

MINUTES

Weavers Way Cooperative Association Board of Directors, 11/13/12

Attendance: Megan Seitz Clinton, Nathea Lee, Margaret Lenzi, Jonna Naylor, Bob Noble, Linda Shein, Jeremy Thomas, Dave Tukey, Sue Wasserkrug David Woo

Absent: Stu Katz

Staff present: Glenn Bergman, Karen Plourde

The meeting began at 7:02 p.m.

Agenda Review & Timekeeper

Nathea was named as timekeeper for tonight's meeting. No changes were made to the agenda. Bob requested that the issue of staff being required to be members be scheduled. (It is currently an unscheduled item.) Margaret suggested we try to squeeze in "unscheduled items" into the agenda on ad hoc basis.

Approve Minutes of October 2012 Board Meeting

No changes were offered.

Board Action: The minutes of the October 2012 board meeting were unanimously approved as submitted.

Calendar Review

Margaret pointed out upcoming calendar items, including Member Engagement discussion in December. Margaret will write Shuttle article due 12/1, for publication 1/1. She noted that the spring General Membership Meeting (GMM) committee is supposed to report in December but it has not met (although Glenn reported that staff has met on this issue). Staff will include board members in meetings going forward. There is still some uncertainty about whether to have the co-op's 40th Anniversary celebration at the Spring GMM or later.

Since there has been some email discussion about changing the L2 policy, and since we'll be discussing the L3 policy next month (December), we'll also discuss in December a proposal to change the L2 proposal. Dave Tukey will provide a proposal for the next board meeting.

Reports

Two reports were submitted and included in the board packet: the GM report and a report from the By-laws Article 7 committee (previously the Committee on Committees). That committee will have another report for the board in 3 months. The GM Review Standards Committee has not met and will not meet in the near future. Therefore, the GM Review Standards Committee will be taken off the list of active ad hoc committees and be placed in the board's unscheduled item list.

Board Action: The GM report was accepted as submitted.

Fall General Membership Meeting (GMM)

The Fall GMM was cancelled due to Hurricane Sandy. Although our by-laws require a meeting in the fall (as well as in the spring), the bylaws are silent regarding what to do if a meeting is cancelled due to bad weather.

Board Action: The board unanimously agreed that the Fall GMM, having been cancelled due to Hurricane Sandy, will not be rescheduled, due to time and notice constraints, upcoming holidays, and other staff responsibilities. Instead, reports will be provided to the membership via the Shuttle & the website.

Leadership Committee Report on Nominations, Election

David Woo reviewed the Leadership Committee's report. E-voting was a success: the election had a higher turnout than any previous election. Now the committee is looking at ways to get board candidates to interact with membership, as well as ways for potential board candidates to learn about being a board member. There will be a forum on January 23 for potential candidates to meet with current board to learn about being a board member. Later there will be a forum for candidates to interact with membership. (Nothing scheduled yet.) It was clarified that there are no "requirements" of board candidates (other than the candidate statements), and that adding requirements would necessitate a change of by-laws. It was also clarified that there will be a call for nominations in the January Shuttle, and the ballot will be in March Shuttle. It was suggested that we provide candidates with some background information about policy governance.

Board Retreat in Spring

Margaret indicated that the Strategic Planning committee wants to meet with the board in January, to give us a preliminary report. (Margaret will schedule this into the January agenda.) She suggested that we might want to have part of our board retreat center on the strategic planning process; this would require having our retreat in February to keep us in sync with the strategic planning committee's schedule.

Other suggested retreat topics include: a discussion of policy governance & its variations (including roles of staff & management); revisiting our Ends (since it's been 4 years, & since the strategic plan is in a sense a reflection of our ends); marketing & social media; how we interact with the larger community; the process of how strategic planning works within policy governance. Another idea was to have dialogue about how to institutionalize having a staff-board-membership discussion about planning issues that fall somewhere between strategic planning and Ends accomplishment - things like having a dedicated community meeting room. Glenn clarified that current strategic planning is less operational than previously, and actually is addressing these types of issues. Glenn & Mike thought February would be a good time to have a discussion about these issues. There was some discussion about having Teleos work with us.

