

## **Weavers Way Board of Directors Meeting**

### Meeting Minutes

*March 5, 2013*

*Present:* Dave Tukey, Jeremy Thomas, Linda Shein, Bob Noble, Margaret Lenzi, Stu Katz, David Woo, Nathea Lee, Sue Wasserkrug, Megan Clinton-Seitz  
*Absent:* Jonna Naylor  
*Staff:* Glenn Bergman, Rebecca Torpie  
*Guests:* Pamela Lacks, Lisa Hogan

*Next meeting:* April 2, 2013 6:30pm

*The meeting commenced at 7PM*

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**Preliminaries-Notice provided that Jeremy Thomas would be leaving early. Jeremy reported that there is no new information on WWCP/WW Retreat.**

#### **Agenda Review & Timekeeper**

Megan Clinton-Seitz was named timekeeper for the meeting. Margaret distributed a revised agenda.

#### **Approve Minutes of February 2013 Board Meeting**

No changes were offered.

BOARD ACTION: The Minutes of the February 2013 Board Meeting were unanimously accepted as submitted.

#### **Calendar Review**

Margaret pointed out May 19th General Membership Meeting.

Sue W. will distribute the final May GMM agenda.

David Woo will facilitate next month's Board Monitoring discussion of M1

Jeremy will write the Board Shuttle Article for May, due April 1.

#### **Reports**

The GM Report was submitted and included in the board packet.

BOARD ACTION: The report was accepted as submitted.

#### **Board Retreat Review**

Margaret asked for commentary regarding the recent Board Retreat. Jeremy offered that he felt the group had been productive and well-focused. The three topics of study that emerged from it are Brand/Identity, Diversity and Business Growth/Expansion. The Education Committee of the board will develop presentations on these topics throughout the year. Linda Shein will offer the name of branding resource to WW's Education Committee.

#### **CCMA**

ML suggested that the board review the budget allotted for this year's CCMA attendance in Austin in June and get some consensus on how many people will attend. The accorded budget is \$14,700. With three free registrations, ML suggests that 8-11 people could attend with expenses

covered for hotel stay and airfare. ML recommends 10. WW will reimburse only rooms shared. Optional stay of three or four nights. The board approved up to 4 nights hotel.

Everyone agreed that tours of Austin are attractive and it was noted that the city is home to the World HQ for Whole Foods.

Board members noted that the board elections are taking place in May, and that candidates in the running could be eligible to attend if elected (2 slots were saved).

A survey was submitted to the board to determine who was interested in attending, and Margaret circulated copies of the CCMA registration form. She encouraged everyone who wanted to go to submit their completed form to Bettina. Bettina was designated as the person who would collect and hold all registration forms until we are ready to submit and officially register our group. Bettina was also designated as the person who would reserve adequate hotel rooms as soon as possible.

### **GM Monitoring Report: L1, Financial Conditions**

Everyone read the report & came prepared to discuss it. Operational definitions were deemed to be reasonable, with one abstention (DT). Data was deemed adequate to determine compliance or accomplishment with policy unanimously. Further, data was deemed to demonstrate compliance with policy with one abstention (DT).

BOARD ACTION: The board accepted the report as submitted, in compliance based on a vote of nine members in favor, and one abstention.

Discussion: Ten minutes were allotted for discussion and questions. However, discussion diverted to the issue of what procedure should be used in considering GM Monitoring Reports. The question was raised by Dave T. Margaret stated that the board was following the model of the Decision Tree, as opposed to the Modern Rules. Megan S stated that questions should be discussed prior to voting. Sue W clarified that each board member must prepare questions as part of preparation for the meeting, and should determine then whether or not the questions raise issues that would impede an approval. Margaret asked if a committee should be formed to review the procedure. Nathea suggested, and the board agreed, that instead of forming a committee, the topic should be added to the April agenda for discussion at next month's meeting.

