

Weavers Way Co-op

April, 1 2014

WW Board of Directors Meeting

Meeting Minutes: April 1, 2014

Chestnut Hill Meeting House 20 E. Mermaid Lane

Board Members Present: Stu Katz, Margaret Lenzi, Laura Siena, Chris Hill, Jeremy Thomas , Megan Clinton, Lisa Hogan, Nathea Lee, Linda Shein (7:36)

Absent: Josh Bloom (excused), Dave Tukey (excused)

Staff: Glenn Bergman, Jon Roesser

Guests: Larry Schaller, Mary Schaller, Elizabeth Johnston (Board Candidate)

The Meeting commenced at 7:07pm in the Gathering Room of Chestnut Hill Meeting House, 20. E Mermaid Lane.

Lisa offered to be timekeeper.

PRELIMINARIES

Agenda

BOARD ACTION: The Board accepted the agenda as submitted.

Minutes from March 4th, 2014

Jeremy requested that changes be made to the wording of the motions regarding ballot amendments (PG. 6 of Draft Minutes)

BOARD ACTION: The Board accepted the amended March 2014 meeting minutes unanimously.

Calendar

May Orientation for new members will be headed by the Leadership Committee

Article on expansion for the May Shuttle- Glenn and Jeremy will co-write

At the May meeting:

- Review of next year's Calendar
- WWCP Presentation on strategic plan
- Report about Board Officer Elections
- M4, Board Monitoring
- GM Member involvement

Committees Review

BOARD ACTION: Committee Review accepted as submitted.

GM Report

Board discussed content of Annette and Rebecca's "road trip" and the potential to learn more about their research on West Coast co-ops during the May Meeting.

Glenn expanded on challenges to creating a walk-in refrigerator at the CH store.

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

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Other Reports

Finance Committee: Stu expanded on the meeting notes included in the Board packet and answered questions.

BOARD ACTION: The Board accepted the Finance Committee Report as submitted

CCMA Conference

Margaret noted that 5 Board members are interested in/able to attend: Jeremy (pending confirmation), Laura, Megan, Chris, Margaret
Bettina DeCaumette will be the only staff person attending

Board Election Process

Article was printed in April Shuttle along with statements and ballot
Videos of Candidates were published online
Announcement of start of voting April 1st was in Shuttle and the website
Candidate Meet 'n Greet, Monday April 7th at Earth Bread and Brewery

—END OF PRELIMINARIES—

2014 Retreat Follow-up Continued; Growth/Expansion: Jeremy

Follow-up on Letters to be sent regarding start-ups and expansion:

Margaret has sent a letter out to start-ups explaining WW's position of waiting for Market Study
Jeremy has a draft of statement to be sent to WW Mgt that will be sent to Board for review
Stu is sending out a letter to NCGA and CDS informing them of WW's current situation and what we need from them

Nathea asked for clarification that the WW Management has decided on a 3rd store as the model of expansion and if the Board appears to be in support of this

Further Education required based on a review of topics generated at the WW Board Retreat:

Funding/Finances: Glenn explained that funding sources will be integrated into the business plan.
Market Study: Board discussed ways in which they can pursue education on the prospective financial plan/Market study. The Board decided to pursue education prior to receiving the plan via previous market study (for Chestnut Hill store): Glenn will distribute

Kitchen expansion: Board requests report on this

Expansion Communication Plan

Glenn informed Board that the option to provide loans will be available to all members
Board discussed having a communication plan or an outline provided which may include potential frequently asked questions.

Board discussed the idea of a forum for members to submit questions.

Board decided on 5 issues it would like to continue discussing:

*Market study, financials, more specific expansion policies, communication plan, kitchen in Mt. Airy.
They were referred to Expansion/Growth Com to develop and present at future Board meetings.*

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Diversity Discussion: Nathea

Ad-hoc Diversity Committee (Nathea (chair), Stu, Dave (absent), Josh (absent) presented on their meeting...

Board took note that Dave and Josh could not be present at the Board meeting, that their pre-meeting comments were considered and that they were integral to Diversity Committee discussion.

Areas of diversity discussed: Race, Age, Gender, Sexual Orientation, Household income

4 Areas to measure: Board representation, Management and staff, members, shoppers

Committee believes Board can address: Board representation, Leadership development, and Policy

Questions to note going forward:

- What do we need to know?
- How do we find out what we need to know?
- What action is GM taking?