Board Action: The board established a Board Retreat Committee, consisting of Nathea, Margaret, and Dave Tukey. We will aim for a date in mid to late February. Part of the retreat will be devoted to the strategic plan, and part to reviewing our Ends, and thinking

about creative ideas that we want the co-op to pursue, as well as the process for the future of how we do our planning and ends work as a board with a clearer understanding of the roles the board, membership and staff. The Committee will discuss with Michael Healey, who will facilitate the retreat, and report back at the December meeting.

GM Monitoring Report: L4, Customer Relations

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

Board Action: The board accepted the report as submitted, with two abstentions.

Discussion: Overall, membership is satisfied with customer relations. There was a question of what we do with all of the information in these surveys? Glenn indicated that management reviews & follows up with staff. There also was discussion about what other data could be used to assess customer relations, other than surveys? Some suggestions were made for Glenn to consider in the next report, such as incident reports and walk-throughs.

Self-Monitoring of Policy G4, Board President's Role

There was some discussion about 4.3 (the president chairs board meetings); no discussion otherwise. The survey results were overwhelmingly positive.

Board Education: Ends Reports-Linkage & Measurement

Sue led a discussion of measuring & reporting on our ends. The objective was for the board to discuss & understand what “measuring ends” means & why we do it. The objective was not to provide specific criteria for an ends report, particularly in light of our policy L6.2, which states: “In each monitoring report, the General Manager shall not fail to provide a reasonable interpretation of the policy, adequate data that demonstrates accomplishment of that interpretation, and a remedial plan if the data does not demonstrate full compliance with the policy. Further, in the case of Ends Reports, the General Manager shall not fail to identify key indicators of progress to demonstrate improvement over time.”

We agreed that measuring ends was a way for us to see trends in the activity of the co-op. Ends, for the most part, are aspirational and not easily achievable. We noted that there are many ways to measure ends; some metrics are useful & realistic while others can be cumbersome. Because our Ends define who we are, the ends report can tell the story of the co-op but is not necessarily the ultimate document that tells everything about the co-op. Glenn agreed to provide a copy of last year's ends report as well as copies of some other co-ops' ends reports.

There was also some discussion about our Ends in general. We agreed that the Ends should strike a balance between “visionary” and “measurable.” We decided we probably would continue the discussion about our Ends at the retreat.

Should Staff be required to be members?

All employees are required to be members - per the employee manual, not per any board policy. Glenn explained that all employees are automatically considered working members, entitled to 5% discount, in addition to their 10% employee discount (for a total of 15% discount). However, International Cooperative Principle #1 would suggest that membership by staff should be voluntary. Should our policy be changed? No decision was made; Glenn took the issue under advisement.

Announcements

David announced that he applied for a position at WW & WWCP. If he is offered & accepts either one, should he resign from board? There is nothing in the board policy or by-laws that prohibits staff members from also being board members. However, Bob noted that L7 policy on conflict of interest requires that the board give express written consent for David to be hired.

Board Action: The board voted to give express written consent as per Board Policy L7 (Conflict of Interest) in order to allow David Woo to be hired by WW, with 2 abstentions (one of which was David himself) and further that this vote, as hereby stated, constitutes the required written consent. Glenn clarified that he is not involved in the hiring decision.

David also announced that Bethlehem Food Co-op is having a 1-year organizing celebration Thursday night.

Linda pointed out a flyer she got about flu shots; it was determined that someone put the flyers in the mailboxes of all board members.

Glenn announced that Creekside is up & running, and doing well. Margaret & David went to a pre-opening reception, where the Creekside board & staff profusely thanked WW.

Sue announced that the next MAFCA meeting will be in mid-March (possibly 3/16) in Doylestown.

Margaret announced that the PACA conference last Saturday drew about 75 attendees. The conference went well.

Distribution of patronage rebates began last week. Already \$8,000 has been donated to WWCP.

The meeting adjourned at 9:25 p.m.