

**Hudson Grocery Cooperative  
Board Meeting Minutes  
May 12, 2015  
701 Second Street, Hudson, WI**

**Directors present:** Sarah Atkins, Jacki Bradham, Don Kirkpatrick, Megan Laney, David Larson, Marina Onken, Dietmar Schlei, and Kathy Tobias.

**1. Call to Order**

*President Schlei called the meeting to order at 7:05 p.m.*

**2. Approval of Minutes**

**A. April Board Meeting**

Note

*Motion by Atkins to approve the board meeting minutes. Second by Tobias. Motion carried unanimously.*

**3. Old Business**

**A. Meeting time**

If change update website calendar and posted minutes. It is a struggle for Sarah, but 6:00 works for most of the others. Concern if start earlier meetings will run longer. Because we are a working board we need to have longer discussions at the board level.

Maybe sending out committee minutes in advance of the board meeting. So there would be information in advance.

*Motion by Onken to move the meeting to 6:00 p.m.*

Discussion: There was concern that if we start earlier the meeting would just run longer. It was suggested 6:00 to 6:30 p.m. open discussion followed by 6:30 p.m. structural meeting start, with a goal of 30 minutes pre-meeting discussion and a one-hour meeting.

Committee meetings and board minutes should be posted to the Drive five days before the meetings. A working agenda on the Google Drive or send info to President for agenda.

*Onken amended her motion: To change the board meeting time to 6:00 p.m. pre-meeting discussion with structured board meeting starting at 6:30 p.m. Second by Tobias. Motion carried unanimously.*

**B. Ownership Gift**

Larson presented wording for the HGC policy outlining the process for gift certificates.

**HGC Board Policy #1**

*An ownership in the Cooperative may be given as a gift. The person making the gift shall request that the board issue a new ownership certificate or card. Following payment and approval by the Board of an ownership application by the prospective new owner, the recipient of the gift shall be accepted into membership.*

*Motion by Larson to approve Board Policy #1. Second by Onken.*

Discussion: Kirkpatrick questioned if this is necessary. Atkins noted that over the years the question of issuing gift certificates has reoccurred. In particular issuing gift certificates that are donated to HGC and then used as a giveaway in a drawing. Having a policy on gift certificates makes the process clear so it does not need to be revisited by future boards.

The HGC Board cannot give ownerships but it can sell gift certificates. If any ownership is donated, it must be paid for as a gift certificate.

The policy was sent back to a sub-committee for further work.

*Motion by Larson and second by Onken was withdrawn.*

### **C. Corporate Ownership**

Larson noted that the bylaws allow for corporate ownerships, however the board needs to set guidelines for owner benefits for its corporate owners. Larson will draft wording for the corporate policy addressing the number of employees to access HGC owner benefits to present to the board.

Discussion on the number of employees the HGC benefits would extend to, and it was generally agreed that up to 6 employees per company should receive HGC benefits.

The concept of higher fees for corporations was questioned and sent to the Steering Committee to explore.

### **D. Market/Visibility Study**

The Market Study Sub-committee noted that Debbie Suassuna at G2G the quote was for one location with three sites. We can select more than three sites within a location. But each additional location (more than one mile from the other location) would add to the cost of the study.

The subcommittee is looking at existing building and lots in Hudson and North Hudson that meet the requirements of 3,000 SF of retail space. The committee will also review the owner's surveys to see what amenities the owners want in the store, such as a deli or bakery.

The sub-committee will put together a recommendation on the market study for the board.

From research and recommendations from Stuart Reid it is very clear that HGC's goal is to open a store with at least 3,000 – 5,000 SF of retail space to be successful.

One building in downtown Hudson the fit that criteria is the South suite in River City Center. Other buildings that have been suggested are the old Vine Street Florest, the Buckeye building, the old Train Depot, 126 2<sup>nd</sup> Street. However, most of these suggestions are either too small or lack parking and access and because of this the sub[committee is also looking into locations in North Hudson, such as the historic railroad car shops and vacant lots off Hwy 35.

Atkins noted that she has a contact for a store designer.

## **4. New Business**

### **A. HGC Owner Death**

HGC has recently had owners that have died and it was questioned what happens to their stock. According to the bylaws the stock goes back to co-op. The stock can't be transferred. If it is intended to go to a descendent, HGC would need to buy back the stock and reissue it to transfer it.

Also, when owners no longer want their stock (due to moving, death, etc.), HGC will only issue a refund if it is requested. Refunds need be calculating based on the percentage of book value (equity) of HGC and then divided by number of owners.

