

# MINUTES

## **Weavers Way Cooperative Association Board of Directors, 5/3/2011**

Attendance: Sylvia Carter, Chris Hill, Stu Katz, Margaret Lenzi, Nancy Weinman, Sue Wasserkrug, David Woo, Dave Tukey, and Brian Maher  
Excused absences: Bob Noble, Cat Niallon, Cynthia Potter  
Staff present: Glenn Bergman, Rani Singh (minutes) Anne Workman (Outreach Coordinator)

The meeting began at 6:59PM.

### **Agenda & Calendar Review**

Stu Katz will write the July Shuttle article, on the Startups Conference (an opinion piece). Deadline is June 1. A committee was formed to develop guidelines for our Shuttle articles, per a suggestion from Michael Healy that we use the articles as a way to communicate our priorities to the members. David (chair), Sue and Nancy will be on the committee. Chris will write the August article, on CCMA. Deadline is July 1.

### **Approval of April 5, 2011 Minutes**

Three corrections were offered. About half-way through the section on the New Member Orientation Committee Report, the sentence that begins with "The committee has planned a welcome party..." should read: "The Membership Committee has worked with the outreach department to plan a welcome party ..." In the Announcements section, the second sentence (beginning "The board also discussed...") should be cut. Also, the announcements section should include Sylvia's statement of concern about the handling of the agenda at the April's meeting; Sue will draft something and confer with Sylvia to ensure it accurately reflects her statement.

**Board Action:** The Board unanimously approved the April 5, 2011 BOD minutes as amended.

### **Board Officer Elections Proposal (David, Brian & Bob)**

The process will be similar to last year with a few differences, specifically, the election will be by secret ballot and if a candidate does not win, s/he can run for the next position (President, VP, Secretary, Treasurer). The proposal presented was amended to indicate that the President will send out a call for nominations, and the president will forward a summary of nominations to the board admin for inclusion in the June packet.

**Board Action:** The Board unanimously approved the outline as amended.

### **New Member Orientation Discussion & By-Law Change (Sylvia), continued from April**

Sylvia reviewed the committee's charge, as articulated on the Board Committee list. She introduced Anne Workman, the Outreach Coordinator. She asked if the Board was authorizing the committee to proceed on the path they were on. There ensued a discussion of what the by-laws require in terms of board approval of the orientation process. It was decided that the orientation committee will submit a proposal to the Board regarding the orientations and the Board will consider the proposal. The

overriding concern is for new members to get the most intense orientation possible. This could include the old-fashioned orientation meeting, or some other form of orientation such as a webinar. The point of orientation is for members to get a complete understanding and member engagement to the coop. One suggestion was to eliminate member orientation from the by-laws and add it to the Board Policy Manual. This idea was discussed but no conclusion was reached, although the sense was that removing orientation from the by-laws is probably not a good idea. The outcome of the discussion was that the committee will bring a proposal to the board in July, at which point the board will decide whether to approve it and, if so, whether it is consistent with the current by-laws.

### **Board Retreat Planning Committee report: schedule and location (Chris & Sylvia)**

The Retreat will be held on October 22 at the Brossman Center at the Lutheran Seminary, if available. Chris hopes to invite staff from Teleos to give a presentation on the culture of the co-op, based on their recent study. Michael Healy will lead the retreat. If this location is not available, Glenn will find an alternate location.

### **Report from Committee on Committees & G8 (Chris Hill)**

Chris reported on the recent meeting of the Committee on Committees. All committee chairs were given a document that summarized the process that led up to the proposed by-law changes. He invited feedback on the draft of the by-law change. Chris noted that one concern was to not over-burden the GM, so the committee tried to come up with a policy that works for board, management and members. The committee will meet again in September and Chris will report back in October. Chris suggested we re-visit the proposed L8 Board Policy and the proposal to eliminate G8 at that time also.

### **G6 Policy Rewrite Com (Brian and Bob)**

Brian presented a proposal for the revision of Board Policy G6 - Board Committee Principles. As Brian explained, the revision more accurately reflects what we're doing and what we might do in the future. (The entire proposal as presented to the Board, including both the old and new language for G6, is attached at the end of these minutes.) Some board members expressed concern about the handling of the Leadership and Finance committees. It was decided that we would discuss this in June; 15 minutes will be allocated on the agenda.

