

Hudson Grocery Cooperative
Board Meeting
December 19, 2012

Minutes

Present: Bess Hambleton, Sarah Atkins, Cindy Landers, Bridget O'Meara (by telephone)

Call to Order – Cindy Landers chaired the meeting, as Suzanne Hambleton was unable to attend

- A. Old Business from meeting agenda, to review Cornerstones Conference, is tabled until next month.
- B. Confidentiality & Conflict of Interest Forms
 - a. Review of forms distributed prior to meeting. Bess discussed the purpose and effect of the forms. Board members would like additional time to review proposed governance documents, and Bess offers to create final drafts to submit for consideration in advance of next meeting. Documents will be discussed and changes suggested in January meeting, with final versions to be adopted by February.
- C. Approval of New Members
 - a. The following new member applications were received: Kate O'Meara, HH; Sarah Edwards, HH; JC Love, HH; Robin Moline, HH; Suzy Fallon, HH; Brenda St. Ores, HH; Teresa Cameron, HH; Liz Bruch, HH; Penny Westerlund, HH; Alan Burchill, HH; Kym Dunleap, HH; Liz Malanaphy, HH; Roger Parenteau, HH; Mark Overson, HH; Tracy Kurkowski, HH; Robert Cesena, HH; Justin Wisse, HH; Mary Wanantwerp, HH; James Hammack, HH; Joe Rouleau, HH; Renee Engebretson, HH; Robert Bosworth, HH; Jeffery Perkins, HH; Keith Knoke, HH; Daniel Butler, HH; Sandy Riebe, HH; Judith Freund, HH; Randy Hanson, HH; Nancy Christensen, HH; Peter Post, HH; Kathy Tarr, HH; Beth Stidham, HH; Brandon Rehmus, HH; Pam Write, HH; Angela Norvald, HH.
 - b. Sarah moves to approve, Bess seconds; approved by unanimous vote.
- D. Bylaws change to clarify quorum
 - a. Discussion of Suzanne's proposed change to bylaws to define "majority" of board as "half or more" for holding a board meeting, as we have an even number of board members. Some discomfort expressed with amending bylaws in a way that would allow less than a majority of the board to make changes or take significant action on behalf of the co-op. No motion made, but issue tentatively tabled for next meeting for additional input from Suzanne.

E. Visions

- a. Discussion of conducting a board retreat. Possible dates for retreat discussed: Jan 12 or Jan 26 (however Jan 12 is the same date as an upcoming training, CBL 101, that may be of interest to board members)
- b. Possible agenda items for retreat:
 - i. Mission Statement
 1. Review survey comments for ideas from the community
 2. Elicit comments on Facebook page on "What are you looking forward to about the Hudson Grocery Co-op?"
 - ii. Set annual calendar and development goals for board
 - iii. Set goals for committees
 - iv. Budget
 - v. Share/discuss co-op resources available to us

F. Create new committees and assign tasks

- a. Board discusses formation of the following committees:
 - i. **Steering Committee:** working committee to keep the co-op project moving forward. Also may be responsible for creating board policies and working on co-op governance issues, and for recruitment of new board members. Proposed meeting time, 4th Monday of the month. – Bess is interested in working on this committee. Per Suzanne's pre-meeting notes, other people interested in participating are Michelle Paulisich, Kathy Tarr, and possibly Theresa Gibson.
 - ii. **Finance Committee:** seek out fundraising events, apply for grants, keep track of spending, etc. – Sarah will work on this committee, especially as it is in keeping with her role as Treasurer.
 - iii. **Vendor Relations Committee:** create list of local vendors, and establish criterion for determining how to select vendors. This committee would work with the General Manager in the future. – Bridget will continue to work on this committee. Per Suzanne, Theresa Gibson also would like to continue on this committee.
 - iv. **Marketing Committee:** work on external and community-facing projects, including social media, advertising, brochures, event planning, media contacts, and networking events. This has been

meeting as an ad hoc committee every 2nd Wednesday of the month. – Cindy will work on this committee. Sarah and Bess are also interesting in continuing to participate on this committee.

- b. Discussion of expectation that each board member would sit on at least one committee. Sarah suggests that board member need not chair the committee but may act as liaison between committee and board. Cyndi suggests that committees will also need to be flexible in looking forward.
- c. Additional proposed committee was an Ownership Committee, which would maintain the owner list, send new owner letters and cards, and maintain other contact with owners. In discussing committee tasks, Sarah suggests that as Treasurer it would be very straightforward for her to take over the tasks of managing the owner list and sending new owner letters, and it is agreed that these tasks may be assigned to the Treasurer. As the remaining tasks proposed for the Ownership Committee may be subsumed into Marketing, this additional committee is shelved for the time being.
- d. Committees will be incorporated into the board policy document, and further tasks / goals for committees may be set by the board or at the board retreat.

G. Assign tasks for board members

- a. Per her pre-meeting notes, Suzanne requests that board members aim to accomplish at least one task a week. She requests weekly email updates from each board member, and will send out a “week in review / what’s up next” email once a week.
- b. Upcoming tasks: Cindy will create a photo slide show and will prep for upcoming member house party drive. Bridget will get in touch with Theresa to work on VR committee. Sarah will take over the owner list and new owner letters. Bess will work on drafting board policy documents.

[Bridget departs meeting.]

H. Up and Coming conference, other board training

- a. Up and Coming, Up and Running – Sarah, Cindy, and Bess would all like to attend this conference. Remaining scholarship funds should cover attendance for all board members who are interested. Board members may be responsible for own travel expenses, but scholarship could cover cost of accommodation.

- b. Some tentative interest in the CBL 101 trainings in January and March.
- I. Clarification of ownership requirements
 - a. Can an individual own more than 4 shares?
 - i. Discussion of this issue and review of Articles of Incorporation. This would require a change in the bylaws, and discussion of effect on possible patronage dividend. We think the answer is yes.
 - b. Do members of a household need to reside at same address?
 - i. Bess raises question of whether this would affect parents with adult / college-age children who are shopping at the co-op when visiting home. Some discussion, conclude that in practice this is probably not an issue of great concern and can be handled in the check-out line. Agreed that board policy should be yes.
- J. Approve budget items
 - a. Trifold brochures: Amount TBD. Board would like to see a quote before approving. Sarah suggests that she has an office color laser printer which might be cost-effective small batches; and that for larger jobs she uses Bayport Printing.
 - b. Up and Coming conference: Tentatively approved per above discussion; just need final list of who will attend.
 - c. 100 Owner Celebration: Suggestion to rent American Sky taproom for this when we reach 100 owners; Cyndi will contact for availability and pricing.
 - d. Board binders: Cyndi suggests saving the cost of printing, and Bess suggests that we create a prototype electronic binder which each member may choose to print or to view electronically. Sarah suggests adding tabs for committees.
- K. Other business:
 - a. Sarah talked with Jon at Spirit Seller about the property on 2nd Street and available space. It sounds like there is considerable space remaining even with the planned expansion of the Riverside Athletic Club.
- L. Board Reports

- a. President: Per Suzanne's pre-meeting notes, we are up to 79 owners. We've also switched over to MailChimp for the co-op newsletter.
- b. Vice President - no report
- c. Treasurer - no report
- d. Secretary - no report
- e. Other Directors - not in attendance

M. Committee Reports

- a. Marketing - Working on trifold brochures, needs co-op mission statement. Also putting together home party models; Cindy will host trial run in January or February.
- b. No other committee reports.

N. Meeting adjourned.