

Hudson Grocery Cooperative
Board Meeting
January 15, 2013

Present: Suzanne Hambleton, Sarah Atkins, Cyndi Landers, Bess Hambleton, Steve Fox

Call to Order (7:09)

A. Old Business

1. December board meeting minutes

- a. Sarah moves to approve, Steve seconds, unanimously approved

2. Confidentiality and Conflict of Interest forms

a. Certification of Compliance:

- i. Change “other nonprofit organizations” to just “other organizations”
- ii. Reference to Steering Committee – brief discussion of committee issues

b. Board Governance Guidelines:

- i. Reference to “members” should be switched to owners/ member-owner. Discussion of term “owner” versus “member-owner.” Incorporate “owner” into definitions.
- ii. Under criteria, change reference to “members” to “owners.”
- iii. Reimbursement should be limited to expenses incurred within the past 60 days. Discussion of putting restrictions, e.g. prior approval or spending caps, on reimbursement requests. Discussion of nature of such expenses, e.g. assembling binders for board members as a possible reimbursable expense. We do have a reimbursement form, so that will be circulated to board members and included on the shared cloud drive.
- iv. Officers of the board—discussion of provisions under President / Vice President regarding attendance at community events.
- v. Meetings and procedures—“expected to attend all meetings” not the same as language in the bylaws regarding board members being allowed to miss meetings; discussion of difference between bylaws and board policy, and importance of setting expectations in policy document. Strike word “printed” so that line reads “reviewed all materials.”

- vi. Materials distributed in advance—change distributed again at the meeting to additional material not available in advance will be distributed at the meeting.
- vii. Selection of agenda items—“at the first board meeting of each year” changed to the board meeting in the month following the annual meeting.
- viii. Attendance of non-directors—clarify that board meetings are open to the co-op’s owners.
- ix. Board access to senior management—copy of communication *shall be* instead of “should be” provided to GM.
- x. Board committees—discussion of adding to standing committees an Ownership Committee. Discussion of separate roles of Marketing versus Ownership. Sarah volunteers to chair Ownership as well as Finance. Rotation discussed for chairmen—add provision that it is board policy to rotate chairs every 2 years which may be shortened or extended at the discretion of the board.
- xi. Committee charters are to be drafted by chairs for submission at the February board meeting (2/12). Draft charters are due to Suzanne by Friday, 2/11 1/25.
- xii. Conflicts of interest—change “other nonprofit organizations” to “other organizations.”

c. Bess will update document by 2/1 for approval at Feb meeting

B. New Business

- 1. Approval of new owners
 - a. 10 new owners for approval per agenda
 - b. Sarah moves approval. Suzanne seconds. Unanimously approved
- 2. Sales tax to be filed by January 31st. Sarah will handle this.
- 3. Reciprocity—We currently have reciprocity with River Market. Discussion of pursuing this with other co-ops. Whole Earth grocery has \$80 share buy-in, Menomonie Market \$100.
 - a. Bess moves to pursue reciprocity with Whole Earth and Menomonie Market and for approval of \$180 for buy-in to each co-op. Steve seconds. Discussion—Sarah proposes putting this in newsletter to inform Owners and encourage them to use it, and discussion as possible selling-point for prospective owners. For now, newsletter will be a marketing committee item, but in the future may be an ownership committee item. Vote—unanimously approved.
- 4. Board retreat

- a. January 26th, with goals to create Mission Statement and Annual Budget.
 - b. Cyndi proposes to write grant for board retreat, through CDS. Then we could tailor an agenda for a facilitated retreat. Board is in support of this. Cyndi will take charge of writing for this grant.
 - c. Set time of 8am to 12pm. Agenda items per December minutes. Location to be the conference room of Sarah's building, 2nd and Vine.
 - d. Discussion of possible pre-work such as for budget. Sarah asks what we have for a budget right now. Discussion of CDS resources and what's in the co-op bank account. To assist with retreat preparedness, we should have committee charter drafts done by Friday, Jan. 25.
5. Quorum discussion
- a. Returning to item from last month, Suzanne wanted to clarify whether there needs to be a motion. No change is being made and so no motion necessary.
6. Discussion of Up & Coming Conference attendance
- a. Suzanne and Cyndi will attend. Sarah and Bess will probably attend, based on schedule issues. Discussion of the Food Co-op Initiative scholarship funds and when they need to be used.
7. Committee items
- a. Next marketing meeting 2/6 at 6:00pm. Suzanne has not yet gotten hold of Suzy Fallon regarding putting together script for house parties. Cyndi mentions there is another co-op putting together house party campaign, who will provide some information on what they're doing, and Suzanne notes that Gateway is doing this. Cyndi also mentions Mississippi Market chair offered that we sit in on a board meeting. Suzanne notes that we also have an open invitation to sit in on River Market's meetings, and Steve notes that in River Falls they often invite people to sit in on their board meetings.
 - b. Steering Committee meeting 1/28
 - c. Budget item—Hot Air Affair coming up. Do we want to “smoosh board”? Sarah shares her experience doing that event in the past. Discussion of whether this could be a marketing event. Cyndi asks about getting a table, and Suzanne says they are available but it's \$150.
 - i. Side discussion of getting in on farmers' markets next summer and hurdles we'd faced in trying to do this last summer.
8. 100-Owner party
- a. Cyndi talked to American Sky, and they will host our party. We also may be able to get a discount on growlers for people to get for member

house parties. Some discussion of other local products (meat and cheese platters, goat milk soaps) to have at the member parties.

Discussion of the space at American Sky—it's quite large. Sounds like we can do it cash bar. Sam Salter has offered to play the party.

9. Discussion of printing notecards for co-op for enclosures. Sarah can do color printing for about \$.07 a copy. Suzanne will ask Brandy, who has helped us with graphic design, to come up with some designs.
10. Committee expectations discussion tabled to board retreat.
11. Suzanne will send out solicitation for committee volunteers, asks for revisions to email. Board asked to have suggestions, and we will revisit this at board retreat.
12. Metrics

	Dec 1	Jan 1
Owners	56	86
FB Likes	234	278
Twitter followers		104
Website hits	50.9	38.8

13. Adjournment—Steve moves to adjourn, Sarah seconds, unanimous vote.