

Hendersonville Community Co-op Board of Directors Meeting

60 South Charleston Lane, Hendersonville, NC

February 27, 2023, 5:48pm

Board Present: Tamara Bernazky-Alm, M.C. Gaylord, Caitlyn Gendusa, Andrea Larsen, Nicole Mahshie, Angela Prodrick, Rachel Stein, Marshall Williams **Board Absent:** Launa Tierney

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

Welcome/Introductions – No guests in attendance.

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

Consent Agenda – The Board was **in consensus** to approve the January 2023 Board Meeting Minutes.

GM Report

- Operations & Financial Report – Damian reviewed the reports.
- Lakeside Café at Blue Ridge Community College Update: Off to a good start and fully staffed. HCC will begin to use their commercial kitchen for bread production, freeing up space in the HCC kitchen.
- Sunflower Kitchen at Oklahawa Brewery Update: Damian continues in conversations with Oklahawa Brewery.
- The Free Clinics contract: Damian reported that HCC is partnering with The Free Clinics to complete the Community Room teaching kitchen for use by Free Clinics clients in their food service training program (mostly in the mornings). A \$60k grant has been awarded to The Free Clinics for the program and will be used to complete the kitchen. Discussions about logistics, timelines and build out details are underway. A contract will be signed.
- Mountain True Waste Reduction Team: Following Mountain True’s January presentation, Angela led the Board in a discussion of single use plastic containers. The goal is to eventually move away from these containers. Damian will continue to look into affordable alternatives and the Board will support efforts to educate the owners/shoppers on limiting waste and bringing their own containers. Damian reported that Katie Breckheimer with Mountain True had met with HCC Outreach Coordinator Gretchen Schott Cummins about a social media/education initiative. The Board will take a “deep dive” into this when the GL10 Environment Policy is reported on/monitored.

Policy Governance

- GL5: Financial Condition & Activities - **In compliance** on 9 of 11. The Board accepts Damian’s plan for compliance. No revisions needed.
- BP1: Global Governance Commitment: **In compliance.** No revisions.
- BP2: Governing Style: **In compliance** but more educational training is needed. No revisions.
- BP3: Board Outcomes: **In compliance.** No revisions.
- BP4: Annual Planning: **In compliance** but continued improvement is needed. No revisions.
- BP5: Officers’ Roles: **In compliance.** No revisions.
- BP6: Board Directors’ Code of Conduct: **In compliance.** No revisions.
- BP7: Board Committee Principles: **In compliance.** No revisions.
- BP8: Board - Owner Engagement: **In compliance** but improvement needed. No revisions.
- BP9: Governance Investment: **In compliance.** No revisions.

Governance

- Decision on Payment of Dividends – The Board, via a February 13, 2023, Zoom Conference with a quorum of board directors, including M.C. Gaylord, Andrea Larsen, Nicole Mahshie, Angela Prodrick, Rachel Stein, Launa Tierney, and Marshall Williams, was **in consensus** to declare preferred share dividends for **FY 2020-2021 and FY 2021-2022** and to payout to preferred shareholders these dividends as well as all dividends previously declared and accrued (not paid out) in **FY 2018-2019 and FY 2019-2020**.
- 2023 Board Focuses/Board Multi-Year Plan – Angela stated her intention to make adjustments that include near-term, attainable goals and distribute both documents to directors for review/approval.
- Policy Review Taskforce – Board Operations Committee will take on the timing/planning of Board Policy revisions.
- Spring Owner Engagement Taskforce – Marshall Williams, Tamara Bernazky, Caitlyn Gendusa and Rachel Stein will meet to discuss ideas for an owner event in the spring. The retired *Owner Engagement Committee Charter* document will be discussed at the March board meeting.

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- 2023 Board Elections Taskforce – with three current board directors eligible to run again, recruitment may only be needed for 1-2 more candidates. Discussion of taskforce members, a recruitment plan is deferred to a future meeting.
- Board Server/Group Messaging Platform – Marshall continues work on this project and will report at future meetings.
- Other – Columinate consultant Michael Healy will conduct, via Zoom, training sessions during some board meetings.

Review of Decisions/Actions

- Decision on Payment of Dividends - Prior consensus decision (via Zoom) on accrual/payment of preferred share dividends was read into the minutes.
- 2023 Board Elections Taskforce - Discussion of taskforce members and a recruitment plan is deferred to a future meeting.
- Spring Owner Engagement Taskforce – Marshall Williams, Tamara Bernazky, Caitlyn Gendusa and Rachel Stein will meet to discuss ideas for an owner event in the spring. The retired *Owner Engagement Committee Charter* document will be discussed at the March board meeting.
- Policy Review Taskforce – Board Operations Committee will take on the timing/planning of Board Policy revisions.
- 2023 Board Focuses/2023 Board Multi-Year Plan – Angela will make adjustments and distribute to the Board.
- Study and Engagement training sessions will be conducted by Columinate consultant Michael Healy during some board meetings.

The meeting adjourned at 7:20pm.

Respectfully submitted by E. Malloy, 03.03.23. Board approved 03.27.23.