

Weavers Way Co-op

July 1st, 2014

WW Board of Directors Meeting

Meeting Minutes: July 1, 2014

555 Carpenter Lane

Board Members Present: Margaret Lenzi, Stu Katz, Laura Siena, Chris Hill, Jeremy Thomas , Megan Clinton (7:22pm), Lisa Hogan, Nathea Lee, Josh Bloom

Absent: Linda Shein (excused)

Staff: Glenn Bergman, Jon Roesser, Steve Garfinkle, Bob Noble (facilitator)

The Meeting commenced at 7:03pm in the lower level of 555 Carpenter Lane

PRELIMINARIES

President's Report

Jeremy announced that based on feedback given in the Board self-monitoring reports and from conversations with board members, it was clear the Board would like to have more meaningful discussion during the meetings and therefore some issues will be moved "offline". These issues include but are not limited to calendar review and shuttle article discussions. Instead of using meeting time to discuss these topics, board members are expected to review these items and Jeremy will follow-up between meetings via email to ensure committee chairs and others are aware of upcoming calendar deadlines. Additionally, Jeremy is interested in finding innovative ways to have discussions online between meetings, and will approach David C-L about creating an online forum for these discussions.

Additionally, the GM report will be moved from the "preliminaries" section and made its own agenda item, as the report sometimes generates more substantive discussion.

Jeremy reported that Creekside Co-op is facing serious problems with cash-on-hand, and he and Stu met with their Board chair and acting CFO to discuss the issues and how WW may be able to assist. Glenn elaborated on the on status of Creekside, stating that WW staff is working with them to assist and that he has requested support from NCGA for Creekside.

Jeremy asked Bob Noble, the board's facilitator, to assume moderation of the agenda.

Bob commented on this role as facilitator to the Board.

Agenda

BOARD ACTION: The Board accepted the agenda as submitted.

Weavers Way Co-op

July 1st, 2014

Minutes from June 3rd, 2014

BOARD ACTION: The Board accepted the submitted June 2014 meeting minutes unanimously.

Calendar

Margaret noted that a membership report from the GM was scheduled to be reviewed in July. Glenn said it would be forthcoming. Jeremy noted that since membership reports are typically written and the close of a month, this item would be rescheduled to September since the July meeting falls on the first day of the month.

Committees Review

BOARD ACTION: Committee Review accepted as submitted.

—END OF PRELIMINARIES—

GM Report

Glenn updated the Board on a payment received from Michael McGeary, former CFO, on July 1. Glenn amended an error on page 9 which should have stated “book balance is \$1.07M”

BOARD ACTION: The Board accepted the General Manager’s Report as submitted.

Board Self-Monitoring, G1. Governing Methods - Lisa

Lisa introduced the results of the survey, expanding on comments and drawing specific attention to G1.3.3.

“Accordingly, The Board will report self-evaluation information to the membership.”

Board discussed ways in which this could be done, i.e.: via the website/Shuttle. Board discussed value of this policy, specifically possibly eliminating the policy altogether. The topic was postponed until another Board meeting or Board retreat when it can be addressed in more depth.

L3, Planning - Glenn

Glenn noted that the report contained a typo on pg. 3: the reference to “3 managers” should be changed to “2 managers”.

Margaret asked about the Board budget presented in the 2015FY- \$41,316 which is above the \$34,000 budget the Board had approved. Steve G. explained that the Board budget was under an umbrella of “Governance Expenses” that include costs of membership meetings and other outlays not directly controlled by the Board. Margaret asked for a copy of those expenses to be shared with the Board.

Chris H. stated that he would like to hold a meeting in August to discuss the 2015FY Business Plan presented with L3. Jeremy allocated this responsibility to him.. Jeremy reminded the Board that a financial education session will be held in October, and to be mindful of the potential overlap of information.

Margaret recommended caution, in reference to the content of the 2015FY Business Plan, on the stated assumption on part of staff and others that the next store will be located in Germantown, in absence of a market study or any additional information.

Weavers Way Co-op

July 1st, 2014

Board discussed, future calendar planning, if the next year's budget report should be moved to September, as is contains so much meaningful information. Jeremy and Glenn will have a discussion to re-evaluate.

The Board noted and expressed appreciation for the staff's effort in developing the 2015FY Business Plan.

Decision Tree:

Is the operational definitions/interpretations reasonable?

The Board agrees unanimously.

Is there adequate data?

The Board agrees unanimously.

Is the report accepted?

The Board accepts the report unanimously.

BOARD ACTION: Board accepts GM monitoring report L3, Planning Unanimous

L5. Update, Treatment of Staff - Glenn, Jon Roeser

Laura noted that she had expressed some concerns about the results of the survey that formed the basis of the L5 report presented in December 2013. Margaret, Jeremy and Stu had responded by asking Glenn for a six-month review of the report and actions taken. Jeremy stated that it will now be the practice – if approved by the board - to request interim reports in cases where monitoring reports raise significant concerns on the part of the Board.

Jon Roeser gave an update on four action items coming out of the L5 process: Guidelines for staff wage increases; create email account for staff to make suggestions; establish one-on-one meetings with staff on milestone anniversaries; and provide each staff member with a copy of the Co-op's policy on workplace discrimination. Glenn noted that he has been meeting with staff members on their milestone anniversaries. [These actions were recorded in depth in the Board packet.] Changes in both staff performance reviews and pay have come from a committee, chaired by Jon. On the issues in the L5 report was timeliness of staff performance reviews: HR department has hired someone for 5-10 hrs/week to track staff reviews.