The discussion returned to the data included in the GM report. Glenn B. stated that the Finance Committee reviewed the finances one week prior to the board meeting. Glenn and Michael McGeary asserted that there is enough money to pay future and long-term debt payments and strategy for debt management was described. Margaret L. asked if income was trending in a positive direction or if it was too early to tell. Michael McGeary stated that according to current projections the co-op may lose money in 2013, for the following reasons: original budget was too tight and aggressive, and payroll is higher. Glenn added that sales were lost during the Mount Airy renovation that payroll taxes were under budgeted and unemployment and workers comp rates were raised. Glenn also added that, despite these facts, sales were strong generally and payroll was being actively contained by attrition.

The timekeeper alerted everyone to excess of time being devoted to the report discussion and it was agreed that the discussion time would be extended. After extended discussion, Stu K. stated that, as a finance committee member, he witnessed budget concerns in view of current data, and that the finance committee would meet again to review as soon as inventory was completed. Glenn asserted need to bring labor in line with sales. Dave T. expressed gratitude for update from Finance committee and asked for more written reports from Finance Committee.

### **GM Monitoring Report: L8**

L8; PG 13 MEMBER INVOLVEMENT FOLLOWED BY THE REPORT ON MEMBER COMMITTEE PROCEDURES TO COMPLY WITH ARTICLE 7 OF THE BYLAWS

--ML directed the board to discuss separately.

The Board deemed that the operational definition/interpretation was reasonable; that there was adequate data to determine compliance; and that the data demonstrated compliance.

BOARD ACTION: The board voted that the GM Monitoring Report on L8 as submitted, was in compliance by majority with one abstention.

Discussion: Bob N. suggested that the Report Title referring to page 13 in the packet be changed to "MEMBER INVOLVEMENT" and that the number of committee members should be defined comprehensibly. Rebecca Torpie, Director of Marketing explained how the report served to articulate a perceived need to increase member engagement and that more formal procedures were defined to elicit goals specific to each committee, with stronger ties to staff. Bob N. stated that bylaws stipulated that policy should demand a mission statement first and then set goals, and some further discussion evolved around the question of how the new committee procedures might apply to board committees.

BOARD ACTION: A Board committee was formed to review board committee procedures, consisting of Margaret L. and Megan S, to determine compliance with Article 7 of the Bylaws

**Board Education: Business Expansion/Growth (Stu K)**

The board articulated the following compelling questions to pursue:

WHAT'S THE COMPETITIVE ENVIRONMENT?  
WHAT ARE THE PROS AND CONS OF EXPANSION?  
WHAT AREAS WILL WE CONTINUE TO EXPAND: WHOLESALE? NUMBER OF STORES?  
BRANDED PRODUCTS?  
CAN WW EXPAND INTO OTHER LINES OF BUSINESS?  
WHAT STAFF RESOURCES NEEDED?  
WHAT ARE MEMBER PERCEPTIONS?  
WHAT IS THE CAPACITY FOR GROWTH?  
DAVE T: FACILITIES GROWTH! COMMUNITY/MTG SPACE EXPANSION  
HOW DO WE ENGAGE MEMBERS AROUND EXPANSION  
WHAT WOULD BE THE COST OF EXPANSION??  
SHOULD THE BOARD TELL GLENN THAT WE WANT TO EXPAND?  
POSSIBLE TO EXPAND INTO UNDERSERVED AREA?  
HOW MUCH RISK ARE WE WILLING TO TAKE ON? How to measure?  
(GREENSGROW HAS CART IN POOR NEIGHBORHOOD TO GET LEGS)  
WHAT GOOD OR SERVICE IS LIKELY TO GROW IN THE PHILADELPHIA AREA?  
HOW DO WE MAINTAIN THE ESSENCE OF WHO WE ARE THROUGH EXPANSION?  
HOW DO WE SUPPORT OTHER CO-OPS' DEVELOPMENT?

