

Meeting Minutes for Weaver Street Market's Board of Directors

October 14, 2020 Meeting

Monthly Board Meeting, October 14, 2020, Online Meeting, 6:30 pm to 9:30 pm

Directors present: Ruffin Slater (general manager), Alice Ammerman (consumer owner, treasurer), David Bright (consumer owner), Glenda Clare (consumer owner, secretary), Jon McDonald (worker owner, chair), Linda Stier (consumer owner), and Charles Traitor (worker owner).

Others attending: Mark Goehring (facilitator), Brenda Camp (notes), Nazmin Alani (consumer-owner candidate) Allannah Hines (worker-owner candidate), Katie Smith (consumer owner), Christina Sykes (worker-owner candidate),

1. Preliminaries

Owner Input: There was no owner input for the meeting .

Agenda: Monitoring Report B5-Treatment of Consumers was moved to the next business meeting.

Minutes: Decisions from the August 26th Interim Board Meeting and minutes from the September 9th Board Business Meeting were approved.

Decision: Decisions from the August 26th Interim Board Meeting and minutes from the September 9th Board Business Meeting were approved.

2. Accountability-GM

GM October Report

Ruffin Slater, General Manager, presented the October General Manager Report. Linda Stier asked with the decrease in online sales if there was a commensurate shift in in-store sales and also if there was a way to discern if shoppers were returning to shop in-store if not online. Slater responded that in-store sales have remained about the same. He noted that the online shopping system does not currently use owner numbers, which are needed to identify and compare who is shopping online and in the stores.

Jon McDonald, Board Chair, asked whether there were any advantages lost or gained in filing the PPO loan reports in 2021 versus 2020. Slater replied that is a matter of doing it the way the accountant preferred. He noted that the audit would be done this week, and that the auditor report would happen at the next business meeting.

A1-Ends Monitoring Report

The GM presented an updated A1- Ends Monitoring Report with changes from the September meeting. The Board Directors expressed their appreciation for the depth and clarity of the interpretation and the thoroughness of the report. Alice Ammerman questioned what it means that the co-op “keeps any surplus in the community.” The GM noted that surplus in corporations usually leaves the community, and he clarified his statement to read: “Our co-op structure keeps any surplus in the co-op community, rather than allowing it to be extracted by outside corporations.”

Decision: The Board accepted A1-Ends Monitoring Report. The report provides evidence that the General Manager has made reasonable progress towards the Ends.

October 2020

B3-Asset Protection Monitoring Report

The GM presented his B3-Asset Protection Monitoring Report. Charles Traitor asked the GM if he had anything to say about the 401k plan and the anticipation of a need for insurance. Slater clarified that the insurance covered malfeasance, not protection against the value of the funds going down.

Decision: 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.

B6 –Staff Treatment and Compensation Monitoring Report

The GM presented his B6-Staff Treatment and Compensation Monitoring Report. When asked how the safety data compared to previous years, the GM noted that it was about the same. Linda Stier made requests for future reports:

- #4a Hazardous Conditions Prevention: Add a note of compliance about inspection of sprinklers.
- #5 First Aid Training: Rather than reporting on the numbers of employees who attended the safety training, include a % of employees who attended.

The GM noted that the workers compensation experience rating improved but is still out of compliance due to injuries three years ago (it's a a three-year trailing measure). He reported that safety committees were instituted in each location and safety huddles held in all departments. The GM also noted that huddles were held regularly pre-pandemic, but have been de-emphasized during the pandemic. He also reported that the co-op only had two worker's compensation claims this period.

Decision: The Board accepted B6-Staff Treatment and Compensation Monitoring Report with acknowledge in 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.

3. Linkage with Owners

Annual Report

The Board will receive a draft of the 2020 Annual Report on Friday, October 16. Directors are asked to review the document and provide feedback over the weekend or on Monday.

Task: The Board will receive a draft of the 2020 Annual Report on Friday. Board Directors will review the annual report and provide feedback over the weekend or on Monday.

November Owner Meeting

The Board Chair described the November Owner Meeting as being designed as much as possible to mimic the round table meeting for owners in Raleigh last September. The Directors identified possible questions for the round table discussions:

- How do we develop community during the pandemic?
- Given that dining and food bars are shut down, how can we best meet the meal needs of the community?
- How do we replicate the food aspect of community gatherings.
- What do people miss most about the Weaver Street community and how can it be dealt with?
- How do we expand the Weaver Street community to other communities surrounding our cities? In doing that, how do we explore new ways of community engagement and building experiences together?

October 2020

- How do we educate our communities about healthy eating, particularly during the pandemic when weight gain is an issue for many?
- What is the opportunity in this? What can we make of it?
- How do you conceive of Weaver Street as a place where you can “gather” and how we can enhance that? Is there a new way of coming together?

