



Board Meeting Minutes
Tuesday, April 11, 2022 @ 6:00 in person / zoom
Next regular meeting Tuesday, May 9, 2023 @ 6:00

1. **Call to Order** - 6:03 called to order by Joe
Present in person: Sarah, Buck, Paul, Joe, Mark, Hannah
present on zoom: Erica, Emma
2. **Consent Agenda** (financial report & last month's minutes)
Buck moved to approve, Paul seconded, all approved
3. **Owner forum** - Opportunity for Owners to make the Board aware of topics/issues/opportunities. 3 minute limit per speaker. Unlimited emails may be sent to the Board at HUDSONGROCERYCOOP@gmail.com.
4. **Board Reports**
 - a. **President's Report**
 - i. WE meeting pending
 - ii. see steering for further updates
 - b. **Vice President's Report**
 - i. Eric not present
 - c. **Treasurer's Report**
 - i. New owner approval: 913-919 approve
Buck moved to approve, Emma seconded, all approved.
 - ii. \$5000 from Ciranda check received (was approved in Dec/Jan) - we should acknowledge the contribution somehow. Maybe a news release & photo in the paper. Emma asked that she not be named in case it would look like a conflict of interest.
 - d. **Secretary's Report**
 - i. As per board retreat 4/4/23 the following adjustments have been applied to our monthly agendas:
 - ii. Sarah is discontinuing her zoom subscription - meetings happening on Paul's zoom account for now, possibly move to google meet later.
 - iii. Approval of financial report & minutes have been rolled into a Consent Agenda (item 2) to streamline. Future goal of rolling committee reports into this will be implemented after we are in a routine of getting committee reports early & read by everyone pre-meeting.
 - iv. It has been discussed that we often go off topic in meetings and waste valuable time in doing so. In order to keep meeting running smoothly - the secretary will

keep a running list of issues to resolve that come up in conversation and re-direct the conversation to the issue at hand. We will return to the list of issues once prioritized and previous matters are fully resolved.

- v. Links to committee reports will now be found in google drive - under board agendas/minutes - in the appropriate month.

e. Other Director's Reports –

- i. Emma: met with Tessa from Hudson hospital foundation - she will be leaving at end of month but they spoke of possibility of a grant for the Co-op. Hudson hospital donates 5.5% of profits back to community so they are receptive to a grant proposal & will get Emma in touch with the right person. She is leaving the position at the end of the month so it would be to our advantage to get it in before she leaves. She's not sure what sort of \$\$ we could get as a grant.
 - 1. Erica suggested that perhaps we wait & try to request a bigger amount as we launch the capital campaign since we don't necessarily need the cash on hand at the moment.
 - 2. Joe suggested some kind of sponsorship with them as well to see if there could be something there...

5. Old Business

- a. Special board training session held on 4/4/23
 - i. Discussed board strengths & frustrations
 - ii. Covered ways we can become more efficient in board sessions as we tackle issues

6. Committee Reports

a. Ownership & Volunteers – Erica

- i. Trying to start up the owner audit with 2 volunteers, checklist in process.
- ii. All set on volunteers for market days for April, need a couple more in May.
- iii. Need more people signed up to attend our spring event on May 2nd. Signage & sign up page at Market days would be helpful. Some video content to get people interested in registering would be helpful. Hannah to connect with Erica to make a video to promote.
- iv. We need to tie down a speaker for spring event.
Buck made a motion to approve request to put together a new owner receipt & new owner letter. OV has already drafted the receipt & letter & is implementing getting the info out. Sarah seconded the motion. All approved.

b. Marketing & Communications –

- i. Erik not present - all committee members read reports & are up to date.
- ii. 12 vendors signed up for market days
- iii. Sarah mentioned another meat vendor that may be a good fit - check in with her.

c. Steering – Joe

- i. Agent for Goodwill space mentioned the smokeshop next door & mentioned something about them buying the goodwill space to refurbish for us. Interesting idea...

ii. Finance/Legal Subcommittee

d. Vendor Relations – Paul

- i. Not pushing too far before we launch a capital campaign but initial conversations are happening. Paul suggested the need to define local. We can have many parameters & ranges we key people in on (within 50 miles, within 150 miles, within 300 miles....)
- ii. Not every vendor is going to be able to reliably supply - we need a nimble system with options.

7. Current / ongoing Business

- a. Orange Group Monthly (FCI) - First Thursdays 11am cst. Who attended and what did we learn? Buck & Erica wrote a report in this month's file.

