported that the campaign was a resounding success that highlighted the power of community engagement.

Camp identified a number of contributors to success, including choices at what level to participate, options that resonated with shopper values, options that leveraged our unique abilities, staff engagement, good coverage in newspapers, a fun visual display of participation, and an ambitious goal to achieve together as a community.

"Bag of Fresh Produce" Results

- **Wednesday, February 18 - Tuesday, March 3**
 - 1,061 FULL bags of produce donated = \$31,835 donated (valued at \$63,670)
 - Carrboro: \$13,307 (444 bags)
 - Southern Village: \$6,645 (221 bags)
 - Hillsborough: \$11,884 (396 bags)
 - 2,539 participated (including 1,800 consumer and worker owners)
 - 55 shoppers and owners signed up to volunteer at store tabling or via email (20 for the food sorts at FH)

5. Ends Follow Up

Prior to the Board meeting, the Directors completed an "Ends Statement Worksheet" designed to facilitate the review and revisions of the current Ends. Board Directors discussed ideas for the most important results that WSM needs to produce.

Task: Linda, Curt, and Jon will compose a draft of the Ends statement and provide it to the Directors 10 days ahead of the meeting.

6. 2016 Budget Preview

The General Manager previewed the 2016 Budget and answered questions from the Board. He observed that the WSM 2016 budget will be presented in June with the fiscal year starting in July.

7. General Manager Reports

The General Manager answered questions on his monthly General Report.

8. Closings

Review Tasks and Decisions

April Agenda Items:

- Pre-Meeting Owner Session on "How We Present Ourselves"
- Continuing Review of Ends Statement
- Recruitment Committee Report