

Hendersonville Community Co-op Board of Directors Meeting

60 South Charleston Lane, Hendersonville, NC

February 26, 2019, 6:00pm

Board Present: Andrea Larsen, Laura Miklowitz, Michelle Miller, Tammy Muehlenz, Susan O'Brien, , Michelle Tennant, Melany Thum-McAleer, and Carolyn Widener **Board Absent:** Laura Smith Williams **Staff Present:** Damian Tody, GM **Other Present:** Liz Malloy, Admin. Asst.

Announcements

- Happy Birthday wishes were expressed to Carolyn Widener and Laura Smith Williams.
- An informal lunch gathering of the Board will be held at 1:15pm, March 1st at Dandelion.
- Michelle Tennant announced that several owners have expressed an interest in considering service on the Board.
- Laura Miklowitz addressed the Board about speaking with one voice re: the term “owners”.

Approval of Agenda – The Board was **in consensus** to approve the meeting agenda, with the addition of an Executive Session following the Meeting Evaluation.

Consent Agenda – The Board was **in consensus** to accept the January minutes as edited, to reflect specific Board Development Committee meeting times.

GM Report

Damian Tody reports that an upgrade to Catapult, HCC’s retail point of sale system, is underway. Final tweaks to the new solar system are almost complete. We are on short wait list status for a cash rebate from Duke Power, which should be received soon.

Policy Governance Review

- GL 5 Financial Condition and Activities: **In compliance on 11 of 12**. The Board accepts Damian’s plan for compliance. No revisions needed.
- GL4 Communication and Support to the Board: The Board was **in consensus** to defer monitoring of GL4 to the March board meeting.
- GL7 Asset Protection: **In compliance on 8 of 8**. No revisions needed.
- GL8 Emergency Succession: **In compliance on 1 of 1**. No revisions needed.

Governance

- Andrea Larsen, Secretary, reported decisions made by the Board during the January Executive Session:
 - The Board was **in consensus** to declare a Patronage Rebate for the fiscal year 2017-2018. Fifty percent of allowed profits will be distributed to owners as rebates and 50 percent will be retained. The minimum patronage rebate amount received is \$1.
 - The Board was **in consensus** to declare preferred share dividends for FY 2017 - 2018, and to payout to preferred shareholders all dividends accrued in FY 2015-2016, FY 2016-2017 and FY 2017-2018.
 - **By consensus**, the Board granted Preferred Share Emergency Redemption Requests made by two shareholders.
- Board Operations Committee – The Board was **in consensus** to approve the 01.15.19 Board Calendar. 2019 Committee assignments are: *Owner Engagement*, Laura Miklowitz, Tammy Muehlenz and Michelle Miller; *Board Development*, Michelle Tennant and Melany Thum-McAleer; *Board Operations*, Carolyn Widener, Susan O’Brien, Laura Smith Williams and Andrea Larsen. Committee chairs will be determined later. The Board will not merge the Board Development and Owner Engagement Committees, as previously discussed at January board meeting. The Board was **in consensus** to defer GL9 and BP4 policy language revisions to the March board meeting. The Board is asked to review carefully the Board Job Descriptions document for future discussion.
- Owner Engagement Committee – Laura M. declared the Annual Owner Business Meeting a success Michelle to conduct followup on information gathered from owners. Food costs were \$208.
- Board Development Committee—The NCG Consumer Video was viewed. Michelle, Melanie and Tammy reported on the Co-op Café. Laura M. stated that rooms for CCMA have been reserved. The Board is to write down Retreat topic ideas. The Board made no further revisions to the 2019 Board Recruitment Package. Phone call with Michael Healy is March 21st at 4pm.
- Damian will contact Self Help representatives about parking matters.

Meeting Evaluation – the Board was **in compliance** on all aspects of the Meeting Evaluation.

Executive Session – 7:15 – 7:18pm, to discuss a Preferred Share Emergency Redemption Request.

Gratitudes were shared and the meeting adjourned at 7:18 pm.

Respectfully submitted by E. Malloy, 03.10.19. Edited by L.Miklowitz, 03.11.19; A. Larsen, 03.19.19. Board approved 03.26.19.