8. New Business / Issues

a. Public timeline

- i. Discuss / modify / approve timeline for public reveal
This timeline should include actionable items that must be done before we can get to that next step. This roadmap is as much for our own direction as it is for public confidence.
- ii. Share finalized timeline with Marketing for future brochure & external communications
 1. Co-ops frequently have an agreement for property & it falls through and a new place is announced. This is life. Because we cannot afford go sign a lease & pay for an empty building until opening. Leases will always be contingent on funding etc. Wording in timeline of “finalize site selection” may be somewhat problematic for this reason.
 2. Erica suggested adding “engaging with a marketing agency for rebrand” to a column.
 3. We need to add financial needs to some of these actionable items that are going to cost us real money. Column B starts to get expensive & we need to know exactly what's coming up that we will need to pay for.
 4. Preliminary “silent campaign” before full campaign launch should be added to column B. This is asking for donations from community bigshots.
 5. Sarah added changes / additions live to this month's file. Save back to Joe's steering file for him to edit.

Buck motioned to approve timeline, Paul seconded. Hannah to kick back to Joe's steering file to edit a v2.

Paul moved to approve with Joe's changes. (content) Marketing can spiff it up. All approved.

b. New board seat available

- i. Board director Tavia Trulson stepping into the alternate board seat, as her travels & business plans may keep her away for some time.
- ii. Steering committee to be on lookout for a new board member who can fill her seat. Ideally keeping in mind the “tenacity” gap we could use to fill out our

board's strengths.

Sarah motions to approve Taviias resignation & move to alternate seat. & Paul seconded. All approved.

Sarah moved to appoint Mark Heinz to Board director seat. Hannah seconded. All approved.

One more alternate seat available

- c. Set a date for July special owner meeting to:**
 - i. Unveil our current timeline / plan
 - ii. Hold a vote to approve amendments for C-stock & increase in number of common shares (current cap at 1000). Ideally held at Marina - Paul to check on availability.
 - iii. Vote to amend bylaws & review policy pertaining to the 25\$ committee spending caps. (example: reset spending cap of \$25 to \$250)
 - 1. Buck moved to hold owner meeting July 11th at Hudson marina. 5:30 social & 6:30 meeting. Must have quorum & maybe board members all make calls to get people to come? Maybe after next board training session. We should put together a cheat sheet - each person gets 50 numbers & bullet point talking points to get people interested.
 - 2. We will set up a zoom option as well. Quorum is around 50
 - 3. Send postcards ahead of time
 - 4. Need to provide/refine language for proposed bylaws changes. Sent to OV
 - 5. Will need to move board meeting to another night since it interferes
 - 6. Joe motioned to approve quorum meeting, Emma seconded, all approved.
- d. Review Grant document draft** prepared by Buck/Joe, and proofread for submission by April 14th – Done- Being sent out
- e. Amend the Board Governance policy** under Board Committees, Standing Committees, to change the number to five and add Owner/Volunteer.
 - i. *Buck said the form that we all sign does not mention OV committee so Buck moves that we add it. Hannah seconded. All approved. HANNAH AMENDING?
- f. Market Study sharing agreement** of what can be shared if anything.
 - i. People can request to see market study and would need to sign an NDA.
 - ii. Sarah mentioned that we condense market study results down to one page that can be shared. No need to get into nitty gritty details. We have essentially already shared what we want in bits & pieces in the Beet so this isn't even really necessary. Anybody wanting to see the whole thing would probably be working with us for business planning & they would sign an NDA.
 - iii. The market study revealing that downtown is not a favorable location is a touchy subject - as the original founders really pushed for downtown.
- g. Create talking points** to be added to future Q&A about our history and why it has taken so long (so that we all have a canned & consistent response)
 - i. 5-7 years for a startup is typical. People should know this is expected - We're on 11. So this other 4 years...
 - ii. Simple challenges on the board. Also mentioning that we are just volunteer run so finding the right people who are committed to take it across the finish line.

- h. Receipt for new owners who sign up at events**
- i. New Owner Letter** - Changes have been made to add our social media handles and to the final paragraph to include a more direct ask for owners to become involved
- j. Who is the speaker for spring event?**
 - i.** We talked about the event being a soft launch of capital campaign. Are we ready for that? Also, how about a speaker that can speak to the importance of co-ops & impact on farmers? 20-30 min between all speakers of probably all we can really hold people down for. Jim would also speak a bit about capital campaign at nature center. Topics should be ironed out & say maybe
 - 1.** This is what we did in the last year
 - 2.** This is what we're looking to this year, expressing that we need engagement
 - 3.** OV committee should draft bullet points
 - 4.** No formal launch of capital campaign
 - a.** Full board!
 - b.** 900+ members!
 - c.** Introduce the IDEA of a capital campaign (not launching the campaign)
 - d.** Encouraging everybody to come to July meeting & expressing the necessity. Maybe phone calls would be necessary to get people in.

9. Adjournment: *Buck moved to adjourn, Paul seconded. All approved. 8:15*