

## MINUTES

### Weavers Way Cooperative Association Board of Directors, 5/1/12

Attendance: David Woo, Sue Wasserkrug, Chris Hill, Sylvia Carter, Ian Zolitor, Stu Katz, Margaret Lenzi, Nathea Lee, Linda Shein

Excused Absence: Bob Noble

Staff present: Glenn Bergman, Karen Plourde (minutes)

Guests: Dickie Lynn Gronseth (board candidate), Dave Tukey (board candidate)

The meeting began at 7:05 p.m.

#### Agenda Review

It was agreed that Adjournment and Appraisal would occur before the Executive Session. There was a request to add a discussion of the fundraising campaign for a film on co-ops entitled "Shift Change: Putting Democracy to Work." A suggestion was made that Weavers Way might want to make a contribution toward finishing post-production costs for the film.

Board Action: The board authorized Glenn to contribute up to \$1,000 for "Shift Change: Putting Democracy to Work" from the board budget, if there is money available. There was one abstention.

#### Approve Minutes of April 2012 Board Meeting

The minutes of the April 2012 board meeting were unanimously approved as amended.

#### Diversity Proposal Committee Report

The committee, in looking at the current Ends (E7), wanted to delete the phrase "seeks to reflect the diversity" from its proposed earlier change. The committee proposed a new E7 but in discussion at the Board meeting, the language was revised to read "Weavers Way will have a welcoming culture that values diversity, openness, inclusiveness and respect in all that we do." The committee determined that the Ends policies were the proper place in which Weavers Way can most strongly reflect its commitment to diversity.

The committee requested that the word "last week" be struck from the first sentence of their report (which was included in the board packet).

Dave Tukey, whose proposal initiated this committee's work, explained that he believes that management needs to have actual plans to address membership diversity and that these plans need to be monitored by the board - which was why he recommended that his proposal be a part of the Planning policies, not the Ends policies.

Board Action: The board voted unanimously to accept the amended Ends policy (as written above).

### Proposal for Board Committee Planning

Margaret suggested that we make a concerted effort every June to plan for committee work for the coming year. Her suggestion was prompted by the fact that there often are gaps in various committees as directors rotate off the board in June. Also, she felt this would be a good way to get new board members engaged in the work of the board and plan their schedules better.

Margaret suggested that we add a G6.6 policy to memorialize this process. (G6 is Board Committees: "The board may establish committees for various purposes to help carry out its duties. Accordingly, board committees will:") A question was asked regarding what happens to committee members who are coming off the board. Consequently the proposed language was modified to read as follows:

G6.6 Be reviewed at the June board meeting each year to determine status and needs. Those leaving the board may be invited to continue to serve on board committees.

Board Action: The board unanimously voted to approve the new language for G6.6 (as written above).

### WWCP Board Director Endorsement

A few members of the board expressed difficulty in performing this task since Bob, as a member of the WWCP Board of Governors, was not at the meeting to lead the discussion. According to the WWCP bylaws, a majority of their board must owe their initial selection to the Weavers Way Board of Directors. A member asked whether approving the WWCP nominees transfers accountability to the Weavers Way board. However, it was noted that this is an endorsement, which is different from actual approval. Still, the liability of the Weavers Way board may be a question to consider.

A member stated that it would be helpful if the candidates would attend a Board of Directors meeting to answer questions. That way, the members could make an informed endorsement. However, it was acknowledged that a time crunch exists.

Several board members said they knew some of the candidates and felt good about their selection. A member said there should be another way for the two boards to talk about the common goals of the Board of Directors and WWCP. For instance, the candidates could be invited to attend a Board of Directors meeting. It was suggested the Board president send a letter to the WWCP president to set up a meeting of the candidates ahead of time in the future. In addition, the approval of the slate can be put in the board calendar for next March. The candidates would then be invited to the May meeting so the board can meet them.

Board Action: The board endorsed the slate of candidates for the WWCP Board of Governors with one abstention.

### Board Budget Discussion & Approval

There was a great deal of confusion expressed at the numbers included in the budget documents because comparable figures for last year were not included.

Board Action: The board voted unanimously to table the budget discussion until next month, when the board can see the proposed budget, the current budget, and the actual list of board expenses for the current (about-to-end) year.