Board discussed perspective that Diversity Committee arrived at during their meeting.

Glenn gave a little history. He noted the decision to allow non-members to become shoppers was a very important step in promoting diversity and that we are more diverse than 6 years ago. Would like to take a survey of shoppers to see how it compares to current data.

He has pursued training on sexual orientation and LGBT issues around staff issues. Glenn would like to make diversity in management a priority and is considering sending 3 staff to management training programs.

Jon Roesser: Numbers show real progress in the diversity of staff- which is constantly tracked and reported to the EAC. Diversity also extends to those who are differently-abled and WW has been recognized for their inclusivity – currently, six employees meet this criterion.

Long term plans to address Diversity in the senior management positions.

Other Comments:

Importance of defining community (all of NW or just MA and CH) and understanding demographics before defining diversity (Nathea)

WW can set targets/goals based on community and industry standards, and come up with a plan to achieve it (Jeremy)

Directing the conversation to the present/future and not the past (Megan)

What is the nature of the education that the board needs in conjunction with Glenn's plans? (Stu)

Is there a need for a consultant? (Margaret)

Concern that Board takes a direction and then, with turnover, there is no follow through over the years (Linda)

The Committee was asked to develop these areas for further education and discussion. Margaret noted that, between education on co-op growth and diversity, the education portion of FY 2015 Board meetings will be pretty much covered.

Board Budget FY 2015: Stu Katz, Board Treasurer

Board reviewed the proposed FY 2015 Board Budget and comparison to past years.

Board discussed budgeted amount for 2015 CCMA conference: expected to be on the West coast which could be more expensive so less people were authorized.

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Board discussed hiring a Board Facilitator based on observations such as President's ability to participate more, Board's productivity when previously facilitated, option of only having a facilitator at some meetings, and instituting a trial period.

Motion: Allow a budget line for a Board Facilitator in the Board's budget.

BOARD ACTION: Motion passed unanimously.

Board discusses increasing budget from \$1,500 to \$2,000 for the Board Facilitator.

Motion: Increase the budgeted amount for a Board Facilitator from \$1,500 to \$2,000.

BOARD ACTION: Motion passed unanimously.

Motion: Board President, Vice President, Treasurer and Secretary will comprise small committee to recruit facilitator.

BOARD ACTION: Motion passed unanimously.

Motion: That the FY 2015 Board Budget be Approved, as amended.

Board Action: Passed unanimously.

L7 Internal Monitoring Report: Conflict of Interest: Glenn and Jon R.

Decision Tree:

Is the operational definitions/interpretations reasonable?

The Board agrees unanimously.

Is there adequate data?

The Board agrees unanimously.

Does the data demonstrate compliance?

The Board agrees unanimously.

Motion: That the Board Accepts the L7 Monitoring Report as being in compliance with Policy L7 on Conflict of Interest.

Board Action: Vote: Unanimous

Self-Monitoring, M1 & M2

Lisa Hogan led the discussion by reviewing comments and noting that all answers to the survey were "Yes, compliance is good but not perfect" or "definitely yes".

Margaret expressed a concern that only 6 people responded to survey: Board requested a reminder from Board Administrator after the survey has been distributed.

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Announcements

Margaret: MAFCA is this coming Saturday in Maryland and Sue and Bob are carpooling if others would like to join.

Nathea: Walk and Run for Hunger: Food Justice Committee is participating and raising money for SHARE. The committee will now start meeting bi-monthly.

Glenn: WW signed lease for new warehouse at SHARE and move should be complete by May.

ML: Glenn and Margaret spoke at Fox Temple School of business to familiarize students on co-operative principals.

Laura: WWCP spring for Art Event 18th and 19th of April.

Glenn: Staff Bowling Party on Saturday in Manayunk: Board members invited

Jon R: Monday, April 14th Blood Drive in front of both stores.

Evaluation of the meeting:

Lisa: Meeting was very productive. Board members were respectful in dealing with difficult topics.

Margaret: Feels there is an education plan in place for the next year as a result of this meeting.

Stu: Acknowledged Margaret's work facilitating the meetings.

Open Meeting adjourned at 9:40

Executive Session

The Board voted to accept the GM Performance Review.