

Meeting Minutes for Weaver Street Market's Board of Directors

June 2015 Meeting

Monthly Board Meeting, WSM Admin Center, Hillsborough, NC on June 17, 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: Alicia Altmueller (consumer owner), Dilip Barman (consumer owner), Hank Becker (consumer owner), Chris Best (consumer owner), Neo Best, Brenda Camp (notes), Terrance Feravich (consumer owner), Becky Laskody (consumer owner), Tim Macri (consumer owner), Jean-Michel Margot (consumer owner), Jim Porto (consumer owner), Charles Traitor (worker owner), and Cait Williams (worker owner).

1. Introduction to Leadership Information Session

The Board used its regular June meeting as an information session for candidates interested in running for a seat on the Board. The format used for the meeting was an experiential learning process overlaid with a regular Board meeting. The meeting built on the topic introduced at the May meeting: the four things the Board cares about—*Relevancy, Results, Means, and Relationships*.

2. Results: Ends

Director Jon McDonald introduced the RESULTS segment of the meeting. He described the Board as being “results based” and observed that the ENDS describe “the results of all that we do—what is produced and at what costs.” McDonald described the Ends as the cornerstone of the Board’s work. He noted that the Board has been reviewing and revising its policies for over a year. The current working Ends statement evolved from discussions at previous Board meetings and working sessions of the Ends *ad hoc* committee:

Draft Ends Statement (May 2015)

Weaver Street Market Cooperative!

A sustainable cooperative food market generating community wealth—shared economics, shared community, and shared knowledge—for owners and potential owners.

GM Ends Interpretation

The GM presented a draft Ends interpretation based on the draft Ends. The point of drafting the interpretation was multifold for the Board: to assess whether the interpretation resonated with their expectations, to assess the reflection of the Ends in the GM’s business plan, and to provide feedback to the GM on the key indicators selected for Ends accomplishment.

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Draft GM interpretation of the draft Ends (June 2015)

Being sustainable means that by 2020 WSM will have doubled its impact in four areas:

- Make healthy eating accessible, tasty, and fun
- Drive the growth of local and sustainable foods
- Invigorate downtowns
- Use net zero energy, create zero waste, and promote responsible packaging

Being *cooperative* means that through shared economics, shared community, and shared knowledge WSM has become the model preferred by people and has contributed to co-ops becoming the fastest-growing form of enterprise.

Being a *food market* means that WSM retails, produces, and distributes food in a way that grows its market share while driving the food system to be more sustainable and cooperative.

Generating means that effective work, dedicated patronage, and active participation moves the co-op forward on its goals.

Community wealth means that the WSM on behalf of its owners continually generates more resources, experience, and knowledge benefiting individuals and the community in the following ways:

- *Shared economics*: providing workers and consumers with a better deal than they could get elsewhere while simultaneously improving WSM finances.
- *Shared community*: providing enjoyable everyday interactions, frequent transcendent experiences, and a place to see community values put into practice.
- *Shared knowledge*: accumulating and providing information that enables WSM to be more responsive and owners to be fuller participants.

For owners and potential owners means WSM exists to serve current owners as well as an expanding Triangle audience who wants to have a local WSM store to shop and work and to positively impact their community.

The Directors found the interpretation to be very powerful as well helpful in evaluating the draft Ends. They identified the following elements to consider in the next draft for the July retreat:

- *Food market* versus *marketplace*: Which term encompasses the results comprehensively, including the community element?
- *Generating*: Does this word capture a sense of initiating and innovating?
- Costs: At what costs are we creating the results?
- Aspiration: How do we make this reflect change and transformation?

The Directors also expressed two additional activities to consider:

- Identify a method for soliciting feedback from owners on the Ends and discuss how the feedback will be used.
- Consider how to “flip” the ENDS to become a communication piece for external audiences.

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Planning and Budgeting

The GM presented a draft 2016 Plan and Budget. He explained that the business plan identifies key elements planned for 2016 that will further the four 2020 goals as well as the elements that comprise WSM's co-op difference—shared economics, shared community, and shared knowledge. At the next meeting, the Board will decide whether to accept the business plan and budget as reasonable demonstration of a plan to accomplish the Ends while staying within the executive limitations.

Tasks: Directors, read Fairbairn article and “Power in Being Precise”; then, fill out the Ends checklist. Linda, find information on how B-Corps are expressing themselves. Ends *ad hoc* committee will meet before the retreat and after the unit meetings to work on the next draft of the Ends statement.