Currently HGC has been refunding full value of the stock (\$80) back to those who request a refund. While this is good PR, it is not financially sustainable.

*Motion by Bradham to issue HGC refunds based on calculating the percentage of book value (equity) of HGC and then divided by number of owners. Second by Larson.*

After discussion the motion was amended:

*Motion by Bradham to issue HGC refunds based on calculating the percentage of HGS's equity, bases on most recent fiscal year end, and then divided by number of owners. Second by Larson. Motion carried unanimously.*

*Motion by Tobias to only refund an ownership if a written request, or email request is made. Second by Onken. Motion carried unanimously.*

## **5. Board Reports**

**A. President's Report** - None

**B. Vice President** - None

### **C. Treasurer**

Atkins submitted the treasurer's report of \$16,828 at the end of April, with \$18,510 to date.

A grant from the Bauer Fund for \$500 was received for education. These funds must be spent on education for board or committee members.

Atkins asked who attended CDA Consulting seminar?

**D. Secretary** - None

### **E. Other Director's Report**

Kirkpatrick was concerned that there are a lot of emails exchanged between board members outside of the board meetings and was concerned that the would be considered part of the board meetings. As this is a working board and there is a great deal of crossover between directors and committees and discussion/emails need to continue, however board decisions need to be made at the board meetings.

Onken expressed concern that the "Business" page of the HGC website may include listings for businesses who may not be aligned with the HGC message. It was concluded that with the new website design the "Business" page should be removed.

It was also noted that Onken's and Laney's bios need to be added to the HGC website.

Kirkpatrick discussed HGC goals and the need to craft a clean message the board agrees to.

Kirkpatrick noted that the committee charters need to be reviewed each year.

## **7. Committee Reports**

**A. Fundraising & Finance** - None

## **B. Ownership & Volunteer**

29 new HGC ownership applications were presented to the Board.

- 251 Steven and Lisa Bekemeyer
- 285 Antonina Boonacker and Pedro Tortosa
- 286 James Holmberg
- 287 Tom Mayer
- 288 Samantha and Rob Foster
- 289 Shelby Henriksen
- 290 Lynn West Brunckhorst
- 291 Kishori Koch
- 292 Joanne and Joe Norell
- 293 Martin and Maren Engebretson Dahlke
- 294 Lynnell and Scott Nemitz
- 295 Laura and Jim Butler
- 296 Renee Stevens
- 297 Sara and Justin Genereaux
- 298 Mary McGurran and Dan Schmit
- 299 Diana Heglund
- 300 Rebecca and Mark Bonesteel
- 301 Nikki Miller
- 302 Paula and Gabe German
- 303 Bill Hooper
- 304 Cayte Anderson and Carter Dedolph
- 305 Randy and Catherine Smith
- 306 Kelli Betz
- 307 Jodi Larson
- 308 Bonnie and Gary Hesse
- 309 Patti Melich and Mark Nelson
- 310 Gail N. Dahlstrom
- 311 Jackie Dahlstrom
- 312 Elizabeth and Dennis Schertz

*Motion by Bradham to approve 29 new HGC ownership applications. Second by Oken. Motion carried unanimously.*

## **C. Marketing & Communications**

Atkins noted that the Marketing Committee minutes were distributed.

Directors were encouraged to attend the Chambers Simply Social on May 19<sup>th</sup>

## **D. Steering**

Kirkpatrick offered to put together binders of the current by-laws for any directors who wanted a copy.

Kirkpatrick noted some board education opportunities:

Laney was did not attend the board meeting with Stuart Reid, but the other directors who attended have completed this one retreat.

There is a CDL 101 coming in September 19<sup>th</sup>.

President Schlei was directed to schedule two additional retreats with the potential topics of: events bag kit, crafting the HGC message, training on Google Drive or other project management program.

Suzanne Hambleton no longer wants to be listed as HGC's registered agent.

*Motion by Bradham to designate Sarah Atkins as the HGC's registered agent. Second by Kirkpatrick. Motion carried unanimously.*

It was noted that Suzanne still has a key to the HGC's post office box.

**E. Vendor Relations** - None

**7. Other Business** - None

Next board meeting is Tuesday, June 9 at 6:00 p.m.

**9. Adjournment**

*Motion by Tobias to approve the board meeting minutes. Second by Atkins. Motion carried unanimously.*

Minutes submitted by  
Jacki Bradham  
Secretary, Hudson Grocery Cooperative