

# MINUTES

## **Weavers Way Cooperative Association Board of Directors, 11/8/2011**

Attendance: Sylvia Carter, Chris Hill, Stu Katz, Nathea Lee, Margaret Lenzi, Bob Noble, Linda Shein, Sue Wasserkrug, Nancy Weinman, David Woo, Ian Zolitor  
Absent: No one  
Staff present: Glenn Bergman, Mike McGeary, Jon Roesser, Karen Plourde

The meeting began at 7:00 pm.

### **Approve Minutes of October 2011 BOD Meeting**

A few corrections were offered: Karen was added to the Staff Present list; the wording of the explanation of the board's decision to consider the rebate before voting on the audit was clarified; the explanation of the "net income" chart was clarified; and "voting" (on change of Article VII of the by-laws) was added to that discussion (under Board Action).

**Board Action:** The minutes were approved as amended.

### **Agenda Review**

G4 Policy Monitoring and Member Linkage discussion will be tabled until next month. Ends Policy Monitoring (currently scheduled for December) will be moved to January (permanently).

Glenn agreed to provide a report in December on the membership (database was flawed), including a definition of terms like "capital accounts" and "reserve capital accounts."

In response to a question, the board agreed that we need to determine whether we can withhold equity. Some thought the by-laws allow us to do so; we need to confirm this. It will be placed on the unscheduled items list.

### **Policy Monitoring: L1.4, Financial Conditions - Follow up**

Glenn provided a chart that clarifies that income is trending in the right direction. Mike provided end-of-year figures comparing planned to actual results, which show that net income is better than plan, and better than last year. Gross profit also improved relative to last year, and relative to plan.

**Board Action:** Board voted to accept the L1.4 report.

### **Policy Monitoring: L3, Planning**

Glenn clarified that where he wrote "partial compliance," it should state "full compliance."

There was some confusion about the term "more comprehensive & flexible planning"; Glenn indicated that he just meant that it was hard to predict/devise a meaningful plan because there are so many unknown factors during an expansion.

Board members felt it was difficult to evaluate the report in the absence of data (“the plan” referred to in the report), which was omitted because it was so long. Glenn reminded the Board that data was not provided in previous years and he could have just referred to it differently. Also, the board felt the L3.5 report was confusing because Glenn implies that L3.5 is redundant as compared to L1; however, L3.5 involves PLANNING whereas L1 focuses on financial conditions.

**Board Action:** Board voted to table L3 monitoring until December. Glenn will provide data (“the plan”) and an updated report.

### **Policy Monitoring: L2, Asset Protection**

There was concern that in L2.6, compliance should not be limited to staff treatment. All three paragraphs of the policy detail what is required for compliance. The board pointed out that under L2.3, Board AND (not and/or) counsel must be consulted for real estate transaction.

**Board Actions:** The Board voted that the interpretation is reasonable, with 3 board members opposed. The Board voted that the data is adequate, with 4 board members abstaining. The Board voted to accept report, with 3 board members opposed.

Because of some confusion about how we accomplish policy monitoring, an article from our CDS consultant will be distributed to the board, along with the decision tree we use.

### **Policy Monitoring: L4, Customer Relations**

Glenn clarified that the “Customer Service Policy” in L4.2 refers to standards included in the Employee Handbook. Because these standards are a new addition to the handbook, older hires may not have seen them, so HR is considering offering a “refresher course” on customer service. Jon Roesser explained that there is a concern about customer service among management: there is a sense that although the written policy is good, training is not necessarily adequate, so a task force is looking at implementing more training.

**Board Action:** The Board voted to accept report, with one abstention.

### **Policy Monitoring: L5, Treatment of Staff**

Glenn explained that the scores referred to in the Data section go up to 5. He clarified that the data were old (the survey was conducted in Dec 2010) because of a change in the policy monitoring schedule. So, Glenn indicated that the staff survey will be conducted in August so there’s time to complete the monitoring report for the November board meeting. Some members were concerned that the report does not indicate where survey respondents work, i.e., which store & department, or the staff comments.

The Board discussed its concern about the survey results and the appropriate time to discuss them, under policy governance. The concern was not whether the data support the interpretation but, how we feel about what the data tell us. The following possibilities arose in the discussion: Perhaps the data do not support the interpretation; perhaps the data reflect non-compliance; or perhaps there is a problem with the policy? Jon Roesser suggested that the survey is a useful tool but it’s not the only thing to look at; for example, safety and compensation are areas where additional information would be important because the survey results seem alarming even though

the results are technically in compliance based on the standards we follow. It's also important to consider what management is doing with survey results.

**Board Action:** The Board accepted report with one opposed.

## **Leadership Committee Re: Board Election**

David has not been able to reach Michele Lempa (Leadership Committee chair) so he has nothing to report. Since this has been an on-going problem, David will convene a meeting of the committee, since we're already behind with the time-line for elections.

## **Board Leadership, future needs**

The board discussed whether the leadership committee should recruit for specific areas of expertise. Some issues that arose included: Who is going to establish guidelines for the leadership committee? How will candidates' skills be reviewed? Should the board vet and recommend candidates? Is it time to re-examine the question that candidates are asked to answer (i.e. the "candidate's statement")?

**Board Action:** The Board decided to put the issue of the needs of the board (in terms of expertise among board members) on our "unscheduled items" list.

## **Spring GMM Committee formed**

This might be a big meeting because of the International Year of the Co-op. Also, there will be a vote on the by-law change (involving committees). Chris will write an article about the by-law change for the February Shuttle and Sue will work on the actual ballot. Margaret will provide a time-line for the committee.

**Board Action:** The board established a Spring GMM committee consisting of David (chair) and Ian.

## **Board Retreat Update**

Chris was out of town and is therefore somewhat behind, and as a result, Teleos has not been contacted. He will get some dates when Teleos is available (in January) and then he will send out a Doodle poll.

## **Review Calendar**

The board decided to move the Ends Policy Monitoring report to January, effective immediately. The board also decided to move the December meeting to the first Tuesday (permanently), to allow more time between the December and January meetings.

## **Announcements & Updates**

- Bob asked if we need to decide whether to renew our CDS (Cooperative Development Services) consulting contract, but we determined that that was already done.
- Chris asked to be added to the CCMA (Consumer Cooperative Management Association) conference planning committee and Nathea asked to be removed.

- Sue reminded everyone of the MAFCA (Mid-Atlantic Food Cooperative Alliance) meeting on Saturday November 12.
- David announced that the Francisville Neighborhood Development Corporation is interested in starting a co-op and David is going to serve as advisor.
- The board thanked Nancy for her service, this being her last meeting as immediate past president.

Before going into Executive Session, the Board voted to exclude directors who are also on staff from executive session.

## **Executive Session**

(Board Member not present: Ian Zolitor)

The Grievance Committee reported back on the resolution of the grievance issue. The parties reached an agreement, although some questions remain about the process followed in choosing the co-op member who moderated the grievance. In addition, the Board recommended the following actions:

1. The next L5 Monitoring Report should include a comprehensive survey of employees.
2. The General Manager should develop professional development plans for all managers. The Board will consider an amendment to L5.1.3 to require said plans in the future.
3. The General Manager will establish a methodology to review the current Employee Grievance Policy.

The meeting adjourned at 10:50.