

# Hendersonville Community Co-op Board of Directors Meeting

60 South Charleston Lane, Hendersonville, NC

April 28, 2020, 6:08pm

**Board Present:** M.C. Gaylord, Andrea Larsen, Michelle Miller, Angela Prodrick, Trey Singleton, Melany Thum-McAleer, Launa Tierney, George Wheeler, Carolyn Widener **Board Absent:** None

**Staff Present:** Damian Tody, GM **Others Present:** Liz Malloy, Board AA

## Announcements

- Board President Angela Prodrick conducted the first board meeting via Zoom.

**Approval of Agenda** – The Board was **in consensus** to approve the Meeting Agenda.

**Consent Agenda** – The Board was **in consensus** to approve the March 2020 Board Meeting Minutes and revisions to the 2020 Board Calendar and to the board document, Protocol for Complaint Management.

**Owner Comments** – None

**GM Report** – GM Damian Tody reviewed the Operations Report/Monthly Financials. The Paycheck Protection Program (PPP) funds have been received and tracking has begun. The co-op will soon launch the food delivery service GrubHub. Deli menu items can be ordered online, or via app, and delivered. A second commercial sanitation treatment in the store is scheduled. Damian was commended for his continued good leadership.

## Policy Governance

- BP1: Global Governance Commitment: **In compliance**. Referred to Board Operations Committee for another review to assess whether it is too broad.
- B2: Governing Style. **In compliance**. No revisions needed. The *Cooperative Grocer* article, “Four Pillars of Cooperative Governance, Part 1 & 2” may be discussed at the Board Retreat or during a future Study & Engagement session.

## Governance

- Decision of Acceptance of the Payroll Protection Program Loan– On April 13<sup>th</sup> an email call to action was made by the board president, Angela Prodrick regarding the decision to accept the loan amount approved for the Hendersonville Community Co-Op as part of the Paycheck Protection Program in the CARES Act stimulus package. On April 14th nine director responses were received, all in consensus that we should accept the loan amount approved for the Hendersonville Community Co-Op as part of the Paycheck Protection Program.
- Decision Redirecting Board Conference Funds to Staff Appreciation-- On March 30th an email call to action was made by Board President Angela Prodrick, regarding a decision to reallocate FY 19-20 Board Budget funds to the HCC Budget for staff support. On March 31st nine director responses were received, all in consensus to allow Damian to use his discretion to compensate staff for their extra efforts during this pandemic, using the \$5000 originally allocated in the board budget for the 2020 CCMA Conference.
- Board Retreat—President Angela Prodrick will email the board with the retreat date when set and will also solicit ideas from the Board for the retreat agenda.
- 2020 Board Recruitment Materials—Board Development Committee member George Wheeler reviewed the recent revision to the Nomination Brochure. Several additional edits were suggested and the brochure will be brought back to the board for review. In addition, Board Development Committee member and Treasurer Carolyn Widener brought up the possibility of getting references during the application process. Further discussion was deferred until the rest of the recruitment materials are ready for review.
- Board Logo—the Board was **in consensus** to retire the board logo and use only the HCC logo on board materials.
- Committee Reports
  - *Board Development*- No report.

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- Committee Reports – *continued*
  - Board Operations- Committee member Laura Tierney noted that revision of the Board Job Descriptions document is still underway. Committee member and Secretary Andrea Larsen reported on board policies recently reviewed by the committee, using CBLD templates as a reference where appropriate:
    - BP1 Global Governance Commitment – no revisions needed at this time. *Note: this was sent back for review again during BP1 monitoring, see above under Policy Governance.*
    - BP6 Board Directors' Code of Conduct – no revisions needed at this time. *Note: it was determined that the supporting document mentioned in #7 of this policy did need revision and was approved under Consent Agenda, see above.*
    - GL6 Financial Planning & Budgeting – no revisions needed at this time.
    - GL9 Compensation & Benefits – no revisions needed at this time. Damian is to report on only the 4 subsections in the current policy, not the 5 subsections in the previous version.
  - Owner Engagement - The Annual Harvest Celebration is scheduled September 26<sup>th</sup>, 4-7pm (rain date: October 3<sup>rd</sup>). The Gallery Wall Art Project, spearheaded by past board directors Laura Miklowitz and Susan O'Brien, is moving along. The Directors' Bulletin Board will need relocating in the store. Board member Trey Singleton will provide support to the committee for social media postings. Angela will write the next *Organic Press* article, due 6/15.

### Review

- Board Development Committee to report on board recruitment logistics.
- Angela to email board retreat date and solicit agenda ideas.
- Board directors to email Angela parking lot items for the May meeting.

The regular session of the meeting ended at 7:12**pm**.

**Executive Session** – 7:15 - **7:16 pm**, to discuss an Emergency Preferred Share Redemption Request.

**Resume General Session** –**7:16 pm**

The meeting adjourned at 7:17 **pm**.

*Respectfully submitted by E. Malloy, 05.11.20. Edits by A. Prodrick, A. Larsen, 05.12.20. Board approved 05.26.20.*