



Board Meeting Minutes

Minutes revised for clarification on 6/15/17. . See text in blue font below.

December 21, 2016 6:30pm

701 Second Street, Hudson, WI 54016

1. Call to Order

- Directors present: Sarah Atkins, Katie Nelson-Heil, Carol Zempel, Nick Meurett
- Directors absent: Rebecca Peters, who resigned on November 30

2. Approval of Minutes

- Atkins motion to approve October 2016 minutes, Meurett second
- Zempel handed out a copy of minutes from the November Annual Meeting for everyone to review. Formal approval of these minutes will not take place until the Annual Meeting in November 2017.

3. Approval Agenda

4. Owner Forum - None

5. Board Reports

A. President - no report

B. Vice President -no report

C. Treasurer

- Atkins heard back from our CPA in response to her question if the Board was doing the correct calculation to determine stock buy-back when requested by an owner. The response is that we are not using the correct calculation. The CPA emailed Sarah's bookkeeper what the new policy should be. Sarah will bring that to the January board meeting. The current policy is now null and void.
- Nelson-Heil asked about any balance remaining from grant money. Atkins reported that FCI gave us a matching grant of \$10,000 plus there was \$2,000 from another source. We've probably spent \$6,700 so far. Sarah noted that FCI may have a deadline for spending the grant money, and we are likely past the deadline. Sarah will contact FCI and find out for sure. ~~Current balance is \$11,800.~~ **Current balance of grant money is \$4,141.89.**
- Atkins stated that Rebecca Peters was the second signature on the Westconsin bank account. Since Peters has resigned, Nelson-Heil will be the second signature.
- Grant application for the Up and Coming conference is due on 12/31/16. Katie will apply for scholarships for all of the Board directors. If someone cannot attend, then she'll notify FCI.

D. Secretary -no report

E. Other Director's Report

1. Future Planning (Carol)

- Zempel raised a concern that the Board should have a more formal action plan in light of stagnant growth and ownership goals for 2017. Also, HGC has not fully utilized the tools provided by FCI for start-up co-ops. HGC should also take advantage of consulting opportunities provided free of charge by FCI. Carol will contact Stuart Reid, FCI Executive Director, for the purpose of meeting with the Board. Stuart lives in the Savage, MN area, so a face to face meeting is feasible. The last time the Board met with Stuart was in (December?) 2014. Unable to locate any minutes recorded from that meeting.

2. Owner Call (Sarah)

- Atkins received a call from Owner Amy Martin asking if someone could purchase ownerships up to 600 owners. Presumably, this was an effort to increase our ownership number to the goal of 600 owners. Sarah told Amy she'd bring it to the Board. We reviewed the bylaws, and it is not allowed to have single person investors. Sarah will communicate this information back to Amy. (Amy was briefly involved in Marketing Committee, but only attended one meeting in October)

3. Google Drive (Sarah)

- Atkins is the admin for the Google Drive. She confirmed the password with Nelson-Heil, who will be doing the updates as needed.

4. Folder organization in Google Docs

- Each committee chair will be responsible for organizing the folder contents with consistent document naming, so it is easy to find previous documents. Carol is responsible for Marketing and Board minutes, and Sarah for Ownership and Volunteer.

6. Old Business

7. Committee Reports

A. Fundraising & Finance (N/A)

B. Ownership & Volunteer (Sarah)

- New ownerships

Karen Dunaski

Rhonda Petree

Joanna and Dan Anderson

Mary Gallagher-Pearson and Kurt Pearson

Dean and Darcy Rodewald

- Meurett motion to approve new owners, Atkins second

C. Marketing & Communications (Carol)

- Marketing will not have a January event, but will focus on planning for a late February 'winter market', which will include local farmers and other vendors, and CSA's. Marketing will contact vendors to determine their interest in participating. Nelson-Heil is checking with Trinity church to find out if we could use their gym for this event.
- HGC will participate in the Hot Air Affair and assist kids with making cars using vegetables. Jacki to contact Sarah for solicitation of volunteers. Event is Saturday, February 4 from 1 - 3pm.

- Film screening of Seed: the Untold Story is still pending with the production company as they work with Hudson Cinema on a date in March for the showing.

D. Steering (Katie)

- Upcoming board opportunities - Nelson-Heil has someone in mind who may be interested in joining the board.
- Steering Committee will meet quarterly beginning in 2017

E. Vendor Relations (N/A)

8. New Business

A. Selection of Officers

- President - Katie Nelson-Heil
Atkins nominated, Meurett second
- Vice President - Nick Meurett
Meurett self-nominated, Atkins second
Meurett will also chair the Steering Committee
- Secretary
Atkins nominated Zempel, Nelson-Heil second
- Treasurer
Atkins self-nominated.

Move to closed session

per paragraph 30 (c) of HGC Bylaws in order to discuss confidential matters such as: labor relations or personnel issues; negotiation of a contract; discussion of strategic goals or business plans, the disclosure of which would adversely impact the Cooperative's position in the marketplace; and/or discussion of a matter that may, by law, be considered confidential.

Reconvene to open session

9. Other Business

- Nelson-Heil mentioned that she is having some difficulty making Board updates on the website. Atkins said that she's meeting with Christy on December 22, and will mention it. Nelson-Heil may need to meet with Christy.

B. Next board meeting will be January 9, 2017

- Zempel to further discuss with Atkins regarding how we can better utilize our owners to move forward with our goals. This would include adding pertinent information that is known about individual owners, i.e. if they own a business, participate in a group which we can give a presentation, or have other skills that would be beneficial to the co-op. Zempel to attend a upcoming Ownership and Volunteer Committee meeting.

10. Adjournment