

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

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*March 2017 Meeting*

*Monthly Board Meeting, WSM Admin Center, Hillsborough, NC on March 8, 2017, 6:15 pm to 9:30 pm*

**Directors present:** Ruffin Slater (general manager), Alicia Altmueller (consumer owner), Hank Becker (consumer owner), David Bright (consumer owner, secretary), Jon McDonald (chair, worker owner), Linda Stier (consumer owner), and Charles Traitor (worker owner).

**Others attending:** Andy Sachs (facilitator) and Brenda Camp (notes).

## 1. Preliminaries

**Owner Input:** No owner input.

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

**Minutes:** The minutes from the February meeting were approved.

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

## 2. New Kind Project Update and Discussion

The General Manager reported on the results of the New Kind brand-positioning workshop. The all-day workshop was attended by the 11 WSM employees on the New Kind project team plus three invited guests. The GM reported that the purpose of the workshop was twofold: 1) to build a shared foundation of knowledge about the current state of telling our story and 2) to build alignment around the beginning positioning strategy.

The GM shared the results from New Kind's audit of our current messaging and the results of worker surveys, consumer surveys, consumer interviews, and a downtown Raleigh survey. He noted that there was high alignment on what WSM is associated with among current owners: local, community quality/fresh, healthy, and organic.

He also shared some of the positioning strategy being developed, including WSM's competitive frame of reference (markets we compete in), key competitors, points of difference (differentiators from competitors), and points of parity (where we need to have a strong enough story for customers to choose us—such as price). He noted that New Kind will use this information for the next phase of their work to powerfully tell the WSM story and that it will be reflected in the 2018 plan and budget.

A Director observed that for a low-rate response survey steps are usually taken to balance the responses. He noted age as an example.

## 3. Board Business

### Board Process Surveys on Board Policies C6, C7, and C8

Board Chair Jon McDonald led a discussion of the responses to the process surveys.

### C6 – Board Committee Principles and Structure

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The Board discussed the need for an abbreviated charter for ad hoc committees. Elements identified for the charter included the intent, authority of the committee, resources, deliverables, and dates.

**Task:** Linda Stier will draft a charter template for Board ad hoc committees for April meeting.

### **C7 – Governance Investment**

The Chair clarified that Directors can ask for additional information if something important is missing from the monitoring reports. Hank Becker recommended a change to policy 2c: replacing “listen to” to “solicit.” The Board agreed to the recommended change and also decided to move items 2a-2d to provision 1. The revised policy follows:

*WSM Board Policies*

C7 – Governance Investment

The Board will invest in the Board’s governance capacity.

1. The Board will make sure that Board skills, methods, and supports are sufficient to allow it to govern with excellence.
  - a. The Board will use training and retraining liberally to orient new directors and Board candidates, as well as to maintain and increase existing directors’ skills and understanding.
  - b. The Board will arrange outside monitoring assistance as necessary so that the Board can exercise confident control over organizational performance.
  - c. The Board will use outreach mechanisms as needed to ensure its ability to solicit owner viewpoints and values.
  - d. The Board will use professional and administrative support.
2. The Board will incur governance costs prudently.
3. The Board will develop the Board’s annual budget for the following fiscal year.
4. The Board will determine compensation for Board members in recognition of their service.
  - a. Compensation will be the same for all Board members except that Officers may receive additional compensation and the General Manager compensation is determined separately in accordance with Board Policy PM 3-4.
  - b. Compensation will be set using a reasonable comparable standard that takes into account the responsibilities, risk, and time commitment involved. Compensation will not put the Cooperative in fiscal jeopardy.
  - c. The Board will review compensation every two years or when the Board determines a review is necessary.

**Decision:** The Board changed Policy C7: Governance Investment, moving 2 a through d to become 1 a through d. In 1c “listen to” was replaced with “solicit.”

A note was made to add Board compensation to the retreat agenda.

### **Policy C8: Election and Orientation of New Board Members**

Hank Becker suggested that owners would be better able to assess Board candidates if there were more opportunities for conversation. He observed that conversation is limited by a policy of passive engagement. The Chair clarified that the Board creates the general opportunity for consumers to assess candidates and then it evaluates how it is executed in the Elections Procedures Manual. The GM noted that the elections manual is mutually developed by the Board and EC, and the Board approves it.

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The Directors agreed that the elections manual was the best place for considering the passive engagement guidelines. The EC will submit the 2017 elections manual at the April Board meeting.

#### Elections Committee

Elections Committee Chair Linda Stier requested approval of a new consumer owner member, Chip Gentry.

**Decision:** The Board approved Chip Gentry as a member of the Elections Committee.

#### Recruiting Committee

The Recruiting Committee submitted documentation of the information provided to owners about the candidates and asked if what is being provided is sufficient. The Board agreed that the questions being asked and the information provided was sufficient for owners to assess candidates.

A future agenda item was identified: Geographic representation and term limit for the Board of Directors.

## 4. GM Reports

### March 2017 GM Report

The General Manager answered questions on his monthly GM reports. Highlights from the report include:

- **Sales Growth:** Sales in the first nine weeks of the quarter (through March 4) were up 5.7% overall, with Carrboro up 5%, Southern Village up 3% and Hillsborough up 8%. Sales growth in Southern Village is down due to disruption from the remodel.
- **Community Food Partnership:** We are working on a joint project with the UNC Public Health School, Seal the Seasons, and others to provide low-cost prepared meals in convenience stores in low-income neighborhoods.
- **CRM Project:** We continue to work with NCG to develop a co-op relationship management tool. NCG staff will be in town for a meeting on March 9.

## 5. Open Board Time

Hank Becker suggested that encouraging owners to attend Board meetings is important to engaging owners in the business of the Board and suggested a raffle for owners attending a Board meeting. In the ensuing discussion, Alicia Altmueller suggested engagement was more likely at a breakfast meeting with the Board or through conversations at the Co-op Fair. Charles Traitor agreed, noting that there are other more vital ways to participate. The Chair noted that many workers who attend Board meetings with lots of ideas end up being disappointed more than engaged because of the slow process underlying the Board's work. Linda Stier suggested rotating the locations of the Board meetings so that more people could see "what legislature" looks like.

## 6. Closings

- Decisions and Tasks

### *March 2017*

- Next Month's Agenda: Co-op Fair, Report from Co-op Café, Elections Manual
- Future Agenda Items: Geographic representation and term limit for the Board of Directors
- Retreat Agenda: Board compensation