

# MINUTES

## **Weavers Way Cooperative Association Board of Directors, 1/3/2012**

Attendance: Sylvia Carter, Chris Hill, Stu Katz, Nathea Lee, Margaret Lenzi, Bob Noble, Sue Wasserkrug, David Woo, Ian Zolitor  
Absent: Linda Shein  
Staff present: Glenn Bergman, David Chaplin-Lobell, Karen Plourde  
Guest: Andrew Zitcer (Ends education speaker), Nancy Weinman (past president)

The meeting began at 7:00 pm.

### **Agenda Review**

One item was added: review and approve the minutes of the Fall 2011 General Membership Meeting.

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

One change was offered regarding the discussion of the Venturi proposal.

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

### **Approve Minutes of Fall 2011 General Membership Meeting (GMM)**

There were no comments or changes.

**Board Action:** The minutes of the Fall GMM were approved as submitted. They will be presented to the membership for approval at the Spring GMM.

### **Ends Discussion**

Margaret introduced guest speaker Andrew Zitcer, a graduate student in urban planning at Rutgers, who was invited to speak about the role of cooperatives in economic systems. He is writing his dissertation on cooperatives, using WW & Mariposa as case studies. He has done about 60 interviews, including some of us.

Andrew focussed his talk on the relationship between co-ops & capitalism. He said it's a vibrant time for co-ops right now, locally, nationally, internationally, and upheaval for capitalism. He described and compared two moments in time: today, and the 1840s, when the Rochdale Pioneers founded the modern cooperative movement. He pointed out a lot of similarities that these two moments share, particularly in terms of crisis & upheaval in the economy. He provided some context for the Rochdale movement in Britain when agriculture was the dominant lifestyle. He spoke about the "right of commons" and its demise, when workers became dependant on daily wage. He suggested that the 1800s were worse than 1750 in terms of standard of living: wages were falling, child labor was on the rise as was poverty & poor housing conditions. People became demoralized, because they were over-worked; they lost the art of making their own food and became dependent on food vendors. But because of the memory of mutual assistance and the poor quality of company stores, the Rochdale pioneers started a cooperative store.

Andrew then provided a context for the co-op movement today, using the example of life in Camden, where unemployment is rampant, the poverty rate is close to 50% for kids, wealth inequality is high, and there are numerous crises in the food system (adulteration of food, poor treatment of animals & workers; volatility of prices). He suggested that co-ops might be the new “commons,” that co-ops might be a useful tool to transform capitalism.

Andrew then posed the question: What are the possibilities for the co-op movement to recognize & mitigate the crises of capitalism?

Our discussion included the following:

- Co-ops seem to blossom when capitalism isn’t doing well; co-op success is counter-cyclical to economy.
- How will things be different in this age of social media?
- Co-ops operate within capitalist world, but we have an opportunity to make our own rules.
- Do we have time for co-ops to make slow inroads, or should we have a sense of urgency about the need for change? Where is leadership going to come from?
- Co-ops have to interface with capitalism - what does that look like? What does that mean for co-ops? Co-ops have to do well to do good. How do we serve low-income while maintaining our mission about food, etc?

The Board thanked Andrew for his excellent presentation. Next month, as part of our Ends Education, we will discuss the article, “The Business of Relationships.”

## **Policy Monitoring: Ends**

The Board reviewed Glenn’s 2011 Ends Report. Glenn pointed out the huge expense of health care benefits. He also mentioned that he talked to Michael Healy, who had some comments about our Ends & how to measure progress on Ends. There are more tables in this year’s report, per Michael’s suggestion and because Glenn examined the Ends Reports of other co-ops, and because of changes in our own policy manual re Ends reporting.

The Board asked why the report contained no data on the number of members actively involved in committees; Glenn replied that we don’t have this data because it has not been a priority.

Overall, the board was pleased with the report, complimenting Glenn on the amount of information and the readability of the report. The Board agreed that data supported interpretation & demonstrated accomplishment/progress toward Ends.

**Board Action:** The board unanimously accepted the GM’s Ends Report.

## **L2 Policy (Asset Protection) Proposal**

Bob reminded the board that the issue of member privacy came up several months ago when WWCP (Weavers Way Community Programs) wanted to solicit donations from WW members. At the time the Board decided to allow WWCP to solicit if WW would send the mailing, so WWCP wouldn’t have access to the WW membership list. The Board also decided to revise the Member Privacy policy.