Q&A about Ends

The Board asked the visiting owners to respond to the Ends segment of the meeting. Highlights include:

- Get feedback from owners on the Ends.
- Add “excellence” and “excitement” to the Ends.
- Include the means—show we care about *how* we get there.
- Create more opportunities for substantial listening and for directing information to owners.
- Find tools that allow people to share their ideas and preferences about where the future is going with food and food experience.
- Show which part of the Ends came from meeting discussions and which from subcommittees.

3. Relationships: Board Process

Board Process Policies

Linda Stier introduced the Board Process Policies:

A *Ends Policy*: results

B *Executive Limitations Policies*: ethical and prudent limits on managerial actions

C *Board Processes*: how the Board organizes itself and its work

D *Board Management Relationships*: the Board's relationship to the General Manager, what's been delegated to the GM, and how it's monitored by the Board

Preliminaries at Board Meetings

Curt Brinkmeyer introduced the typical Board meeting agenda to the visiting owners.

Owner Input: Dave Bright asked owners for input in this segment of the Board meeting. Several offered comments: Hank asked if the Board was aware of an FDA action alert; Tim observed that the current trend is to regard food as medicine; Alicia suggested that retirement communities offer an opportunity for expanding our catering services; Becky noted that it's important for the community to understand what's being addressed at Board meetings; and Cait acknowledged that the GMO-free movement is complicated and expensive but worth the investment.

Agenda: No changes to the agenda

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Minutes: Minutes from the May meeting were approved.

Decision: The Board approved the May minutes.

Recruitment Committee Report (Jon, Dave)

The Recruitment Committee reported that they had contacted several owners about their potential candidacy and that a letter about tonight's orientation session had been sent to the Leadership list. Most of the owners visiting tonight's meeting had attended the May orientation session as well.

4. Control: Monitoring

Linda Stier introduced Monitoring Reports and their role in monitoring executive limitations. She noted that the policies set a range of operational choices for the GM and that they enable the GM and the Board to see who has authority in what area. She noted that the Board Calendar includes a monitoring report for every aspect of all policies. The frequency of the reporting is related to how often there is likely to be a change and the degree of risk; there is an audit at the end of the year.

The monitoring reports include the policy statement, the GM's interpretation, and data that demonstrate what's been met. The interpretation may include why something is reasonable (justified in some way)

June 2015 GM Report

The General Manager answered questions on his monthly General Report. Highlights include:

- Sales growth in May improved to 6%.
- We are working on a program to promote and track the sales of key seasonal items that will make a difference in sales growth. We will also be adding some flexible display fixtures and coolers to be able to quickly re-merchandise the stores
- We are working on improving the way we communicate our promotional program to make it clearer and more impactful.
- Community Food Partnership: The Table fundraising campaign was successful: 2,900 owners and shoppers donated \$33,000, which is enough to reach 350 children this summer for eight weeks. We are going to experiment with doing a portion of the food sort on the patio in Carrboro to make it more visible. We are able to make the donations go further by getting some of the food at reduced prices from our vendors. We will be providing bread from our bakery and some of the produce from Farmer Foodshare, a non-profit that connects local farmers with non-profits providing food. The Table fulfillment will happen on a weekly basis, and overlap with the Porch fulfillment which continues on a monthly basis for the rest of the calendar year.

Monitoring Report Example: Emergency Management Succession

The GM presented Monitoring Report 2-9: Emergency Management Succession and explained the purpose of the report.

Decision: The Board accepted Monitoring Report 2-9: Emergency Management Succession.

Q & A about Monitoring

The Board asked the visiting owners to respond to the Monitoring segment of the meeting. Highlights include:

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- Provide a handbook for meeting attendees. The list of Board policies makes it really clear about the relationships among the policies.
- Rewrite policies with positive rather than negative language.
- Find ways to interpret consumer information.

5. Closings

- Review decisions and tasks
- Meeting evaluation—including visitors:
 - “Liked the structure because of the types of comments and questions we got.”
 - “Best format so far, sharing and showing the info!”
 - “An interesting dance”
 - “Thank you for letting us seeing how it works”
 - “Great to see the actual work of the Board”
 - “Grand slam, home run!”
 - “I was wavering, now I’m going to run for a seat on the Board”