

September 10, 2013

WW Board Meeting Minutes, July 9, 2013

Board Members in Attendance: Margaret Lenzi, Josh Bloom, Megan Clinton, Lisa Hogan, Nathea Lee, Laura Morris Siena, Linda Shein, Jeremy Thomas, Dave Tukey, David Woo

Board Members Absent: Chris Hill, Stu Katz

Staff: Glenn Bergman, Rebecca Torpie

Preliminaries

Margaret apologized for late delivery of packet. Glenn said there were last minute corrections.

Lisa Hogan was appointed Timekeeper.

Margaret suggested the following changes to the July Agenda: Combine discussion of the Strategic Plan and the L3 policy, since the two topics cover a lot of the same material. The Board accepted the agenda as amended.

June Minutes

The June 2013 Board Meeting minutes were approved as submitted, unanimously, with one abstention.

Calendar Review

The Board acknowledged that there will be no board meeting in August. The next Board Meeting will take place on September 10, 2013. The September meeting is taking place on the second Tuesday of the month, as opposed to the usual first, because of Labor Day Weekend.

Glenn stated that a tour of WW operations for new Board members was scheduled for July 15th.

Shuttle Article for August- no volunteers, deadline too tight.

For the September issue, Lisa Hogan agreed to write about CBL 101, a Foundations Class she would be taking in Buffalo, NY on July 13th.

Margaret stated that the September agenda will include discussion of the Fall GMM/ 40th Birthday party, as well as a discussion of the upcoming Patronage Rebate.

Laura volunteered to facilitate discussion of the self-monitoring survey results on policy G2.

GM Monthly Report

Discussion: Glenn stated that a Fiscal Year-End report was not ready in time for the July Board Meeting, but that one would be available soon. The Board requested clarification on the year referred to in the farm update. Glenn clarified that the FY 2014 projected net loss has been reduced from \$50,000 to \$23,000.

Board Action: The Board accepted the General Manager's Monthly report as submitted.

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Other Reports

Weavers Way Community Programs Report

Board Action: The Board accepted the WWCP report as submitted.

Weavers Way Education Committee Report

Board Action: The Board accepted the Education Committee report as submitted.

Weavers Way Environment Committee Report

Board Action: The Board accepted the Environment Committee report as submitted.

End of Preliminaries

(Glenn summarized a description of a recent incident, included in his report, of theft by an employee. He noted that the perpetrator was caught on surveillance cameras, and he commented that the use of cameras, once a controversial issue, was therefore wholly justified).

Education: Report & Ideas- Margaret

Prior to the board meeting, Margaret collected written statements from board members who had attended the CCMA 2013 conference in Austin, Texas, in June. The statements described board attendees' impressions and the quality of their various experiences. Margaret compiled the statements into a document that summarized the lessons learned and ideas from CCMA conference and this was included in the June board packet.

The Board reviewed the statements and observed that those who attended learned a great deal in the areas of Ends & Alignment, Expansion, Board Meeting Management, Board Nominations and Stipend, Coop Democracy, Outreach to Low Income Communities and Fair Food Access, and other matters. Board members were generally impressed with Wheatsville's work on their Big Direction and on alignment of Board and staff toward Ends. David pointed out that many co-ops vet Board candidates and noted that the Leadership & Election Process Committee could develop a vetting process, and explore the issue of a possible stipend for Board members- these two issues were referred to the Leadership Com for investigation and follow-up. Margaret noted that there was a one-day Co-op Development Summit prior to the conference, there are ambitious goals to increase co-ops across the country and WW Board will have an opportunity to learn more in fall education sessions on growth.

Nathea remarked that the new Weavers Way Food Justice Committee recently held its first meeting and that it was very successful. She urged Board members to think about how WW can serve communities with limited access to quality foods.

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Education: Branding- Jeremy Thomas

To open the discussion, Jeremy summarized how the issue of branding evolved as a topic on the board's agenda over the past several months. Coming out of the Feb 2013 retreat, branding was one of the topics on which the Board wanted to have educational sessions. The board had three sessions on branding; arriving at the question of what the board's role should be in a branding process for Weavers Way. Nathea commented that, while it is important for Board members to develop an understanding of branding and marketing, the matter remains essentially operational. Margaret stated that the Board's role is to uphold the Weavers Way Ends. David Woo commented that the board's work is in the ends and that implementation is for the GM and his team. Linda suggested that the board look at the ends again and see what has been accomplished. Dave T said he would like to look at all the WW documents that express mission and goals so that the Board could review them for coherence and alignment. Rebecca, representing staff, offered her opinion that marketing and branding are operational. A lively discussion took place, which raised the following questions:

- Should a committee be formed to continue a discussion on branding, and if so, what should be the purpose of the committee?
- Should the Board revisit the WW Ends (adopted 3/02/04 and last revised 5/01/2012) and/or attempt to condense them into a more concise, inspiring and accessible form?
- How might a review of WW Ends cohere with the imminent launch of its new 5-year Strategic Plan?

