

Hendersonville Community Co-op Board of Directors Meeting

60 South Charleston Lane, Hendersonville, NC

November 19, 2019, 6:00pm

Board Present: M.C. Gaylord, Andrea Larsen, Michelle Miller, Susan O'Brien, Melany Thum-McAleer, Laura Smith Williams, Carolyn Widener

Board Absent: Laura Miklowitz, Michelle Tennant

Staff Present: Damian Tody

Others Present: Liz Malloy, AA; Angela Prodrick, Trey Singleton, Launa Tierney, board elect; Steve Breckheimer, Martha Huggins, Connie Knight, Diane Rhoades, Michele Skeelee, HCC owners

Announcements

- Welcome extended to HCC owners attending and to the newly elected board directors who are “shadowing” the meeting, overlapping with the outgoing board members.
- Birthday wishes expressed to Susan O'Brien and Michelle Miller

Approval of Agenda – The Board was **in consensus** to approve the November Meeting Agenda. Susan will act as Timekeeper.

Consent Agenda – The Board was **in consensus** to approve the October 2019 Board Meeting Minutes.

Owner Comments – Steve Breckheimer, Martha Huggins, Connie Knight, Diane Rhoades and Michele Skeelee spoke to the current Board's need to recognize outgoing board director Laura Miklowitz's singular contributions to the co-op community, not just in a formal manner but in a personal one as well. In addition, several spoke about fragrance sensitivities they have, as does Laura M., and requested that the Board and staff work cooperatively to raise awareness and support for a fragrance free co-op. Steve encouraged the Board to incorporate “Service Leadership” components (Listening, Empathy, Healing) in dealing with challenging issues.

GM Report – Damian Tody reviewed the Operations Report, Monthly Financials, Year-End Financial Update and several Patronage Rebate options.

- The Board was **in consensus** to declare a Patronage Rebate for the fiscal year 2018-2019. Fifty percent of allowed profits will be distributed to owners as rebates and 50 percent will be retained. The minimum patronage rebate amount received is \$1 and payouts will be made by March 2020.
- The Board was **in consensus** to declare preferred share dividends for FY 2018 – 2019. Damian is researching timelines and procedures for initiating possible buyback of shares in 2020.

Policy Governance – Susan O'Brien

- BP6: Code of Conduct: **In consensus** to defer monitoring this policy to January.
- GL5: Financial Condition and Activities: **In compliance on 12 of 12**. No revisions needed.
- GL6: Financial Planning and Budgeting: **In consensus on 2 of 2**. Referred to Board Operations for possible revision (CBLD template).
- GL9: Compensation and Benefits: **In consensus on 5 of 5**. Discrepancy noted in number of subsections in policy (4) and monitoring report (5). This needs clarification.
- GL10 Environment: **In consensus on 4 of 4**. No revisions needed.

Governance

- 2020 Board Meeting/Retreat dates – **In consensus** to meet the 4th Tuesday of each month from 6-8pm. Possible board retreat dates are: February 29th, February 8th and March 21th (in ranked order); and tentative date for the HCC Annual Business Meeting is March 7th. Board Orientation will be conducted Thursday, January 26th from 6:30-8:30pm. Other noted dates are January 11th, CBL 101 (Asheville) and March 14th, Cooperative Café (Raleigh).
- 2020 Board Leadership Discussion – to be conducted in January 2020.

HCC Board Minutes/November 2019

Page 2

Governance - continued

- Committee Reports-
 - Board Operations – Laura Smith Williams announced work on the GM Compensation Contract is underway.
 - Board Development – Andrea Larsen reported a total of 137 ballots cast in this year’s board elections. The following board directors were elected to three-year terms (2019-2022): Trey Singleton (82), Launa Tierney (79) and Angela Prodrick (70).
 - Owner Engagement – M.C. Gaylord recapped the Annual Harvest Celebration: A successful event with approximately 100 persons in attendance. An earlier date (late September) is preferable in order to hold some activities outside. “Ambassadors” in the store during the event helped drive voting and attendance.

Closings – Gratitude was extended to all those in attendance.

The regular session of the meeting ended at 7:50pm.

Executive Session – 7:58pm-8:34pm to discuss GM Evaluation/ Compensation and a request for emergency redemption of preferred shares.

Resume General Session – 8:34pm

- Andrea Larsen, Secretary, reported decisions made by the Board during the Executive Session:
 - **By consensus**, the Board granted a Preferred Share Emergency Redemption Request made by a shareholder.

The meeting adjourned at 9:02pm.

Respectfully submitted by E. Malloy, 12.01.19. Edit by A. Larsen 01.07.20. Board approved, 01.28.20.