

Hendersonville Community Coop Board of Directors Meeting

715 S. Grove Street, Hendersonville, NC

March 22, 2011 6:30pm

Board Members Present: Ron Angermuller, Beth Beasley, Thomas Beckett, Steve Breckheimer, Susan O'Brien, Laura Miklowitz, Carolyn Widener, Tony Womack

Board Absent: None

Staff Present: Damian Tody, Liz Malloy

Guests: Mark and Jean Raymond

Moment of Silence

Announcements

- The voting deadline on proposed amendments to the Articles of Incorporation and Bylaws was extended from March 3rd to March 24th by a majority vote at the March 3rd Owners' Meeting. Thomas Beckett reported, as of today, all amendments are approved, as the majority requirements for votes cast have already been met. The name change was approved with 1081 votes, representing more than 2/3 of the total votes cast to date (1096), and the issue of preferred shares was approved with 1069 votes, exceeding the 1051 required to pass (2/3 of active owners). Board members Becket and Steve Breckheimer witnessed today's decisive vote count. A final tally of votes cast during the official voting period ending March 24, 2011, will be read into the April minutes. Steve was commended for his leadership and a congratulatory sign board will be placed in the store to recognize the staff's efforts.
- The Board was in **consensus** that the vote is accurate and true, with "yes" votes representing more than a two-thirds majority of all votes cast and two-thirds of active owners. The Board Secretary and Treasurer will sign the documents necessary to legally approve, file and record the changes (in the District of Columbia, and elsewhere as needed).
- Ownership Appalachia: Thomas announced an upcoming fundraiser for this organization that provides services to area cooperatives.
- Ron will be the meeting timekeeper and Beth will provide a recap.

Approval of the Agenda

- By **consensus**, the Board approved the agenda with one modification: an Executive Session was added after the Governance agenda item.

Consent Agenda

- By **consensus**, the Board approved the February minutes, as edited, and the Operations and Financial reports.

Owner Comments

Jean and Mark Raymond expressed appreciation to Jane Bagley and Damian Tody for the financial briefing they received prior to the Owners' Meeting. They suggested that ongoing information, especially financial, be provided to owners to keep them "up to speed" on the Expansion process and to allay any concerns. They also suggested that more meetings be held in advance of future owner votes and that the voting period be extended...perhaps to 60 days with a meeting in the middle. They shared information on several 7th Street locations that might be available. Tony Womack thanked the Raymonds for their observations and suggestions.

Board Education

Following an evaluation of the March 3rd Owners' Meeting and a discussion of next steps in Expansion planning, the Board agreed by **consensus** that the planning for future owner meetings will be handled by the Owner-Linkage Committee, who will report back to the Board. **The Board agreed** that Expansion education is an important focus and that several non-Board owners should work with the committee.

GM Report

Damian is continuing his discussions with area financial lending institutions. He expects to contract with a fundraising consultant in the near future and stated that committee volunteers will be needed for a Capital Campaign effort. Damian requested that known corrections to the owner database be forwarded to Kelly. Damian also stated that a policy addressing deceased owners' equity is needed.

Policy Governance Review

- BGM4. Delegation to the GM: **in compliance with a rating of 2.**
- GL4: Communication and Support to the Board: **in compliance on 7 of 8.** Changes are needed to Subsection 1 and Subsection 2 to reflect that monitoring reports will now be submitted seven days prior to board meetings, rather than ten.

Governance

- Open Member Slot – The board will focus on the next slate of officers.
- Board Retreat Committee – The committee (Laura, Carolyn, Susan) will handle logistics and the Executive Committee will do the meeting content planning. **The Board agreed** that all members will complete the Self-Diagnosis Tool (in the Expansion Toolkit) and submit it to Tony prior to the April board meeting. Damian will let Laura know about any updates to the Expansion Toolkit.
- Executive Committee – a conference call with Michael Healy will be scheduled in the next few weeks to discuss the retreat agenda.
- Next Organic Press article – Laura will write an Expansion article, with Beth's help (deadline is April 7th). The issue will also include an announcement of the next owner meeting date and an owner survey vehicle, which will also be sent via email.

Executive Session: No action taken

All items on the Board Meeting Monitoring Form were rated “satisfactory”.

Meeting adjourned at 8:40pm.

The next monthly board meeting will be April 26, 2011

Respectfully submitted by Liz Malloy, April 19, 2011

Board approved April 26, 2011