There being no clear consensus amongst the Board, a motion was called for to move the matter forward.

Board Action: Linda made a motion that a committee should continue to work on branding.

The Board voted one for, five against, one abstention, one not present. The motion failed.

Education: Growth- Jeremy Thomas

In preparation for moving the focus of Board Education to the topic of Growth in the fall, Jeremy asked the board to consider what specific items should be included in discussion.

Board members made the following suggestions:

- A Review of a Marketing Study when available.
- A Financial Report relevant to Expansion.
- Member Engagement during a growth process.
- The Vision for further expansion of Weavers Way.
- NCGA initiatives and the national effort to proliferate co-ops.

Members of the board will talk with Michael Healy, WW's consultant, about a discussion on growth and roll out a series of educational sessions on WW and growth in the fall.

Strategic Plan and L3 Planning Report: Margaret

Margaret commented that both the SP and the L3 Planning Report demonstrate alignment developing across many departments in an impressive way. Board members questioned whether or not staff development opportunities were

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being increased, and whether the diversity of the Co-op's management team was improving- as articulated in the Part IV, Focus Area Two (Internal Operations), Goal 4 of the Business Plan Glenn presented in the L3 Planning Report. Glenn iterated that current staff reflected progress in diversification. Nathea expressed concern that diversity is still problematic, particularly among senior management staff. She suggested that she and Glenn talk offline so that she could learn more about what efforts are underway. Further discussion turned towards the question of whether the Strategic Plan should be published in its entirety to the public on the Weavers Way website, or if access to the document be restricted by placement within the Members-Only pages.

The Board proceeded to use the Decision Tree model in taking action on this topic voting unanimously that the operational definitions were reasonable; there was adequate data; and that the data demonstrated compliance

Board Action: A motion was made to accept that the L3 Monitoring Report is in compliance with L3 Policy on Planning. The Board voted unanimously in favor of the motion.

L7: Conflict of Interest Dave Tukey & Committee.

Upon review of how conflict of interest is currently controlled at Weavers Way, Dave T. made the following recommendations:

- Conflict of Interest policy at WW is very broad for the Board, and very narrow for the staff. At other co-ops across the country, the tendency is to remain broad in both areas.
- L7 as it stands requires board member disclosure on matters in which the board member has a "material financial interest". WW has no corresponding policy in the Employee Manual.
- This policy should be considered the next time policies for staff are revised.

Glenn suggested that Dave T. could inform the WW Human Resources Department of how Conflict of Interest might apply to staff, and this action would be consistent with preparation for the Board's upcoming review of L5.

Donations: David Woo

David said that WW, GM, and Board Members receive various solicitations for donations. Glenn described how frequently WW gets requests for donations, that there is no set donation policy, and asked for guidance on awarding donations. The Board recommended that the GM create a Member Donations Committee that could provide guidance on policies).

Membership Report Review and GM Bonus Decision: Margaret Lenzi

According to the current GM Compensation Plan, membership review for FY 2013 is to occur at the July Board Meeting and a determination made whether the GM met any of the membership bonuses in the Plan. Based upon a review of the FY 2013 membership data, the following decisions were made:

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1. No Bonus for Increase in Total Members- Bonus requires an increase of over 10% in members. WW had 5.4%. Therefore, no bonus is applicable under this section.
2. No Bonus for Increase in Total Working Members- Bonus requires an increase over 5%. WW had a decrease of 3.45%. Therefore, no bonus is applicable under this section.
3. Bonus of \$600 for Achieving an Increase of Member Sales as a % of Total Store Dollars- Bonus requires an increase of above 5%. WW achieved an increase of 5.6. Therefore, a bonus of \$600 was achieved under this section.

The President will inform the GM and Human Resources Department of this Bonus so that it can be implemented.

Self-Monitoring: Nathea led the Board through a review of the self-monitoring survey results. In all the Sections, except G1.3.3, there were majority or unanimous reports of compliance. However, in G1.3.3 regarding reporting of self-evaluation information to the membership, there were 4 negative responses of minimal or no compliance, or that policy should be changed. The issue surfaced that there was not an effective or interesting way to get this information to the members. No decision was made to change the policy, but to keep thinking about how to do this better next year.

Announcements:

Friday July 26th at the Rotunda ECWD conference--open to public showcase of Co-ops. David Woo will send out an email about this.

History of African American Co-ops, July 25th co-sponsored by LCA Land Trust and Mariposa Food Coop's Food Justice and Anti-Racism Working Group.

MAFCA, July 21 quarterly meeting will be in Greene Hill Brooklyn NY. The topic of Co-operative schooling will be on the agenda. Board members were invited to contact Sue Wasserkrug if interested in attending.

Glenn announced that WW has been looking for a slaughterhouse and has decided upon N.S. Troutman & Sons, of Middleburg, PA.

Meeting ended at 9:38pm.

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