

Weavers Way Co-op

September 9, 2014

WW Board of Directors Meeting

Meeting Minutes: September 9th, 2014

Common Room, Summit Presbyterian Church

Board Members Present: Jeremy Thomas, Margaret Lenzi, Stu Katz (7:08), Laura Siena, Chris Hill, Megan Clinton, Lisa Hogan, Nathea Lee, Linda Shein (7:07), Josh Bloom, Larry Daniels

Staff: Glenn Bergman, Jon Roesser, Mary Sweeten, Bettina deCaumette, Annette Aloe, Rebecca Torpie, Michael Herbst, Susan Beetle, Keith Sauder

Guests: Ted Reed and Dianne Reed, The Reed Group: Nancy Weinman; Joan Patton; Kathleen Casey; Edwin Rupert;; Tony Aiello; Valery Platt, Maggie Magalis, Jim Bear

The Meeting commenced at 7:00pm in the Common Room of Summit Presbyterian Church

Jeremy offered to be timekeeper.

PRELIMINARIES

Jeremy gave a brief introduction to his cover memo, which will now be featured in each Board Packet.

Agenda

BOARD ACTION: The Board accepted the agenda as submitted.

Minutes from July 1st, 2014

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

Education: Market Studies, Expansion, and Weavers Way's new market study -- Ted Reed

Ted Reed, with the assistance of Dianne Reed, gave a presentation on the methodology the Reed Group will be using in order to collect market data for possible store expansion. The Reed Group will be looking at identifying trade areas – 119 census tracts spanning northwest, central and south Philadelphia; doing a market feasibility assessment; a Consumer Address and Transaction (CAT) study; specific location assessments; and market surveys. Board members then engaged in a discussion with Ted about these processes. The Board briefly discussed re-engaging the Philadelphia-region start-ups in order to assess their interest in working with WW. Jeremy addressed questions from non-Board members in attendance and also directed them to published material Board and staff have distributed on this matter, including in the Shuttle. He also asked Bettina to facilitate a meeting in order to answer some of the concerns membership may have regarding the co-op's expansion plans. Regarding possible expansion locations, it was noted that Ambler already has conducted a market study, although the methodology is somewhat different from that proposed by the Reed Group, resulting in an "apples to oranges" comparison. Jeremy spoke for the Board by saying that an Ambler location should be factored into the market study. Linda also noted that it might be wise to look at the competition in various neighborhoods first, as some locations might not warrant further study based on existing competition.

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Nathea questioned whether neighborhoods' interest in co-ops in general and also natural foods is important information. Larry noted that there is a risk of running stores further away, and Stu noted that market studies can mitigate but not eliminate risk. Other Board members noted that since capital is expected to be raised from the community where a new store is located, interest from the neighborhood in this kind of financing is potentially a salient data point. Margaret noted that CAT studies are expensive and it's likely that only 1 or 2 neighborhoods can receive this treatment. Chris questioned whether S. Philadelphia is interested in becoming part of WW, and Rebecca answered in the affirmative. Ted noted that there will be more information to evaluate in November. In a related comment, a guest questioned the impact of the planned Fresh Market store on the Chestnut Hill WW store and requested continued communication about this development and its effect on WW.

October 18th General Membership Meeting Agenda

BOARD ACTION: The Board accepted the Fall General Membership Meeting agenda (as amended to remove vote agenda item) unanimously.

GM Report

New Comptroller, Nancy Pontone, has been hired and will start on 9/27. The Finance Committee will meet on September 23rd and the draft FY '14 audit will be reviewed at the October Board meeting.

Parking in Chestnut Hill is still an issue, more so now that Berkshire Hathaway has marked the part of the lot behind their new offices for their exclusive use. The owner of the parking lot has not been responsive to Glenn's efforts to discuss the situation. Glenn expanded on possible solution and Board discussed the feasibility of the options.

The Food for All program is being initiated- Members receiving public assistance such as SNAP (Food Stamps) will be eligible for a reduced yearly membership fee and a 10% discount. They will also be offered a significantly lower annual equity contribution for membership, which will be required. People using this program will need to reapply each year. Nathea commended Glenn and staff for developing Food for All, which resulted from a conversation between Glenn and members of the Food Justice Committee.

