

MEETING MINUTES, April 24, 2019

- Present: Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Dana Cook Grossman, Ed Howes, and Jessica Saturley-Hall
- Absent: Tom Battles, Benoit Roisin, Ann Shriver Sargent
- Staff: Ed Fox (General Manager), April Harkness (Board Administrator), Lori Hildbrand (Director of Human Resources), Mark Langlois (Director of Finance)
- Members: Emmanuel Ajavon (2019 Board Candidate), Terry Appleby, Nelson Kasfir, Carrie Kocik (2019 Board Candidate), Peggy O'Neil (2019 Board Candidate), Allene Swienckowski (2019 Board Candidate)

(This meeting was audio-recorded).

Liz Blum called the meeting to order at 6:00 p.m. in the Board Room at the Hanover, NH, store.

Liz welcomed the seven 2019 board candidates, all in attendance at the meeting, and reminded them that new board member orientation is scheduled for May 7 from 4-5 p.m. at the Co-op's Buck Road administrative offices. All elected candidates and current board members were encouraged to attend.

Liz and Victoria provided a summary of their attendance at an Upper Valley Food Co-op board meeting.

Liz informed the board of an upcoming showing of *Forgotten Farms*, during the Cows, Land & Labor Conference, at 9:30 a.m. on Saturday, April 27, in Filene Auditorium at Dartmouth College.

A letter was read from the Town of Enfield, thanking the HCCS Board of Directors for the recent \$500 donation that was directed to the Mascoma Lakeside Park by the 2019 Allen and Nan King Award winner, Meredith Smith.

Liz also reminded the board of the upcoming Ends Workshop on May 11 and the request from our Governance Coach consultant, Richard Stringham, to submit input for a STEEP (Social, Technological, Economic, Environmental, and Political) Scan to him via email by Thursday, May 2.

Consent Agenda: March 27, 2019, Meeting Minutes; April 11, 2019, Special Meeting Minutes (Appendix A), and March 2019 Share Redemption Requests

MOTION: Kevin Birdsey moved to accept the March 27, 2019, Meeting Minutes; the April 11, 2019, Special Meeting Minutes; and the March 2019 Share Redemption Requests.

Dana Cook Grossman seconded the motion.

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

General Manager Report

Ed Fox thanked the board for a successful 2019 Annual Meeting.

He said that sales, basket size, and transactions are up and continue to trend ahead of projections. He pointed out the quarterly metrics updates in the board packet as part of his reporting for the 2019 Business Plan. He also mentioned the establishment of a General Manager Succession Plan (Appendix C), with Human Resources Director Lori Hildbrand currently assigned to assume the GM responsibilities in Ed's absence.

Ed said that he's been receiving considerable member feedback on the solar project that has been proposed for the Co-op's Norwich land, in response to a letter to the editor he wrote to the *Valley News* and a post he wrote for the Co-op blog. People told him that they are happy to have more light shed on the status of the proposed solar projects on Co-op property.

Strategic Planning with the management team is on schedule, with the next meeting set for the week after next, gearing up for the board's Strategic Planning session in June.

The Co-op is working on its biennial customer survey, and Ed is asking for input from Richard Stringham on how to best incorporate information or questions on the Co-op's Ends statements.

The move of the Co-op's administrative resources from Buck Road to the Gilman Office Park in White River Junction is scheduled for May 22.

Ed mentioned that voting in the board election is still below the minimum threshold required by the Co-op's bylaws to validate the results, so he encouraged all board members to urge their friends and neighbors to vote before April 30.

Finally, he thanked the members of the executive committee for meeting with him to deliver the results of his annual review.

Victoria thanked the General Manager for the Co-op's strong financial position and thanked the Human Resource Director for her role in creating committees in support of board committees, such as Employee Experience and Diversity and Inclusion. The GM and the board thanked Finance Director Mark Langlois for attending the meeting during his vacation week.

Policy Monitoring

Monitoring Report: EL 2 - Financial Condition and Performance

MOTION: Rosemary Fifield moved that the board assessed the monitoring report for EL 2 – *Financial Condition and Performance* as providing evidence of compliance.

Dana Cook Grossman seconded the motion.

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

Monitoring Report GP 7 - Monitoring Board Performance

MOTION: Dana Cook Grossman moved to accept the report on GP 7 - *Monitoring Board Performance* as indicating compliance, with acknowledgement of noncompliance on subpolicy GP 7.2.

Rosemary Fifield seconded the motion.

DISCUSSION: GP 7.2 states that monitoring with respect to board process and the board-general

manager relationship will be allocated among all board members, and that has not been the practice of the board. The board will consider moving to this monitoring method and will change the subpolicy if it decides not to do so. Currently, all board members are polled via a survey, and the report summarizing the results of the survey are presented by the Governance Committee; however, some policies are monitored simply by direct report of the appropriate body. For example, GP 6 – *Board Process for Recruitment and Continuity* is monitored annually in June by a report prepared by the Election Committee Chair or a designated committee member.

VOTED: 7 in favor, 0 opposed, 1 abstention (Victoria Fullerton). The motion passed.

Member Comments

Terry Appleby thanked outgoing board member Dana Cook Grossman for her grace and calm demeanor during a time when it was much appreciated by the board and the organization.

The board offered congratulations, again, on Terry's induction into the 2019 Cooperative Hall of Fame next month.

