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## **WW Board of Directors Meeting**

Meeting Minutes: June 7, 2016

Summit Church Parlor Room

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**Board Members Present:** Chris Hill, Laura Siena, Josh Bloom, Emmalee MacDonald, Lisa Hogan, David Woo, Joan Patton, Linda Shein (7:10), Larry Daniels (7:10)

**Excused:** Megan Clinton, Joyce Miller

**Staff:** Jon Roesser, Susan Beetle, Julie Jurash

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The Meeting commenced at 7 p.m. in the Parlor Room of Summit Church.

### **PRELIMINARIES**

Chris opened the meeting by welcoming new Board member Joan Patton. Conflict of Interest forms were then distributed and signed by Board members. Chris mentioned one addition to the agenda; Emmalee will give an overview of July's financial training session later in the meeting.

Chris asked for feedback on the May 2016 minutes. One small edit needs to be made to David's report on the Board Officer Election Process.

### **Agenda**

**BOARD ACTION:** The Board accepted the agenda with the addition of one item.

### **Minutes from May 3, 2016**

**BOARD ACTION:** The Board unanimously accepted the May 2016 meeting minutes with one small change.

### **General Manager's Report**

While sales were strong in April, and exceeded budget and prior year, we saw a negative net income for the month. Jon explained that this was chiefly caused by costs associated with Ambler expansion, expenses related to the refrigerator failure in Chestnut Hill on April 16 and Board expenses from the recent CCMA conference. A question was raised as to whether we can expect our insurance rates to increase due to recent claims. Susan stated that our renewal date is July 1, so not in 2016- 2017, but come July 1, 2017, we will likely see an increase. The good news is that the installation of the permanent generator for the Chestnut Hill store has begun and is expected to be completed in early July.

### **Member Loan Campaign**

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Laura reported on the proposed terms for the Member Loan Campaign. It is proposed that Weavers Way and Ambler Food Co-op offer members the following options for member loans:

- 2.5% for 4 years
- 4% for 6 years
- Simple (non-compounded) interest
  
- Minimum loan amount: \$1,000
- Maximum loan amount: None

Laura and Kathleen Casey (Ambler Food Co-op) are co-chairing the committee, which consists of Chris Hill, Emmalee MacDonald, Lisa Hogan, Laura Siena, Stu Katz and Jon Roesser from Weavers Way and Bernadette Dougherty from Ambler Food Co-op; with assistance from Crystal Pang, Nancy Pontone, Susan Beetle and Ned Case.

The committee is putting together a plan along with a timeline to execute a “quiet phase” campaign this summer, followed by a public phase in September and October. We hope to raise at a minimum \$600,000 in member loans between the two co-ops. Our last campaign raised \$700,000. Of this \$700K, about 10% of loans were 0% interest. While that sounds attractive, it presents a high administrative cost. Susan added that there should be a cap on the number of 4- and 6-year loans, so that the loan maturity is more likely to be evenly distributed.

Laura asked for a motion, which was seconded and carried, to approve the proposed loan terms; and to set up a committee, made up of staff, Board, and members, to determine if 0% interest should be offered.

**BOARD ACTION:** The Board unanimously accepted the proposed loan terms and the establishment of a committee to research offering 0% interest.

### **Grievance Procedure Committee**

Per the L5 policy, the Co-op must, among other things, “provide for effective handling of grievances.” The Board must appoint a member(s) (non-employee, non-Board member) to act as chair of the Grievance Committee on behalf of the Co-op. He/she would report any grievances to Jon, who would then report to the Board. Lisa moved that Len Reiser be appointed to serve on the Grievance Committee with Jim Goodman as backup.

**BOARD ACTION:** The Board unanimously accepted the appointment of members Len Reiser and Jim Goodman to serve on the Grievance Committee.

### **Election of Officers**

David distributed officer ballots and tallied the results. The following are officers of the Weavers Way Board for 2016-2017:

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President – Chris Hill

Vice President – Josh Bloom

Treasurer – Emmalee McDonald

Secretary – Lisa Hogan

Linda thanked the newly elected and outgoing officers for their time and service to the Board.

### **Establish Fall GMM Committee**

In Megan's absence, Chris asked for volunteers to serve on the committee. David and Josh will both serve.

The spring Zero-Waste GMM was a huge success, and Jon mentioned that for the fall meeting, a larger venue, close to public transportation, would be ideal. Laura added that dates have been set aside at a larger venue, in Ambler, close to public transportation.

### **Discuss M1 and M2 Survey Results**

Chris and the group discussed the M1 Unity of Control and M2 Accountability of the General Manager surveys. Lisa added that everyone needs to complete the surveys to foster a productive discussion.

David requested a motion, which was seconded and carried, to accept the results of the survey.

**BOARD ACTION:** The Board accepted the results of the M1 and M2 surveys, with one abstention.

**BOARD ACTION:** The Board accepted the expectation that 100% participation is expected. Names of responders will be listed and non-responders will be prompted with one week's notice.

### **WWCP Discussion**

Chris started the discussion on the WWCP Memorandum of Understanding. This MOU is a way for a re-branded WWCP to formalize its relationship with the Co-op as it evolves and matures as an organization, while continuing to promote its core principles of urban agriculture, nutrition and promoting the co-op economy.

Jon added that we have unanimously agreed to give WWCP the same level of institutional support that we have given them in previous years, noting that the Co-op will reevaluate the relationship in one year. The Co-op will continue to support the Farm to Table dinner and the Hoedown, provide advertising and administrative support (for which the Co-op is compensated) and have WWCP as the Co-op's sole receiver of Giving Tuesday. The Co-op needs a nonprofit partner is aligned with what the Co-op stands for.

After a lengthy discussion regarding the MOU, it was decided that Jill Fink, WWCP Executive Director, and Mira Rabin, President of the WWCP Board of Governors, will be invited to join the September Board meeting to continue the discussion of the MOU.

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### **Board Committee Review**

Chris began the discussion on Board committees. Megan will chair the Member Engagement Committee, which includes assuring that Board members sign up to attend New Member Welcome Meetings.

Laura will chair the Leadership Committee, and Joan will serve. Emmalee will chair the Audit Committee, and Joyce and Linda will serve. A question arose concerning the Finance Committee, which according to the bylaws, is the GM's committee to run. An ad-hoc committee made up of Chris and Lisa will research what, if any, the Board's role should be in the Finance Committee.

### **Financial Training**

Emmalee reported that next month's financial training session will take about 45 minutes of the July meeting, based on the topics to cover. A discussion ensued regarding the already finance-heavy agenda of the July meeting, and it was suggested that it might be more productive to have financial training take place on its own and not during a monthly Board meeting. A Doodle poll will be sent out for a weeknight in August to schedule this.

### **Announcements**

The meeting adjourned at 8:53 pm, with a motion, which was seconded and carried, to enter into executive session for an expansion opportunity update.