

Meeting Minutes for Weaver Street Market's Board of Directors

March 2020 Meeting

Monthly Board Meeting, March 11, 2020, WSM Admin Center, Hillsborough, NC 6:15 pm to 9:30 pm

Directors present: Ruffin Slater (general manager), Dave Bright, Glenda Clare (secretary) on conference call, Jon McDonald (chair), Linda Stier, and Charles Traitor.

Others attending: Brenda Camp (notes), Julie Nalley (worker owner).

1. Preliminaries

Owner Input: Julie Nalley, a member of the customer service team at the Hillsborough store, shared her concerns about the co-op providing reusable plastic bags—meaning the “Bring It Back” sack. She suggested removing these bags as a shopping option and selling only the purple bag and the insulated bag.

Agenda: Item #2 moved was moved after Item #4.

Minutes: Minutes from the December 2019 meeting were approved.

Decision: Minutes from the December 2019 meeting were approved.

2. Follow-up on Raleigh Owner Event

Review Scorecard

The Directors discussed the Raleigh owner event and the scorecard provided in the Board packet. Eighty owners joined the Board for dinner and round-table discussions about the Raleigh store. The Directors agreed that the meeting was successful as a forum for connecting with the new owners in Raleigh. It was noted that the evening's conversations reflected the ongoing work of the Directors in 2019 to better share with owners the work of the Board, including the Ends and four pillars.

Due to the threat of the coronavirus, the Board cancelled the April new owner meeting at the Carrboro store. Instead, the Board agreed to have an online conference call.

Decision: The Board cancelled the April owner meeting at the Carrboro store and will hold its April meeting via an online conference call using zoom.

3. Board Business

Finalize Board Goals

At the January retreat, the Board reviewed its progress on its 2019 Board Goals and discussed potential goals for 2020. At the retreat, the Board decided to use half of its monthly meetings as a way to engage with owners. The Raleigh owner meeting was the first of the six meetings. General Manager Ruffin Slater developed a scorecard with metrics for the Board to use to evaluate progress toward the goals.

March 2020

The Board finalized its 2020 Goals as follows:

2020 Board Goals

Goal 1: Linkage between Co-op and Owners

- a. Host an owner event instead of a traditional board meeting every other month. Include each store and a worker owner meeting over the course of the year.
- b. Develop a “scorecard” for meetings to:
 - a. Improve meetings over time
 - b. Assess and develop board communication to owners
 - c. Identify emerging issues important to owners and areas for education for the board
 - d. Engage owners on driving results through participation

Goal 2: Governing Policies

- a. By-law governing mid-term board appointments

Goal 3. Assurance of Organizational Performance

- a. Develop board’s financial literacy to better monitor financial performance
 - a. Participate in Columinate webinar (Jon signed up)
- b. Continue to use board goals in agenda planning
- c. Emphasize getting more efficient with our time given that we will only have a business meeting every other month.
- d. Implement and use Microsoft Teams for Board communication

Goal 4. Perpetuation of Board Leadership

- a. Leverage the transition of three board members off the board to strategically appoint and recruit high-quality board candidates
- b. Use revised process and criteria for appointed board members
- c. Leverage owner meetings as method to develop new leaders

Decision: The Board agreed on the Board Goals for 2020.

Board Facilitator

The Board reviewed and made final edits to the job announcement for a Board facilitator. Jon and Ruffin will interview applicants.

Appointed Board Member Committee Report

The Board discussed processes to address three upcoming vacancies on the Board: Dave Bright will end his term as an appointed member in June, Jon McDonald will reach his term limit at the end of his term in January 2021, and Charles Traitor will leave part way through his term.

For the appointed member opening, the recruiting committee (Jon, Linda, Alice, Ruffin, Dave) will make initial contact with potential candidates, and then Board members will interview the shortlist. Board members were tasked with providing the recruiting committee with names and contact information for potential owner candidates.

For the replacement of Charles, the Board will make an appointment of a worker owner to complete the current year of Charles’s term and then have the second year of his term up for election in the 2020 elections. An ad hoc committee (Jon, Charles, Amy Lorang) will make initial contact with potential worker-owner candidates and will submit one or more candidates to the Board in executive session at the April meeting.

March 2020

The Board decided that for the 2020 worker-owner elections, the candidate with the most votes will receive the two-year term, and the candidate with the second most votes will receive the one-year term.

Task: Board members will provide the Recruiting Committee with a list of owners for consideration. The recruiting committee will make initial contact and interviews with potential candidates for the appointed Board member opening; then, other Board members will interview the short list.

Task: The ad hoc worker-owner committee will make initial contact and interviews with potential worker-owner candidates; then, the committee will provide one or more worker-owner candidates to the Board in executive session at the April meeting.

Approve Elections Manual

The Board approved the *2020 Elections Procedure Manual* submitted by the Elections Committee Chair, Linda Stier.

Decision: The Board approved the *2020 Elections Procedure Manual*.

Approve Call for Candidates

The Board approved the *2020 Call for Candidates Application Packet* as presented by Brenda Camp, Board Administrator.

Decision: The Board approved the *2020 Call for Candidates Application Packet*.

Change Language for Policy B9 – Emergency Management Succession

The Board approved the draft revisions for Policy B9 – Emergency Management Succession. Changes are noted in boldface:

To protect the Board from sudden loss of GM services, the GM must not have less than **two** other managers sufficiently familiar with Board and GM issues and processes to enable **either of them** to take over with reasonable proficiency. **One** as an interim successor **and one as an alternate interim successor**.

Decision: The Board approved the policy changes to the Policy B9 – Emergency Management Succession.

4. GM Reports

GM Report

General Manager Ruffin Slater presented his March 2020 General Manager's Report. Highlights include:

Sales Growth: Including Raleigh, sales are up 16% over last year for the first ten weeks of the current quarter.

Same Store Sales Growth: For the first ten weeks of the current quarter, same-store sales are up 2% over last year, with Carrboro up 3%, Southern Village even with last year, and Hillsborough up 4%.

Coronavirus Preparation: Slater presented a plan for Coronavirus Preparation. The plan identified impacts that we can expect in the coming months, and it identified preparation steps for response

March 2020

planning, communications, operational changes, prevention protocols, staffing contingency planning, product planning, and Board preparation.

Financial Update

The GM presented a financial update in which he identified measures of progress and no setbacks—with the exception of the virus situation progressing. He reported that co-op is organizationally strong, has a really solid foundation, and positive momentum.

Monitoring Report B – Global Constraint

The GM presented Monitoring Report B – Global Constraint.

Decision: Board Directors accepted Monitoring Report B – Global Constraint.

Monitoring Report B1 – Financial Condition and Activities Report

The GM presented B1 – Financial Condition and Activities Report. One correction was noted.

Decision: Board Directors accepted Monitoring Report B1 – Financial Condition and Activities Report with acknowledgement of contraventions.

Monitoring Report B7 – Communication to the Board

The GM presented Monitoring Report B7 – Communication to the Board. Linda Stier noted a policy review concern and suggested that the Board define “Required Approvals Agenda” separate from “Consent Agenda.”

Decision: Board Directors accepted Monitoring Report B7 – Communication to the Board.

Policy Review: Consider defining Required Approvals Agenda separate from Consent Agenda

Monitoring Report B8 – Board Logistical Support

The GM presented Monitoring Report B8 – Board Logistical Support.

Decision: Board Directors accepted Monitoring Report B8 – Board Logistical Support.

6. Open Board Time

7. Closings

Decisions and Tasks

Next Month’s Agenda

Meeting Evaluation