

MEETING MINUTES, August 22, 2018

- Present:** Kevin Birdsey, Benoit Roisin, Victoria Fullerton, Thomas Battles, Ann Shriver Sargent, Rosemary Fifield, Jessica Saturley-Hall, Dana Grossman, Ed Howes
- Absent:** William Craig, Elizabeth Blum
- Staff:** Ed Fox (General Manager), Mark Langlois (Director of Finance), April Harkness (Board Administrator), Lori Hildbrand (Director of Human Resources), Amanda Charland (Director of Member Services & Outreach), Janet Couture (Finance Operations Manager)
- Members:** Jessica Giordani (recently appointed as a Board member, but not yet officially seated), Terry Appleby

Board Secretary Dana Grossman called the meeting to order at 6:00 p.m. in the Board Room of the Hanover, NH, store.

New Board Member

Dana welcomed newly appointed Board member Jessica Giordani, noting that she would be unable to be seated as a voting member until she is approved by Vermont and New Hampshire liquor authorities.

**MOTION:** Tom Battles moved to allow pending board member Jessica Giordani to participate in the board's deliberations, but not to vote.

Benoit Roisin seconded the motion.

**VOTED:** 9 in favor, 0 opposed. The motion passed.

**Board Secretary Pro Tem**

**MOTION:** Tom Battles moved to authorize Rosemary Fifield to fill in as Board Secretary Pro Tem for this meeting only, as Dana Grossman is chairing the meeting.

Ed Howes seconded the motion.

**VOTED:** 9 in favor, 0 opposed. The motion passed.

**Consent Agenda: July 25, 2018, Meeting Minutes (Appendix A); July 23, 2018, Special Meeting Minutes; and July 2018 Share Redemption Requests**

**MOTION:** Ed Howes moved to accept the Consent Agenda, including the July 25, 2018, Meeting Minutes; the July 23, 2018, Special Meeting Minutes; and the July 2018 Share Redemption Requests.

Tom Battles seconded the motion.

**VOTED:** 9 in favor, 0 opposed. The motion passed.

## General Manager Report

Ed Fox said that the Co-op is currently nearly \$1 million over the projected sales budget and 2½% over last year's sales to date. While the overall customer count is relatively flat, it is trending upward, and average basket size is up more than \$1.00 over last year. Member Services is again cleaning up the membership database, a process that is now being done on a yearly basis. The Co-op Pathways Program, an HR initiative offering employees a clearly defined path to promotion, has been launched at all locations.

## Policy Monitoring

### Monitoring Report: EL 3 – Asset Protection

**MOTION:** Kevin Birdsey moved to accept the General Manager's report as in compliance with EL 3 – Asset Protection.

Tom Battles seconded the motion.

**VOTED:** 9 in favor, 0 opposed. The motion passed.

**DISCUSSION:** The General Manager noted that development of a comprehensive business continuity plan is expected to be accomplished by the beginning of next year and pointed out that employees have been added as an asset in this report.

### Monitoring Report: EL 5 – Employee Experience (*carried over from July*)

**MOTION:** Tom Battles moved to accept the General Manager's report as in compliance with EL 5 – Employee Experience.

Benoit Roisin seconded the motion.

**DISCUSSION:** Several Board members participated in a recent informational session about the 2018 Employee Survey. Co-op employees will be given a presentation next, and then a session will be held for the membership. It was noted that the employee survey will be done again next year, rather than waiting the traditional three years. This will help gauge how well management has addressed employee concerns. At least one Board member expressed confidence in the HR plan to improve employee morale.

**VOTED:** 8 in favor, 0 opposed, 1 abstention. The motion passed.

## Member Comments

None.

## Committee Updates

### Election Committee

**MOTION:** Kevin Birdsey moved to appoint Liz Blum as Chair of the Election Committee.

Rosemary Fifield seconded the motion.

**VOTED:** 9 in favor, 0 opposed. The motion passed.

### **Governance Committee**

Kevin presented a proposed addition to GP 4 – Board Members’ Code of Conduct and a proposed GP 11 – Director Conduct Inquiry Process. The intent of the latter is to define how the Board will respond to a complaint about a Board member’s conduct. There was general agreement among the Board about the need to establish such a procedure. The Governance Committee will continue to work on this policy and will accept feedback prior to submitting another draft at the next Board meeting.

### **New Business/Action Items**

#### **CDS Proposal**

The Board decided to postpone the decision on the CDS Proposal. The Board Treasurer urged the board not to enter into a contractual agreement before January 1, 2019, pending the creation of a new board budget.

#### **Selection of Financial Auditors**

The Board Treasurer, with the help of the Director of Finance, submitted a proposal indicating two preferred choices for auditor. They had sent an RFP to six auditing firms, all of whom responded, and had then assessed the pros and cons of each of the six.

**MOTION:** Ann Shriver Sargent moved to authorize Board Treasurer Benoit Roisin to do a reference check on Tyler, Simms & St. Sauveur and to engage them if he is satisfied with what he hears, and if not, to proceed with a reference check on Baker, Newman & Noyes and to engage them if he is satisfied with what he hears, and if not, to consult again with the Board.

Tom Battles seconded the motion.