Survey Results with about 900 Responses

Slater provided early survey results related to the food services owners might use and activities they might be interested in engaging.

How likely would you be to use these services if available from Weaver Street?	
	% likely or very likely
Wider selection of ready-to-heat meals in the stores	44%
Pickup of hot meals within 30 minutes	26%
Meal kits with fresh ingredients and easy cooking instructions	25%
Meal planning app with custom shopping list	20%
Delivery of hot meals within 30 minutes	17%
Weekly pickup of 4 or more ready-to-heat healthy meals	14%
Weekly delivery of 4 or more ready-to-heat healthy meals	9%

Would you be interested in participating more in Weaver Street by:	
Trying new products and providing feedback	50%
Attending online events such as tastings, cooking demonstrations, or classes	24%
Spreading the word about Weaver Street among your friends	23%
Learning more about Weaver Street's mission	8%
Other	8%

McDonald noted that the logistics for the November owner meeting, including questions, would be finalized and reviewed before the meeting. Dave Bright suggested a short meeting before the 11th.

Task: The Board will receive a draft of the agenda for the November owner meeting and related documents in time to provide feedback prior to the meeting.

4. Accountability-Board

Board Budget

Brenda Camp, Board Staff, answered questions about the draft 2021 Board Budget. Camp noted that many expense items had been reduced or eliminated due to online meetings during the pandemic. Camp also noted the increases in the election segment of the budget, attributing most of the increases to the fees for an online voting services for the worker and consumer elections and the increased use of translations for all elements of the elections.

Decision: The Board approved the 2021 Board Budget to be included in the Co-op Budget.

October 2020

RFPs Update: DEI Facilitator Search

The Board Chair reported that he had reached out to four potential consultants. Two of them are not taking on new clients. He has had a preliminary phone call LaDonna Redmond Sanders, and he has a phone call scheduled with Rachel Foster. Both consultants are preparing proposals to be considered. McDonald is also setting up a phone call with another potential candidate referred by Linda Stier.

Board Facilitator Job Search

The GM will get a copy of the job description for the Board facilitator to Glenda Clare. He noted that one of the people whom Andy Sachs (former Board facilitator) recommended is interested in the position and would do the work as a volunteer.

Glenda Clare asked how new board members would be onboarded since the orientation had previously been in person in Asheville (and Durham). Mark Goehring noted that Columinate's offerings are now available online, including the CBLD 101 course for new board members as well as other classes for board members.

Dividend Decision

Ruffin Slater, General Manager, reported that although there was a paper profit in FY 2020, 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 ongoing economic challenges, the Board agreed that there would be no patronage dividend and no interest on retained dividends for FY2020.

5. Board Perpetuation Plan

The Board Chair reviewed his memo on extending the terms of the two appointed Board seats.

October 14, 2020

Board Memo from Jon Regarding Appointed Seats

Background

- Two elected board members, one worker and one consumer, will be rotating off the Board in January, to be replaced by two new people without WSM board experience.
- The Board in March reappointed Dave Bright for an undetermined amount of time to provide stability during the onset of the pandemic.
- Charles Traitor will decide by the end of December if he is staying or leaving the co-op, possibly creating a board vacancy at that time.
- Last year the Board put in place a new process by which it will have a strategic discussion about appointed board positions in the Fall before it must decide in January who to appoint.

Proposal

The goal of this proposal seeks to provide board continuity and to provide the new Board that starts in January 2021 ample time to make a strategic, informed decision about appointed board seats.

- Dave Bright will be asked to extend his term through June of 2021.
- Linda Stier will be asked to extend her term through June of 2022.
- In January 2021, the board will start the appointment process for Dave's seat.
- In January 2022, the board will start the appointment process for Linda's seat.

October 2020

Decision: The Board made the decision to extend Dave Bright's term as an appointed member through June 2021 and to extend Linda Stier's term as an appointed member through June 2022.

6. Open Board Time

Dave Bright described his experience in the community as having people immediately talk to him about the great job Weaver Street is doing during the pandemic, and Alice Ammerman noted having similar experiences.

Christina Sykes expressed confusion about the worker-owner election. She noted that she was under the impression that there were two open worker-owner positions. She also expressed concern over having someone on the Board who is not working in the store. (Charles Traitor is on leave of absence.)

Allanah Hines acknowledged having the same confusion about the number of open positions. She also expressed that others have the same confusion and suggested that public clarification might be warranted.

TASK: Jon McDonald and Linda Stier will coordinate how to provide a statement on TEAMS about the number of worker-owner seats open for the elections.

7. Closings

Decisions and Tasks

Next Month's Agenda

Meeting Evaluation