### Policy Monitoring M4: Monitoring General Manager Performance

The responses were overwhelmingly positive with the exception of M4.2. A member pointed out that although the board does not use two of the three methods listed in M 4.2 to obtain monitoring data for the General Manager, they are there for the board to employ if they choose. The external reports are the audit, the L5 (Treatment of Staff) report, and the survey, which is done every two or three years.

There was some discussion about whether our method of evaluating the GM is adequate. It was suggested that Michael Healy be consulted about how other co-ops handle this aspect. In addition, Weavers Way directors can talk with representatives of other co-ops during CCMA to find out what their process is like. A Board Committee to investigate GM Review Standards may be established to follow up on this.

### Board Officer Election Procedure

David requested that written nominations for all board officer positions need to be emailed to him before May 19. It is not necessary for the person nominating to know whether the nominees will accept the nomination beforehand. It was suggested that board members share their nominations with one another to cut down repetitiveness. Also, it was recommended that job descriptions of the various offices be made available ahead of time.

### CCMA (Consumer Co-op Management Association) Conference Update

So far, there are four bus tours scheduled and several walking tours. The tours will include stops at many area food co-ops, urban farms, the South Philly Distribution Center and Italian Market, mural arts and Fairmount Park mansions. An urban farm bike tour, for which pre-registration is required, is also being organized. Reading Terminal Market will also be sponsoring a one-hour tour of itself at 3 p.m. that Thursday. More help is needed for people to lead tours or to guide attendees to where the tours begin.

The cost for the Saturday night party, which will include eight or nine local vendors, is included in the cost of registration. Music will be provided by Sharon Katz & the Peace Train, and the Give & Take Jugglers will also perform. Even if you are not attending the CCMA conference, you can buy a separate Party ticket for \$35, until June 1.

Marion Nestle, chair of the Nutrition Department at New York University, will speak at the conference Saturday morning. Reading Terminal will also serve breakfast to attendees that morning.

### General Manager's Report

Regarding the renovation of the Mt. Airy store, the co-op received approval to break through the wall between 608 and 610 Carpenter, so the renovation will proceed this summer. The second floor of 559 will become all bulk foods, and will feature about 300 different items. A stair glide will be installed to assist those who have difficulty with steps, with the possibility that an elevator will be installed later.

While the main store is closed for renovations, a pop-up store will operate in 555 Carpenter, featuring as many items as is practical. Produce will be sold outside in tents. The aim is to keep as many of the store employees working as possible.

Glenn mentioned several upcoming events.

Glenn attended the National Cooperative Grocers Association conference in Albuquerque. He reported that most of the growth in the co-op business is taking place in the West and Midwest. At present, there is \$11 million in cash in co-ops throughout the country.

Right now, Weavers Way has between \$1.1-1.2 million in cash. Sales are up 10-11 percent in Mt. Airy and 13-14 percent in Chestnut Hill over last year.

## Calendar Review

Karen will have Conflict of Interest disclosure forms available for all board members for next month. A Fall General Membership Meeting committee will need to be formed, and board committees will be reviewed. Stu will write an article for the July Shuttle on the Mt. Airy renovation, due June 1. Since Margaret's article on the Teleos presentation did not appear in the May Shuttle, she may revise it and ask Jon to run it alongside Sue's article on the board retreat in June.

## Announcements

The board candidates had a table outside the Mt. Airy store April 24, and Margaret reported lots of shoppers stopped by and chatted with them. They will be in Chestnut Hill on May 15, and at the Fresh and Local Fair May 19. A few candidates appeared at the Community Pot Luck on April 30.

Ian is resigning from the board after tonight's meeting. He feels he can't give the board the time and energy the position deserves.

Sylvia announced this was her last board meeting. She said she has met some wonderful people over the years, and she will miss being on the board, but she will be 80 on July 14, and she thinks it is time for her to sit and smell the roses.

Chris announced that this was his last board meeting (at least for now). He said he has had the best experience during his seven years on the board. He has served on a number of boards and believes that this one functions the best.

Ian announced that Sue's homemade granola parfait from her food truck is amazing.

The latest issue of Grid magazine features the Weavers Way farmers.

Glenn checked the "Shift Change" website before the end of the meeting and announced that it was only necessary for WW to make a contribution of \$233 to the film - fully funded.

## Executive Session

The board discussed the GM Performance Evaluation.

Board Action: The board voted unanimously to approve the evaluation covering the period from March 2011 through February 2012, including the specified bonus.

The meeting adjourned at 10 p.m.