The following resources were suggested:

EXAMPLES OF SUCCESSES IN A BUSINESS DEVELOPING ANOTHER LINE OF BUSINESS

DELAWARE VALLEY REGIONAL PLANNING COMMISSION,  
EXPERTS SUCH AS PEOPLE ON STAFF MAYBE  
TRENDS IN RETAIL BUSINESS  
SUSTAINABLE BUSINESS NETWORK SPEAKER (NEW EXEC DIR).  
SOMEBODY FROM ENERGY CO-OP (PARTICULARLY BECAUSE THEY WERE INVOLVED  
HISTORICALLY WITH WW BEFORE SPINNING OFF)  
SLIPPAGE ANALYSES, I.E. WHERE ARE THE OPPORTUNITIES TO BUY RELATIVE TO  
WHERE PEOPLE LIVE?  
MARKET STUDY FOR A NEW STORE  
BOARD ACTION: REFER TO EDU COMMITTEE AND TRY TO GET IDEAS FOR  
PRESENTATIONS. LINDA SHEIN AGREED TO GIVE HER INFO TO EDU COM..

**G7 Self-Monitoring Survey Report: (Nathea L)**

DAVID WOO THINKS ANNUAL SURVEY NECESSARY SEPARATE FROM MANAGEMENT  
SURVEY-THINKS WE SHOULD BUDGET FOR OWN SURVEY. CUSTOMER SURVEY TOO  
LARGE. BOARD NEEDS TO KNOW WHY PEOPLE ARE NOT RUNNING FOR BOARD, OR  
ATTENDING GMMS. SUGGESTS WE SHOULD THINK ABOUT, MAYBE MAKE A FOCUS  
GROUP, AND/OR PUT ON AGENDA FOR NEXT BoD MTG.  
ML; SPOT SURVEYS GOOD WAY TO GO.  
NATHEA- BOARD COMM STU IS CHAIR MEMBERSHIP COMMITTEE MUST REVIEW  
DAVE T: WE MUST HAVE CONVERSATION TO INCLUDE BUDGET FOR OUTREACH.

**Leadership Committee: Ballot & Chair: (David W.)**

David W. presented the board with a draft ballot for the upcoming elections. One change was requested: It was agreed that voting time on May 19th should be extended by thirty minutes.  
BOARD ACTION: ML made a motion to approve the ballot, as amended. Megan seconded it and the ballot was approved as amended.

**Board Committees: Establish Budget, Calendar, Board Officer**

David W. stated that he intends to run for the board again as soon as possible, and asked for feedback on whether or not he should resign now or stay on through end of term. ML asked that he stay on until May due to his role as Chair; however, there are other board members on that committee which would fulfill the requirement that at least one board member be on the Leadership Committee..

ML then directed attention to the need to establish board committees.

The board budget committee would consist of Stu K. and ML as required.

A calendar review will entail planning and evaluating how time is spent at board meetings. The calendar review committee will consist of ML and Dave T.

On the subject of Board Officers, the board agreed that a procedure to elect board officers must be established, and board committee must determine that there are enough candidates. Sue W. and Meg C will review procedures written up last year, and then bring to the board for approval.

**Announcements**

Glenn referred the board to page 8 of the March Board Packet and drew their attention to the following highlights:

LUNAFEST  
VEGANFEST

#### JUDY WICKS BOOK SIGNINGS

ML announced that Glenn and Margaret will attend the next NCGA event in Minneapolis on Co-op Expansions.

David W. offered an update on co-op start-ups in Ambler, Roxborough and South Philly. He described all as doing well and following in Creekside's footsteps.

Sue W. announced next MAFCA meeting in Doylestown on March 16 and offered to send out an email to organize a car pool.

Bob N. noted that the Philadelphia Area Co-operative Association recently incorporated, and announced that they are planning a social event in April. He advised everyone to get on PACA mailing list.

#### **EVALUATIONS OF THE MEETING:**

Nathea L. expressed delight in view of the presence of two guests who are candidates for board election. She invited the two guests, Lisa Hogan and Pam Lauchs, to describe their experience. There was some agreement that the board meeting discussions were somewhat obtuse. Stu commented that board work is a form of member engagement and a board responsibility.

MOTION TO ADJOURN. ALL GUESTS INVITED TO DEPART. Executive Session: GM Review. commenced at 9:20PM.