**VOTED:** 8 in favor, 1 opposed. The motion passed.

#### **Farm to Co-op Dinner**

The Board will host a Farm-to-Co-op Dinner on Wednesday, October 17, from 5:00 – 8:00 p.m. in the Culinary Learning Center. All Board members were encouraged to put the date on their calendars. The dinner will be free and open to members on a first-come, first-served basis and will accommodate up to 50 people. Co-op Food Educator Lindsay Smith will cook the harvest dinner and will use products supplied by our local vendors. The hope is to have some of those vendors available to speak at the meeting and to allow Board members an opportunity to spend time with members. Jessica Giordani will be working on this event as the new Board Liaison to the Member Engagement initiative.

#### **November Board Meeting Date**

As the November Board meeting falls on the evening before Thanksgiving, the Board decided to move the meeting to Wednesday, November 28.

#### **September Board Meeting**

Ed Fox will be at the NCG conference at the time of the September 26 Board meeting. If he is able to, he will call in; in addition, the Director of Finance will be available for financial questions during the meeting. Board members were encouraged to send questions to Ed as far in advance of the meeting as possible.

### **Board Packet One Week in Advance**

**DISCUSSION:** As it has proved difficult for administration to get all of the components of the Board packet out two weeks in advance of the meetings, the Board agreed to go back to receiving the packet one week in advance. The Governance Committee will review the contents of the packet for efficiency and readability.

**MOTION:** Kevin Birdsey moved to have the Board packet go to the board one week in advance of the monthly board meetings.

Jessica Saturley-Hall seconded the motion.

**VOTED:** 8 in favor, 0 opposed, 1 abstention. The motion passed.

### **Recording Board Votes by Name**

**MOTION:** Ed Howes moved to begin recording Board member names with votes at the next Board meeting.

Benoit Roisin seconded the motion.

**DISCUSSION:** This agenda item was prompted by input from a group of members who met with Ed Fox. A lengthy and robust conversation ensued about the best way to provide transparency for the membership regarding actions of the Board. Some Board members expressed concern that a roll call vote without details of the discussion leading up to such a vote might not reflect the reasoning behind negative votes. Addressing that concern by also doing an audio recording of board meetings was discussed. Some Board members were also concerned that roll call votes could slow down the progress of meetings. But in general, the Board strongly supports full transparency.

**MOTION:** Tom Battles moved to table the discussion until the next Board meeting to allow those Board members not present to weigh in on the matter.

Victoria Fullerton seconded the motion.

**VOTED:** 4 in favor, 4 opposed, 1 abstention. The motion failed.

**MOTION TO AMEND:** Tom Battles moved to amend the original motion to read: To begin recording Board member names with votes at the next Board meeting and to move forward with audio recordings of meetings to provide more transparency as soon as practicable.

Victoria Fullerton seconded the motion.

**VOTED:** 7 in favor, 2 opposed. The motion to amend passed.

**VOTE ON AMENDED MOTION:** 6 in favor, 3 opposed. The motion passed.

### **Executive Session**

**MOTION:** Rosemary Fifield moved to go into executive session at 8:08 p.m. to discuss an HR matter and to include in the executive session Lori Hildbrand and the employee members of the Board (but not Jessica Giordani, since she has not yet been officially seated as a board member; she left the meeting at this point).

Tom Battles seconded the motion.

**VOTED:** 8 in favor, 0 opposed, one board member temporarily out of the room. The motion passed.

**MOTION:** Jessica Saturley-Hall moved to come out of executive session.

Benoit Roisin seconded the motion.

VOTED: 9 in favor, 0 opposed. The motion passed.

MOTION: Jessica Saturley-Hall moved to accept the salary and change of structure recommendations made by Lori Hildbrand.

Benoit Roisin seconded the motion.

VOTED: 9 in favor, 0 opposed. The motion passed.

MOTION: Ann Sargent moved to go into executive session to discuss an HR matter and to include in the executive session Lori Hildbrand, but only the 7 non-employee Board members present, excluding the 2 employee members of the Board.

Jessica Saturley-Hall seconded the motion.

VOTED: 7 in favor, 0 opposed, 2 abstained. The motion passed.

MOTION: Jessica Saturley-Hall moved to come out of executive session at 9:27 p.m.

Ann Sargent seconded the motion.

VOTED: 7 in favor, 0 opposed. The motion passed.

MOTION: Jessica Saturley-Hall moved to accept the salary recommendation made by Lori Hildbrand and the executive committee of the board.

Ann Sargent seconded the motion.

VOTED: 7 in favor, 0 opposed. The motion passed.

Lori Hildbrand left the meeting at 9:30 p.m.

Victoria Fullerton left the meeting at 9:30 p.m.

MOTION: Tom Battles moved to go into executive session to discuss an HR matter and to include in the executive session the employee members of the Board.

Jessica Saturley-Hall seconded the motion.

VOTED: 8 in favor, 0 opposed. The motion passed.

MOTION: Tom Battles moved to come out of executive session at 10:10 p.m.

Benoit Roisin seconded the motion.

VOTED: 8 in favor, 0 opposed. The motion passed.

MOTION: Kevin Birdsey moved to adjourn at 10:11 p.m.

Ed Howes seconded the motion.

VOTED: 8 in favor, 0 opposed. The motion passed.

Respectfully submitted,

April Harkness  
Board Administrator

Rosemary Fifield  
Secretary Pro Tem