Laura noted her concern not only on the quantifiable aspects of the staff treatment study, where WW performance fell below standard deviation, but also in the specific comments staff made about the culture of the Co-op. Glenn noted that he is bringing in a consultant to work on the cultural issues and also that he is planning retreats to include all staff to address concerns.

Jon noted that 360 reviews are done of management staff. Board discussed their ability to be involved with 360 reviews while making note that policy governance precludes Board getting involved with staff issues below the level of GM. Jon noted that 360 review of GM performance was made available only to GM: Board discussed making this available to Board as part of GM performance review. Glenn suggests seeking guidance from the company outsourced to conduct the review.

BOARD ACTION: The Board accepts the L5 update report unanimously.

Weavers Way Co-op

July 1st, 2014

Election of Vice President- Jeremy

Chris has decided to accept the nomination for Vice President. Josh Bloom, who was previously also a candidate, has stepped aside.

BOARD ACTION: The Board accepts the election of Chris as Vice President unanimously.

Board Member Replacement- Jeremy, Nathea, Stu

Jeremy, Nathea and Stu had served on an *ad hoc* committee to recommend a replacement for Dave Tukey who had resigned from the Board in June. This committee nominated Larry Daniels, 2014 Board candidate, to fill open position. Committee explained their process and based his nomination on his financial experience and expertise and leadership and experience in East Mt. Airy (he is the President of East Mt. Airy Neighbors). They also mentioned that Emmalee MacDonald, another 2014 candidate, also has finance and auditing expertise that can assist the Board. Jeremy recommended that she serve on the Finance Committee and play the role of a special liaison to the Board, especially as the board reviews the annual audit. She has accepted the offer to play this role and the Board accepted this recommendation.

Margaret pointed out that Larry should plan on attending the Leadership seminar on July 12th.

BOARD ACTION: The Board unanimously accepted the election of Larry Daniels as new Board member.

CCMA Reports- Margaret, Chris, Laura, Megan

Each Board member who participated in CCMA gave a brief overview of their conference experience.

Margaret discussed various modes that Board works (Fiduciary, Strategic, Generative) and how identifying which mode they are working in helps give both purpose and structure to their work.

Chris expanded on the importance of meaningful deep conversation such as “what are we?” “Is this what we want to be?”

He expanded on workshops he attended about race and diversity. He also suggests creating a map to see the Co-op’s role in the food industry.

Megan presented on engagement - various forms and how the Board can further engage with the members/staff. She also shared differences that she witnessed between the structure, responsibility and compensation of other Boards.

Laura shared her insights on how the unconscious mind shapes our interactions, the importance of acknowledging biases in order to create a more productive environment.

BOARD ACTION: Board votes to extend the meeting until 9:15pm

Weavers Way Co-op

July 1st, 2014

Education and Four Pillars Activity- Margaret

The CCMA attendees engaged the board in an activity, created by CDS Consulting, in which the objective is to evaluate “where we are now”, “where we want to be” and the “gap.” They led the Board through a gap analysis of one of the “Four Pillars” -- Teaming.

TEAMING - successfully working together to achieve common purpose

Brainstorming exercise (Margaret provided this write-up)

WHERE WE ARE NOW	WHERE WE WANT TO BE
Not enough time for conversations	Courage and tact to confront each other respectfully
Side conversations outside board to compensate; not everyone involved	Build relationships so feel safe
Passion and a desire to do better	Understand different decision making styles
Lack of deep conversations	Understand purpose of conversation- what mode we are in- fiduciary, business or strategic leadership
Agendas too crowded	Identify, as a team, what is meaningful for time and agenda
Not part of team with staff	More connection to staff
Undisciplined at times; repeat points	More social interaction between staff and bd
Not self aware of bias	Trust each other
Don't move on after decision is made	Shared understanding of role in strategic plan and vision
Feel meetings are irrelevant	Some friction is useful to make better decisions
Don't respect some people's point of view	
Don't know each other	

GAP- HOW WE CAN GET FROM WHERE WE ARE TO WHERE WE WANT TO BE

(Areas for advancement and improvement)

- * Develop shared understanding of what is our role in board governance - learn and discuss
- Facilitation tool to keep on track
- Use sign language, at times, to indicate agreement (thumbs up) or disagreement (thumbs down), in lieu of talking
- Agenda- understand/articulate the purpose behind each item
- Exercises to reveal decision making style/ personality
- Deeper conversations to examine why we want something
- Safety for all

Weavers Way Co-op

July 1st, 2014

- More sharing
- Get to know each other better

Announcements

Jeremy asked for female volunteer to be a name Jon Roesser can give out to staff needing to report mistreatment. Nathea volunteered.

Nathea stated that the Food Justice Committee and Glenn have created a way to make membership more affordable for low income families.

Glenn reminded everyone there is an impending visit from the National Co-op bank.

Megan- working on Fall GMM meeting

Glenn told the Board about Dorothy Guy's Health status and her great importance as an institution of the Co-op.

CDS Leadership training on July 12th.

Meeting Adjourned at 9:14pm.