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

—END OF PRELIMINARIES—

WWCP Report

BOARD ACTION: The Board accepted the WWCP report submitted.

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L1, Financial Conditions - Glenn

Glenn referred to the report in the Board packet. Board members inquired about profits of WW Next Door. Glenn informed the Board that there will be meaningful data after one complete year of operation (January/February 2015).

Glenn commented on WW Next Door lease agreement with Chestnut Hill Business Assn. is 5 years but they can exit with notice. They also have an option to extend the lease. Glenn stated the business is showing growth.

Decision Tree:

Are the operational definitions/interpretations reasonable?

The Board agreed unanimously.

Are there adequate data?

The Board agreed unanimously.

Is the report accepted?

The Board accepted the report unanimously.

BOARD ACTION: Board accepted GM monitoring report L1 financial conditions.

L8.4 Endorsements -- Glenn

Since there was no information presented on L8.4 in June 2014, review of the GM monitoring report L8.4 on endorsements was continued until September. Glen presented the GM Monitoring Report and the proposed Advocacy Action procedures and form. The proposal had several changes from the last time the board discussed this last year.

The Board brought up the following issues/concerns:

1. The Board makes the final decision (before, the GM did this)- There is no procedure for the board to do this. It will have to be developed - who and how. The board discussed more flexible ways to collaborate about endorsements. The suggestion of email communication was made. No decision was made, but Jeremy decided that, in the interim, endorsement requests should be sent to him and he will relay them to the Board.
2. Number of Members required - The Board objected to the proposed minimum number of members which was the minimum required to call a special meeting (which is 10% in the bylaws which would mean 530 members). That is a prohibitive amount for such a request. The Board recommended that a Member or a group of members could make the request as was stated in the original discussion.
3. Standards to apply- Standards should be put on the application form so that members know what criteria will be applied. See the prior board discussion and standards in Nov board minutes.

Glenn will incorporate these suggestions and bring a revised final copy of the application to the October Meeting.

No decision was made, but Jeremy decided that, in the interim, endorsement requests should be sent to him and he will relay them to the Board.

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Bylaw Revision Committee Report -- Lisa

Lisa reviewed the work of the Bylaws Revision Committee and suggested a timeline for having the membership adopt new bylaws:

- Final copy of bylaws draft completed - October 2014
- Article in the Shuttle, online and in stores- Nov/Dec 2014
- Hold 2 focus groups for feedback - Jan. 2015
- Final bylaws draft approval by the Board- Feb 2015 meeting
- Bylaws draft in April Shuttle- deadline is March 10th 2015
- Members vote at the GMM on the new bylaws - May 2015

Board clarified what is considered a "Special Meeting" as stated in bylaws 3.2. It was agreed that there needs to be clarity in the wording of 3.2 as some may interpret it as providing the board with discretion in their response to a request for a special meeting that meets all requirements. Lisa will make the language clearer.

The sense of the meeting was that Lisa should move forward with her timeline stated above. Gratitude was expressed to Lisa and her committee members for their work on the draft.

Leadership Committee -- Laura

Laura reported on the work that the Board-member members of the Leadership Committee (Laura, Nathea, Margaret) have been doing to prepare for Board input into the recruitment process. She will be sending out a survey in October to obtain Board members' input into this work.

Board Self-monitoring Survey, G2. Board Job Description

Board members discussed their comments submitted within the survey. They discussed creating an online forum and decided to increase Board member involvement in WW's social media sites.

They also agreed that a Board member should be present as a representative at all New Member Welcome meetings. Margaret offered to create an online calendar of the Welcome Meetings and asked the Board members to sign up.

Board discussed their responsibilities *vis a vis* submitting articles to the Shuttle. Jeremy noted that he reaches out to board members via email to solicit articles by the deadline, and recommended that when board members write articles related to other efforts, they identify themselves as board members so the articles can also be seen as member engagement.

Announcements

Nathea: Food Justice Committee is showing a movie on September 15th at Sedgwick.

Margaret: PACA is soliciting nominations for Board Members to PACA. Let Margaret know by 9/30 if interested.

Executive Session

The Board went into Executive Session.

Meeting Adjourned at 9:50pm

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