The Committee decided to consider member privacy an “asset” and came up with an additional point for L2 in Asset Protection, incorporating an item from L4, Customer Relations.

There was discussion about whether the added policy should be under L2 or L4: is member privacy an “asset” or an issue of “customer relations”?

**Board Action:** The board accepted the *language* of the proposal, with two objecting and one abstaining. (The board policy manual will be updated accordingly.)

**Board Action:** The board voted 3-5 against placing the new policy under L2, Asset Protection. There was one abstention.

**Board Action:** The board voted 6-2 in favor of modifying Board Policy L4.1, Customer Relations, to read as follows. There was one abstention.

L4.1 Cause or allow member privacy to be compromised. Therefore, the General Manager shall not cause or allow

L4.1.1 The name, address, phone number, email address, or any other personal information about any member to be disclosed to any person without the written consent of the member who is the subject of the information, except to the extent necessary or appropriate to operate the co-op, provide services and information about the co-op members, and comply with applicable law.

L4.1.2 Fundraising solicitations to be made to its members except on behalf of the co-op's own non-profit arm, Weavers Way Community Programs.

## **By-law Change Proposal**

There was a proposal to delete the last sentence of Article VI (Officers), Section 11 (Executive Session), of the By-laws, which excludes directors who are staff from discussions of the GM's performance or compensation. The board discussed the unique relationship of staff directors to the GM: staff directors interact on daily basis with GM whereas other directors do not, so the potential for conflict is substantively different. It was noted that the policy actually protects a director who is staff because of potential ramifications on a staff director. Also, there is an inherent conflict of interest because GM is supervisor of staff.

**Board Action:** The Board voted against putting the proposal on the Spring GMM agenda, with one member in favor.

## **Competition Response**

The Board discussed whether we need to deal with impending competition of Fresh Market at the old Magarity site. Glenn indicated that management is beginning to address the issue, even though it will be at least 2 years until the market is built.

## **Board Retreat Update**

Chris reported that the Ends discussion was consistent with ideas for our retreat. He indicated that Teleos has offered to meet with Board & staff to present their report.

One idea for the retreat is to include key staff and have a structured conversation about the culture of our co-op & the challenges we face as we move forward; to take the first steps in envisioning the future & shaping a long term strategic plan; and to think strategically about how to engage members & prospective members in the life of co-op. Cooperative Grocer has an article that would be relevant as background reading. No dates for the retreat were determined; the committee will get back to the board.

## **Member Linkage (tabled from November)**

Stu indicated that member engagement could be a focus for the retreat.

Representatives from the Board Retreat and Member Engagement Committees, along with the David, Margaret and Glenn, will participate in a telephone conference call with Mike Healy tomorrow about the board retreat, member linkage, strategic planning and conversations and will report back in February.

## **General Manager Report**

Glenn reported that the Chestnut Hill store manager has resigned and an interim manager is in place; applications are being accepted & several have been received.

Some items from the report that he highlighted include:

- Creekside is going to have a ground-breaking. We're going to post their & other co-ops' job postings in-house. Also, we're working on a plan to allow other co-ops' staff to get on-the-job training at WW.
- We saw our highest sales ever during Christmas week. Chestnut Hill store is running 23% ahead of last year; Mt Airy store is flat, which is good.
- The only concern is that membership has decreased a bit. Also, some people are still members but don't shop.
- Plans for Mt Airy renovations are under way. Goal is to get it done this summer.

Glenn's report includes comparison with other food stores in area; a suggestion was made to put that information in the Shuttle.

## **Finance Committee Report**

The Finance Committee recommends requesting a proposal for a full audit from the same firm we've used for the past several years, for a multi-year contract.

**Board Action:** Board voted unanimously to direct the Finance Committee to request this proposal from the audit firm we currently use. (Then Finance Committee will come back to us for approval of proposal.)

## **Review Calendar**

David agreed to write the board column for the March Shuttle. Some committees should be deleted from the list. The secretary will do so.

## **Announcements**

- We all sang Happy Birthday to Bob.
- David will be speaking to a group in Ambler about start-ups.
- Bob announced that the Delaware Valley Planning Commission's Economic Development Forum will have a "cooperative solutions" discussion.

The meeting adjourned at 10:20 pm.