

Hendersonville Community Coop Board of Directors Meeting

Annex Building

November 17, 2009, 5:30pm

Board Present: Ron Angermuller, Beth Beasley, Steve Breckheimer, Kristin Harkey, Marilyn Jackson, Susan O'Brien, Laura Miklowitz, Carolyn Widener, Tony Womack

Board Absent: Roger Hull

Staff Present: Damian Tody

Announcements

Ron to serve as timekeeper, Laura as scribe and Liz will review Action Items (Addendum2).

Agenda Approval

By **consensus**, the Board approved a revised meeting agenda.

Consent Agenda

By **consensus**, the Board approved the October meeting minutes, Operations and Financial Reports as well as final edits to the September meeting minutes.

GM Report

Damian's Operations report was accepted by the board.

Policy Governance Review

BP 6. Board Member Code of Conduct: **in compliance with a rating of 2.5**

GL 5. Financial Conditions and Activities: **in compliance.**

GL 9. Compensation and Benefits: **in compliance.**

Board Visioning/What Did We Learn From the Annual Meeting? What to Study Next?

Tony led the Board in a review of Owner input on "Five Important Questions" asked during the Annual Meeting. (See Addendum1.)

Governance

- Election Results and Election of Officers: 113 ballots were cast for the 09-10 Elections and all Bylaw amendments and revisions were approved. Tony chaired the meeting following the appointment **by consensus** of 2009-10 Board Officers:
 - President --Tony Womack
 - Vice President -- Beth Beasley
 - Treasurer – Roger Hull
 - Secretary – Carolyn Widener
- Executive Committee Charter: **By consensus**, the Board adopted the charter as edited by Roger.
- Policy Revisions: The Board approved **by consensus** revisions to BP 8 and to BP 7, including minor wordsmithing.
- Bylaws Update: Copies of the amended Bylaws are to be distributed.
- Topics for Study and Engagement: Topics for study by the Board during the year and at the retreat need to be finalized. Revisit linkage, transparency and cognition.
- Board Appointment: the Board accepted with regret Steve's resignation and **by consensus** appointed Marilyn Jackson to fill the vacated seat for the remainder of the year (until the next election). The Board expressed gratitude for Steve's leadership, many contributions and good fellowship.

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- New Board Member Orientation: Laura, Tony and Beth will conduct a 2 - 2 ½ hour orientation on Tuesday, December 1, from 5 – 7 pm. Liz will also attend to discuss use of hccboard.org.
- Signing of Statements of Agreement: The Board signed agreements for 2009-10.
- Reflections on the Annual Meeting/Phone Tree: Following a request for any changes to Phone Tree information, Laura led a review of possible considerations for future Annual Meetings:
 - Have Preliminary Financials available
 - Consider moving Fiscal Year to Jan-Dec with Annual Meeting in March or April
 - Have a Speaker at Annual Meeting
 - Have the HCC staff organize the party (food, location, logistics, publicity) and have Board focus on the election and Annual Meeting.
- 2010 Meeting Dates, Retreat Dates: Board Retreat to be held April 30 – May 2, at Plum Branch in Burnsville. Other board meeting dates are being finalized.
- Website, Blog: Liz continues to work on the board blog.
- Task List, Board Calendar, and Leadership Sharing: Deferred to next meeting. Appointment of Board Buddies was also deferred.

Meeting Evaluation

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

Meeting adjourned at 8:30pm.

The next monthly board meeting will be December 8, 2009.

Respectfully submitted by Liz Malloy, November 24, 2009

Board approved, December 8, 2009.

Board approved edits, January 26, 2010.

Addendum1 to HCC Board Meeting Minutes

Item: Annual Meeting

11.17.09

HCC Annual Meeting – What Did We Learn?

Tony Womack, Laura Miklowitz

Beliefs and Values of Owners

- Community (6)
- BOD
- Education (4)
- Partnerships (2)
- Local produce/products (9)
- Diversity/tolerance (2)
- Helping others (2)
- Importance of children/family (2)
- Hub of community (2)
- Financial planning (3)
- Board of Directors (1)
- Comfort (1)
- Ambiance/uniqueness (5)
- Promoting health choices (2)
- Variety (4)
- Support sustainability (3)
- Value/economic “The Value of Value” (3)
- Financial Planning (need to see flipchart)
- Expansion (3)
- Owner involvement (1)
- Trust & transparency (2)
- Fun/entertainment (3)
- Senior programs (1)
- Downtown/location/visibility (1)

Next Steps

- Beth write an article for Jan/February Organic Press
- Beth to update the bulletin board to include a summary on info gathering
- Owner Linkage committee to develop possible new topics for Board Visioning
- Steve suggests keeping expansion on the frontburner

Addendum2 to HCC Board Meeting Minutes

Item: Action Items/Follow up

11.17.09

ACTION ITEMS

- Damian will post monitoring reports ten days before monthly board meetings; within five days, board members should review the reports and post comments on hccboard.org.
- Damian to ask Kelly whether a fee is charged on bounced checks.
- Board members are to continue to be prepared for meetings by reading materials and using hccboard.org and the HCC site.
- Beth will post the new Bylaws on hccboard.org and the HCC website, distribute them to the Board (word format) as well as make copies available in the store (booklet format).
- Beth will write an article for the Jan/Feb Organic Press (on annual meeting topics) and update the Bulletin Board in the store.
- Carolyn will lead the December Board Visioning topic: Board Role in Expansion.
- Carolyn will forward links to the CBLD Webinar and article on Expansion and the Board's Role.
- Beth to make final approved revisions to the Executive Committee Charter and distribute copies to the Board.
- Beth will distribute revised copies of BP 7 and BP 8 to the Board.
- Damian to report on how many hits we get on the HCC website.
- The Executive Committee will draft the 2010 Topics for Study and Engagement for review by the board.
- New Board members and others interested are to register online for the January 9th CBLD seminar in Asheville on Cooperatives 101.
- Liz to get all new Board members updated on the Board Roster, the CBLD distribution list and to make sure that Board members have access codes for CBLD and hccboard.org.
- New Board members to attend an Orientation session on Tuesday, December 1, from 5-7pm at HCC.
- Board members to check their availability for the Board Retreat, scheduled for April 30 – May 2, at Plum Branch in Burnsville, NC.
- Roger needs to sign a Statement of Agreement for 2009-10 and give to Carolyn or Liz for filing.
- Tony will arrange for board members to have dinner with or join Michael Healy in conjunction with the Jan. 8, 2010, CBLD 101 workshop in Asheville.
- Tony to confirm the availability of Plum Branch for the April 30 – May Board Retreat.