

MINUTES

Weavers Way Cooperative Association Board of Directors, 12/6/2011

Attendance: Sylvia Carter, Chris Hill, Margaret Lenzi, Bob Noble, Linda Shein, Sue Wasserkrug, David Woo, Ian Zolitor
Absent (excused): Stu Katz, Nathea Lee
Staff present: Glenn Bergman, Mike McGeary, Karen Plourde

The meeting began at 7:00 pm.

Agenda Review

Member linkage will be tabled again because Stu is absent. Board budget shouldn't be on tonight's agenda.

Approve Minutes of November 2011 BOD Meeting

Corrections offered were: add the title of the policy being monitored or discussed; drop the name of the person who leads discussion; and indicate who was absent from Executive Session.

Board Action: The minutes of the November Board meeting were approved as amended.

Decision Tree Training

We use a decision tree to guide our discussion of the General Manager's (GM) policy monitoring reports. Monitoring is our way of checking to see if GM is meeting our expectations as outlined in our Policy Manual. We ask a series of questions, so it's important that we ask targeted questions, and that we find a balance between how much information we need & don't need. We're not looking for everything we could possibly know about a topic, just a reasonable amount. It's often necessary to hold off on making an opinion until reading the entire report. If the report does not contain the information we need, we might want to think about changing the policy, to revise the expectations.

We went through the various steps of the decision tree. We go through the questions in the decision tree for each policy, not each sub-policy. However, if someone has an issue with one subsection, then we bring it up before moving on. After we go through the decision tree process, then we might open the floor up to questions that aren't necessary to make a decision on the presented policy but raise other substantial issues in our minds.

Policy Monitoring: L3, Planning

The Board reviewed Glenn's monitoring report for Board Policy L3, Planning. There was a request from one board member for definitions of key terms such as "positive trend" - i.e., is bigger better or is smaller better? - to be included in future reports.

Board Action: The board unanimously accepted the GM's Monitoring Report on Planning.

Policy Monitoring: L1, Financial Conditions (first quarter)

The Board reviewed Glenn's monitoring report for Board Policy L1, Financial Conditions for the 3-month period ending 9/30/11. There were no questions.

Board Action: The board unanimously accepted the GM's Monitoring Report on Financial Conditions (first quarter).

Proposed Revisions to Timing of Monitoring Report

A proposal to spread out the monitoring reports so we only have one or two per month was discussed. Monitoring financial conditions (L1) on a quarterly basis (instead of semi-annually) was added about 2 years ago because of expansion, but the proposal is to now go back to a semi-annual report, although Glenn would provide quarterly statements for information only, not be part of an actual monitoring report.

Board Action: The board accepted the proposal unanimously. (The board calendar will be updated accordingly.)

Proposed Revision to Policy L5, Treatment of Staff

As a result of the work of the Grievance Committee, the board committee that reviewed the grievance proposed a revision to L5: Treatment of Staff, to add professional development for managers.

Board Action: The Board approved the addition of the following section to its policy on Treatment of Staff: "L5.3 Fail to develop professional development plans for managers, senior managers, and the general manager." There was one abstention.

Treasurer Continuity

Since Chris is ineligible to continue to as Treasurer after May (because his term ends and he cannot stand for re-election), there was a suggestion to have a board member attend Finance committee meetings to "train" as treasurer, or to recruit someone from the membership and/or finance committee. Since no board members stepped forward, we will attempt to recruit qualified members—especially from the Finance Committee.

Leadership Committee Report on Elections

Two members of the committee met and the committee will meet again this month. They will do in-store recruiting for board members. It looks like on-line voting will be quite expensive. There will be five slots for directors. There will be an announcement in the January Shuttle regarding elections, including candidate questions, and the candidate deadline will be late February. The candidate statements will be printed in the Shuttle in April & May, as will the by-law change. There will also be a notice in the E-news. The leadership committee is also considering candidate forums.

Spring GMM Update

The General Membership Meeting will be held on May 20, 2012 at North by NorthWest.

Board Policy Monitoring: G4, Presidents Role

Regarding G4.3, chairing board meetings, there was some concern about the length of the meetings. We might choose in the future to not discuss reports unless there's a vote or there's something specific that needs to be highlighted. We decided that the minutes will go out sooner and comments/changes will be done on-line, so we will only need to approve the minutes as submitted in the packet, to minimize discussion at the meeting.

Board Policy Monitoring: G5, Director's Code of Conduct

There were no significant concerns. Chris, as Treasurer, gave Glenn the Conflict of Interest Forms completed by each board member for scanning and distribution to the board.

Ends Education Planning

The Ends Education Committee plans programs for the 6 meetings per year when ends education is on the agenda. Upcoming programs include: a speaker in January who will talk about the role of cooperatives in times of economic change; and a discussion in February of an article on the Business of Relationships. Other suggestions included: something to prepare us for CCMA; Jeremy Nowak or Geraldine Wang from the William Penn Foundation; someone from the Philadelphia Department of Commerce to talk about how we fit in to the local economy; someone from Mayor's Food Policy Council to talk about how we fit in to the local food system. We also discussed the possibility of having a joint meeting or social event—possibly in August, when no board meeting is scheduled—with the board of Mariposa food co-op.

Board Retreat Update

There had been some discussion about using the work Teleos did for us as a starting point for a retreat, but that has become unfeasible. Member linkage/engagement might be a good topic. A joint retreat with management/staff is an idea. The committee will report back in January.

General Manager Report

There were several meetings of near neighbors as well as some activity at the City government level on the Magarity site development project, as well as some articles in the local media.

Glenn pointed out some upcoming events including Member Appreciation Week in January; champagne & appetizers on New Years Eve at both stores; gluten-free day in January.

Regarding the Venturi proposal to bring a store to Manayunk, we will not do anything without a market study and an active community base that wants a co-op. The Venturi proposal would involve more debt for us and it is generally believed that we do not have the financial ability to take on more debt at this time. WW can attend an informational meeting for the community and provide technical assistance to a co-op in Manayunk, similar to the type of support we have provided other start-ups.

General Manager Review Committee established

This committee reviews all of the monitoring reports and recommends an evaluation of the GM to the board, per policy M4.5 (GM Performance Evaluation).

Board Action: A committee was established consisting of Chris (chair) and Nathea if she is willing.

Review Calendar

The secretary will incorporate changes to the policy monitoring schedule.

Announcements

Bob announced the Delaware Valley Regional Planning Commission meeting on food systems this Friday, 10 AM to noon, which will focus on cooperatives.

National Cooperative Development Act update: Chakah Fattah sent a “dear colleague” letter and is expected to introduce the legislation in December. Look for an article in the January Shuttle and more information at campaign.coop.

Philadelphia Area Cooperative Alliance was formed: to bring together co-op leaders & activists and hold the cross-sector conference on June 13 in conjunction with CCMA (Consumer Cooperative Management Association) Conference, which is June 14-16.

Late January/early February: there will be a kick-off event for International Year of the Co-op, with folks from various co-ops in the Philadelphia area.

Discussion course on cooperatives has started, 20 people attended; a diverse group from around the city and various sectors.

There will be a meeting of committee chairs in January.

David is meeting with folks in Ambler as well as in Francisville about starting co-ops in those neighborhoods.

Health & Wellness committee is going strong. Look for an article in the Shuttle in the future.

On December 17, around noon, Mayor Nutter will be shopping “local” at the Mt Airy store.

The meeting adjourned at 9:55 pm.