

Weavers Way Board of Directors

November 12, 2013

Weavers Way Board of Directors Meeting

Meeting Minutes: November 12, 2013

555 Carpenter Lane, 19119

Board Members Present: *Margaret Lenzi, Josh Bloom, Chris Hill, Lisa Hogan, Stu Katz, Laura Siena, Meghan Seitz-Clinton, Jeremy Thomas, David Woo*

Excused Absences: *Nathea, Linda, Dave Tukey*

Staff Present: *Glenn Bergman, Jonathan Leeds*

Margaret called the meeting to order at 7:02pm.

Preliminaries

Time Keeper: Stu Katz

Agenda

The agenda was changed to push up L4. The Board accepted the agenda as amended.

October Draft Minutes

The Board accepted the October Minutes unanimously as submitted.

Announcement:

This is David Woo's last meeting. Board members expressed their deep appreciation for David's service to Weavers Way and the Board.

Calendar Review:

December 3 The Board Meeting will start one half hour early because of NCGA involvement,
December 4 Board members invited to meeting with regional developing co-ops as part of WW
growth and expansion project.

Shuttle Article for December—

David Woo submitted about recruiting board nominees

Laura also submitted an article about the Co-op Café.

January Article, Stu will write about the meeting with the start-ups, and announcing to membership what the story is here with the development co-op concept. Board accepted the idea that this article might have to be pushed off a month or two, depending upon the discussions with the other groups in the process of starting co-ops. Chris Hill also offered to write an article about showing a film and starting a book club around Gar Alperovitz's book "What Then Must We Do".

Other Reports

(Report from WWCP, Environment Committee Minutes) Accepted as submitted

GM Report

Glenn reviewed highlights from the report, as follows:

Opening of the new Weavers Way Next Door health & wellness store - sales are in line with predications. Several Board members attended the open house on Friday, November 8th and were impressed with the number of people who attended.

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Outstanding loans from WW members - Glenn explained how a planned event on December 8th is designed to thank major member-lenders, celebrate them, and also extend them the option of a roll-over. In addition, a letter to lenders whose loans mature in 2014, asking them to keep their money with Weavers Way is being sent the week of November 11th.

Monitoring Report L4: Glenn Bergman; Jonathan Leeds, Membership Coordinator

David Woo pointed out that “Self-Monitoring” needs to be changed to “Monitoring” in the heading of the report.

Jonathan presented the membership statistics that were included in the Board packet: membership has increased by 5% since October of last year.

Since 17% (4 members) cited product pricing as a reason for leaving the co-op, Margaret asked if we are doing anything to mitigate existing perception of HIGH PRICES. Jonathan noted that according to information provided by members who leave the co-op, the major reason people drop their membership is that they are moving away. He doesn't think there is any indication that people are leaving because of high prices. Glenn said that co-op staff is considering two ways to make shopping more accessible to lower income families: providing a discount to-SNAP (food stamps) shoppers, and possibly replicating the FLOWER program of Greenstar Co-op in Ithaca (<http://www.greenstar.coop/flower>.) This is a program that pays for the membership dues of lower income families. Furthermore, he said that the co-op is looking at the cost of staples, taking off from a suggestion from Margaret.

Question from Chris: Can anything be done about several members leaving because they perceived no real value in being a non-working member?

Megan asked if we collect demographic information on our members. Jonathan said, no, but Glenn noted we do collect additional info via member surveys.

Margaret asked if there was any further discussion of L4 before moving to a vote. There being none, the decision tree questions were presented:

Is the operational definition/interpretation of the policy reasonable? The Board voted unanimously that it was.

Has adequate data been presented? The Board voted unanimously that adequate data had been presented.

Does the L4 Report demonstrate compliance with the policy? The Board voted unanimously that it does.

Board Action: The Board unanimously accepted the report as demonstrating compliance with the L4 policy.

Education: Growth and Expansion -- Jeremy Thomas (This part is kept intentionally long for the benefit of Board members who were not able to participate. Some of the notes are rearranged under headings to make the minutes more readable.)

Jeremy led the discussion, using “The Growth Roadway” article by Art Sherwood (from the Cooperative Grocer magazine) as a jumping-off place. Jeremy noted that our goal is to make sure we are clear about Board role vs. GM role in our exploration of expansion/transition into a regional development coop:

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“The Growth Roadway” article is the best explanation of how to develop/establish a partnership-based process. It was noted by several board members that the article posits a delicate balance that the board must maintain between its leadership (vision, seeking alignment,) and accountability (monitoring) roles as the growth process plays out.

Relationship between Board and GM when co-op is in growth mode

Jeremy: The relationship, viewed in extremes, might manifest as follows: On the one hand, the GM might have a wide range of decision-making authority. On the other, the GM might closely consult the Board, or the Board might be heavily guiding and monitoring the process at every step. The article advocates and points to how to view this more as a partnership.

Laura: What exactly are the moments at which GB is required to have the board vote on expansion?

GB: Purchasing of property, signing of contracts including taking on debt (unless otherwise stipulated by resolution.)