**Board Action:** The Board approved the proposal as written.

### **M2.2 Policy Rewrite (Dave Tukey)**

Dave presented a revision of M2.2 that allows for, but not require, Board input into the annual evaluations of staff assigned to the Board. The proposed policy allows for the Board to submit written comments to be included in the staff member's annual review. Minor changes were made to Dave's draft.

The current M2.2 policy reads: "The board shall refrain from formal evaluation of any staff other than the General Manager."

The revised and amended M2.2 policy reads: "The board shall refrain from formal evaluation of any staff other than the General Manager, although the board may submit written comments to be included in the annual evaluation process for any staff assigned to work with the Board."

**Board Action:** The Board approved the motion as amended.

## **M4 Policy Monitoring (Dave)**

Dave summarized the results of the survey. There was some discontent expressed with aspects of the policy, particularly M4.3. The board decided that a committee would consider the policy and lead a discussion at a future meeting. The committee will inform the President in September when they would like to hold the discussion. The committee consists of Dave (chair), Chris, Margaret and Nancy.

## **GM Report and Status of CMS/VG Loans (Glenn)**

Glenn distributed the May 2011 finance report, which was not included in the packet. The co-op received a check of \$20K from the insurance company, for the recent power outage, and expects another check for \$30K. The CMS loan has been re-paid; we now have three loans with Valley Green Bank and \$900K less in debt. The VG Bank loans have a longer term and lower interest.

A few highlights of Glenn's report: Awbury Arboretum asked if Weavers Way wants the balance of the unused northwest track; we are looking into it. Drexel University is very interested in starting a food coop in Powelton mansion and has sought our input. Plans for the development of the Sav-a-Lot location in Germantown (Chelten & Rittenhouse?) has the community in a debate with the developer. There seems to be some interest in another WW store but we are not in a position to open another store at this time. There was also some discussion about plans for development of the old Magarity location, which includes apartments and a 20,000 square-foot grocery. A new grocery of that size would probably affect WW and the community. The manager at the West Oak Lane store resigned and the assistant grocery manager from the Chestnut Hill store has taken over and already implemented some changes. The lease at WOL ends in September and we are not renewing it except on a month-to-month basis. (Glenn will get it in writing and get a confirmation from our lawyer.) The Citizen Bank Champion in Action award (\$25,000) to Weavers Way Community Programs has resulted in a lot of publicity, including a full page ad in The Inquirer.

## **GM Compensation Committee Report, Executive Session (Margaret)**

**Board Action:** The Board accepted the plan as amended. There were two abstentions.

## **GM Review Committee Report, Executive Session (David)**

**Board Action:** The Board accepted the GM evaluation as presented. There was one abstention.

## **Announcements**

Brian is having an open house on May 14 to celebrate his graduation.

The Start-ups Conference was a big success.

Sue and Bob submitted a proposal for a workshop at CCMA on regional alliances of co-ops and it was accepted. They will be presenting with members of the Neighboring Food Coop Alliance in New England.

Sylvia is going on a trip to Europe with her daughter.

## **Adjournment & Appraisal**

The meeting adjourned at 10:45 PM.



## Update Proposal for Board Policy G6

Based on Feedback to the responses to the G6 policy monitoring survey, and the subsequent discussion, the following revisions are suggested in order to document the board's current committee practices.

### Current G6 Policy

#### **G6 – Board Committee Principles**

Adopted 1/6/04, Last Revised 2/1/11

The board may establish committees for various purposes to help carry out its duties. (These board committees are distinguished from the permanent member committees established in the bylaws.)

Accordingly, board committees will:

- G6.1. Respect the authority of the board and never interfere with delegation from board to General Manager.
- G6.2. Be formed on an ad hoc basis only.
- G6.3. Have well-defined purposes and goals.
- G6.4. Report solely to the board.

Compliance with this policy will be determined annually at the Board meeting in February.

### Suggested Revisions (underlined)

#### **G6 – Board Committee Principles**

Adopted 1/6/04

The board may establish committees for various purposes to help carry out its duties.

(These board committees are distinguished from member and management committees.)

Accordingly, board committees will:

- G6.1. Respect the authority of the board and never interfere with delegation from board to General Manager.
- G6.2. Be formed on an ad hoc basis, with the duration of service based on the needs of the board.
- G6.3. Have well-defined purposes and goals, published on the board calendar, that include either an end date or end product for the committee, or a justification for the relevance of ongoing activities.
- G6.4. Report solely to the board.

Compliance with this policy will be determined annually at the Board meeting in February.