

Meeting Minutes for Weaver Street Market's Board of Directors

August 11, 2021 Meeting

Board Business Meeting August 11, 2021, Online Meeting, 6:30 to 9:30 pm

Directors present: Ruffin Slater (general manager), Nazmin Alani (consumer owner), Alice Ammerman (consumer owner), Caroline Anders (worker owner), Allannah Hines (worker owner), Linda Stier (consumer owner), and Anna Cates Williams (consumer owner).

Others attending: Mark Goehring (consultant), Brenda Camp (notes), Kate Carey (worker owner), Deborah Gibbs (consumer owner), Portia Hackett (consumer owner), Kathryn Helene (consumer owner), Amy Lorang (worker owner), and Windy Willer (consumer owner).

1. Preliminaries

Owner Input: A worker owner asked the Board to share what's happening with worker-owner engagement. Directors shared that a worker engagement opportunity is scheduled on the Board calendar, that the Board is preparing a letter of introduction for new employees and new worker owners, and that the letter also includes ways for workers to be engaged with the Board.

Agenda: There were no changes to the agenda.

Minutes: Minutes from the July 21, 2021 Board Meeting were approved with edits.

Decision: Minutes from the July 21, 2021 Board Meeting were approved with edits.

2. GM Accountability

August General Manager Report

Ruffin Slater, General Manager, provided clarification about the vaccination rates included in his August General Manager Report—90% of people 12-and-over in Orange County have been vaccinated, which is extremely high and higher than the highest state in the country.

The GM presented an overview of the findings from the recent employee survey accompanied with a plan that provides specific actions and timelines for addressing the feedback provided in the survey. He noted that the findings presented to the Board were also shared at all 13 employee unit meetings. The Survey Team included an employee from each unit including the Admin team. The GM worked directly with the team.

280 employees (80%) participated in the survey.

Summary of the Employee Feedback

- Employees expect Weaver Street to be the best place to work.
- Employees said pay and benefits, communication, and growth and advancement are the highest priorities for improvement.
- Employees want pay to be equitable, higher, and transparent. And employees want more advancement and benefits.

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- Employees want more consistent communications, including better in-person communication, easier to find information, and better use of Teams.
- Employees want more opportunities for growth and advancement.
- Some employees want Weaver Street to play a bigger role in employee personal wellbeing and stress management, although some did not think that was Weaver Street's role.
- Hiring and onboarding were prioritized the lowest among the proposed goals, but there was a strong recognition of the need for more diversity and more internal hiring.

Summary of the Action Plans

- Pay and Benefits Action Plan for pay transparency, pay fairness, higher pay, and improvements in benefits and benefit communication.
- Communication Action Plan for consistent communication of basic information, improvements to Teams and other communication systems, and improvements for listening, responsiveness, and engagement.
- Growth and Advancement Action Plan for improving the review process, creating growth in existing jobs, creating advancement, and improving accountability.
- Action Plan for Well-Being and Stress Management.
- Action Plan for Hiring and Onboarding for increasing diversity, internal hiring, and onboarding.

Alice Ammerman noted a book of interest related to the benefits plan—*Never Pay the First Bill* by Marshall Allen.

Task: Ruffin will provide the survey report with the all of the employee comments to the Board Directors.

B1 – Financial Condition and Activities Monitoring Report

The General Manager answered questions about B1 – Financial Condition and Activities Monitoring Report. The GM noted that report was in compliance with the exception of Provision #1: Sales Growth.

Decisions: The Board accepted B1 – Financial Condition and Activities Monitoring Report with acknowledgement of contravention. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation except for the contravention indicated in the monitoring report. The Board finds that the rationale for contravention and the commitment for future compliance to be acceptable.

B3 – Asset Protection Monitoring Report

The GM answered questions about B3 – Asset Protection Monitoring Report.

Decisions: The Board accepted B3 – Asset Protection Monitoring Report. The report provides evidence that the General Manager has operated within the constraints of this Executive Limitation.

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3. Board Process

Orientation: Shared Understanding – The Board

In the Board preparation document, Linda Stier, Board Chair notes that this session of the meeting is part of the Board's new pattern of agendas, which includes scheduled sessions designed to build the Board's governance capacity. She also identifies the overall intention for the current session as the Board having a shared understanding of some aspects of governance that will serve its work going forward.

Stier's presentation focused on furthering the Board's comprehension of :

- What the Board is accountable for.
- The challenges the Board faces to realize this accountability.
- How governance is structured and what the Board attends to to meet these challenges.

Board members made the following observations and comments on the presentation:

- The structure of the Board is important so that working down the decision chain the Board can answer for the decisions.
- Communication is important for the Board at all the levels. Particularly at the high level, communication needs to be in a way that is inclusive of people who speak other languages.
- It's insightful to recognize the influence of "perspectives" on the Board's activities.
- One of the benefits of the Board's model is that the Board's work becomes cumulative, building on its previous work, rather than always starting over when something new comes up.
- While it's important to have updates on operations, it's also important to not let that overshadow the Board's focus on strategic work.
- It's important to continue to work on this subject, in particular to answer the question—what does the Board do?
- It's important for employees also to have this foundational knowledge about the Board and in a form that creates shared knowledge rather than exclusion.

Task: Linda Stier will provide the slide presentation for the Board Directors.

9/8 Board Meeting Agenda

The Directors discussed how to plan Board Learning Session #1: Co-op Models for Growth, which is scheduled for the September 8th Board Meeting.

Task: Anna Cates Williams and Caroline Ander will participate with the Agenda Planning Committee in the planning for Board Learning Series.

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Co-op Fair

Ruffin Slater reported to the Board that all in-person events had been cancelled for the fall, including the one-day in-person Co-op Fair. In its place, the Board agreed to have a virtual Co-op Fair throughout October.

Patronage Dividend Decision

Ruffin Slater, General Manager, reported that although there was a paper profit in FY2021, it was due to government relief money related to the pandemic. He suggested that since the co-op needs those funds to cover ongoing losses during the pandemic, it does not make sense to allocate either patronage dividends or interest on retained dividends.

Linda Stier encouraged the use of careful language for the dividend decision, particularly when using the word “profit.” She noted that the co-op has received a “subsidy for significant losses,” and she emphasized that the organization’s mindset is that “we’re operating in an economically challenging deficit” and that “we would have a different mindset if we really had a profit.”

Decision: Due to no earned profit, the Board is declaring no patronage dividend and no interest on retained dividends for FY2021.

4. Closings

Decisions and Tasks

Meeting Evaluation

Next Meeting Agenda