Glenn noted that he prefers to work more in partnership as the article from the NCGA recommends.

Other ways the Board oversees the process: Stu noted Limitations Policies, i.e., limitations on indebtedness, or risk. Chris: Also, the GM is required to communicate with the Board as to what’s going on.

Jeremy on staff role: It is clear that staff and GM did a lot of the legwork on expansion [for Chestnut Hill store] and then they took that information to the Board. I think that’s how we need to expect to proceed, relying on the operations staff to bring in the details.

Glenn: We will hold off on a previously planned marketing study while we examine this question of whether or not to become a development co-op.

Megan: Is it really our job to determine a plan? Aren’t we stepping outside of Policy Governance? Do we get swept up into the ‘fun part’ and trespass into operations?

Stu: What happened with the CH expansion was that sometimes staff gathered information, directed by GM, and staff led the project, but the board also took on a monitoring role, and made sure that all aspects step by step were aligned. The NCGA is a respectable institution, and obviously they approached us as a capable co-op for this kind of expansion. We need to assess whether this plan with these people makes sense. We have to draw a conclusion that we want to do this, and then staff needs to draw up the plan, the architecture. This is BIG. I have a sense of how this can change the organization.

Chris: if possible, organize a strategic planning workshop with Michael Healy focusing on joint leadership model in order to establish a fluid and healthy ALIGNMENT. Margaret: this can be the topic of retreat in February.

NCGA Role

Laura: In your discussions with regional nascent coops, is there any degree of openness from them?

Glenn and Margaret: yes. How much is NCGA or development co-op fund prepared to finance?

Jeremy: We need to make decision independently of the NCGA. Laura: I think very important that they make an expansion loan to our efforts.

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Other forms of expansion:

Chris: Are there other forms of expansion that we want to explore? Glenn: Opening a commissary type kitchen, opening up a larger warehouse distribution and organizing a supply chain, doing a brew pub... however, these ideas are on hold until the meetings with the nascent co-ops. Jeremy: We need a report from Glenn regarding other expansion options as part of this growth discussion.

Communications:

Glenn: If we are going to proceed with NCGA idea, I would do a lot of meetings with membership, along with a board member, we need twenty or thirty percent of membership to be good with it.

Chris: When it comes to COMMUNICATION, the conference in Austin taught us the value of simplifying and clarifying our ends in a very deliberate and efficient way. Glenn agreed, saying that we should go through the same process that Wheatsville did in streamlining their ends and making them accessible to anyone who sees/reads them.

WW Strategic Plan:

Jeremy noted that the WW Strategic Plan calls for expansion. The decision to expand in some way shape or form has already been made. How to expand is the question.

December 3 and 4

Margaret: At the December 3rd Board meeting, we will spend an hour and a half with NCGA, who will thoroughly prepare us for meeting with the nascent coops on the following day. Dinner will start at 6pm and meeting will begin at 6:30pm. December 4th meeting with representatives from the other co-ops will be 6-9pm. Both meetings will be held at Summit Presbyterian Church.

Margaret noted that WW Board members need to be comfortable with the idea of expansion. No one present raised concerns and there was general support for the idea, albeit with questions about how the process will proceed. In preparation for the Dec 4th meeting with start-ups, Margaret noted that it was important for the Board to seriously consider the NCGA proposal on expansion and for a commitment that the Board will exercise its fiduciary duties in a responsible way.

Endorsement Policy Chris Hill

Margaret proposed some language for our limitations policy that would be an amendment to L8. The amendment was in keeping with the practice in policy monitoring of keeping the parameters in the limitation policies very broad.—The more specific endorsement procedures that were developed by Chris and Josh will be handed off to Glenn who can use them in developing the administrative endorsement policy.

Board Action: The Board adopted Executive Limitation L8.4 on Endorsement which reads as follows:

[The General Manager shall not fail to...]

L8.4: Receive and determine requests for endorsements in accordance with a written, published policy, and in accordance with the Co-op's ends.

Endorsement Policy accepted with 8 "yea" votes and one abstention.

Leadership Committee -- David Woo

David reported on the recent meetings of the Leadership Committee. Jeremy agreed to chair the committee when David steps down.

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Board members discussed possibly vetting candidates further and even in the future having a slate of recommended candidates. These kinds of changes cannot be implemented without amending the By-laws. The first step this year should be amending the By-laws this year to get a little more specific on the qualifications for a nominee and to allow the Board and Leadership Com to establish criteria. Then next year we could come up with more criteria, if we choose to go down this path . We have no rules at all on nominations right now.

Self-Monitoring Report, G4

Board Action: The Board accepted the Self-Monitoring Survey Results as submitted.

Announcements and Meeting Evaluation

Glenn was complimented on this City Council testimony on behalf of the Land Bank bill.

Glenn praised the Farm Committee's Harvest on Henry and WWCP's current management and strategic planning process.

Consensus on how well the meeting went... respectful and productive.

Meeting was adjourned at 9:08pm