New Business

Governance Coach

MOTION: Rosemary Fifield moved to have the Governance Committee appoint someone from within the committee to be the contact person between the board and Governance Coach consultant Richard Stringham.

Jessica Saturley-Hall seconded the motion.

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

In addition, Rosemary referred to Appendix G of the board packet and led a discussion regarding the draft Governance Action Plan emailed to the board earlier in the week. The tasks listed on the plan were divided up among the members of the board (see *Appendix A*).

MOTION: Jessica Saturley-Hall moved to have the Governance Committee adopt the Governance Action Plan as filled out by Rosemary.

Jessica Giordani seconded the motion.

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

CCMA attendance

The board had voted earlier in the year to send three board members to the annual Consumer Cooperative Management Association conference in Durham, NC, on June 6-8. Because one board member scheduled to attend has resigned, there is one open registration spot. The board decided to wait until after the election results are available on May 1 and, based on newly elected board members' ability to attend, will make a determination then regarding whether to send a third board member or to request a refund of the registration fee. May 23 is the deadline to request a refund, less a nonrefundable \$100.

Board Facilitator/Board Email Correspondence

Victoria referred to Appendix H of the board packet, wherein she had suggested some guidelines for board email correspondence and a recommendation to consider an outside facilitator for board meetings. Prior to Bill Craig's resignation as board president, he had met with a potential facilitator, but the outcome of that meeting was not yet known to anyone else on the board. A suggestion was

made that board members attend meetings facilitated by facilitators who are under consideration to get a better understanding of the potential benefits.

Victoria had also proposed some criteria for board email correspondence, with the suggestion that they either be included in the Board Handbook or be added to the existing policy on Board Code of Conduct. She offered to bring a draft policy back for consideration at a future board meeting.

MOTION: Victoria Fullerton moved to research, on behalf of the board, potential costs and benefits of a facilitator and report back to the board at the June board meeting.

Ed Howes seconded the motion.

VOTED: 6 in favor, 1 opposed (Kevin Birdsey), 1 abstention (Dana Cook Grossman). The motion passed.

Committee Updates

HCCF Advisory Committee

Rosemary Fifield, chair of the HCCF Advisory Committee, reported that she is continuing to work on revisions to the HCCF Advisory Committee charter, based on feedback from the Governance Coach. She will report back to the board at its May meeting.

Governance Committee

Kevin Birdsey, chair of the Governance Committee, reported he also is continuing to work on revisions to the Governance Committee charter, based on feedback from the Governance Coach. He, too, will report back to the board at its May meeting. There was brief discussion about the likelihood that responsibility for orienting newly elected board members will be returned from the Governance Committee, where it had recently migrated, to the Election Committee, where the responsibility has historically resided.

The board also discussed the possibility of allocating a specific sum, from the board budget, for the work of certain committees so that they may, for example, seek legal advice without needing to wait until the next board meeting to get authorization for the expenditure.

Adjournment

MOTION: Ed Howes moved to adjourn at 7:45 p.m.

Victoria Fullerton seconded the motion.

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

Respectfully submitted,

April Harkness

Board Administrator

Dana Cook Grossman

Board Secretary

Appendix A

Governance Action Plan

Task	Reference	Who	By When	Date done
Current Policies				
Rewrite Diversity Committee Charter to focus on products rather than objectives	HCCS Coaching Advisory Report 2019-03, pp. 3-4	Liz	May	
Rewrite Governance Committee Charter	Workshop Report p. 22-23	Kevin	May	
Rewrite HCCF Committee Charter		Rosemary	May	
Revise GP10 to define board committee structure	Workshop Report pp. 8, 17	Jessica S-H	May/June	
Remove references in GP 2.1.1 through GP 2.1.6 regarding responsibilities that belong to the GM, not to the board.	HCCS Coaching Advisory Report 2019-02, pp. 2-3	Ed Howes	June	
Revise GP6 to focus on identifying board attributes, not committee process	Workshop Report p. 20-21	Jessica G	July	
Rewrite Election Committee Charter	Workshop Report pp.18-19	Victoria	July	
Waste Reduction Committee Charter		Jessica S-H	July	

New Policies

GP: Board Linkage with Ownership (same as below)	HCCS Coaching Advisory Report 2019-02, p. 9	Jessica G & Victoria	June	
GP: Organizational Culture	Workshop Report pp.24-25	To be discussed at May meeting		
GP: Special Rules of Order	Workshop Report pp.26-27			
GP: Handling Operational Complaints	Workshop Report p. 28			
GP: Handling Apparent Policy Violations	Workshop Report pp.29-30			

Ends and ELs

Review Ends for format, content, how well they reflect the desires of the ownership	HCCS Coaching Advisory Report 2019-02, p.3; HCCS Coaching Advisory Report 2019-03, pp.2-3	Board, GM	Workshop 5/11/2019	
Add a GP regarding ownership linkage with a multi-year linkage plan to inform Ends review (see New Policies, above)	HCCS Coaching Advisory Report 2019-02, p. 9	Jessica G & Victoria	June	

Governance Action Plan

Task	Reference	Who	By When	Date done
Monitoring				
Review method by which Board self-monitors.	Workshop Report pp. 6-7	Rosemary	June	
Review expectations regarding monitoring of ELs and Ends.	Workshop Report pp. 5-6; HCCS Coaching Advisory Report 2019-02 pp. 5-6; HCCS Coaching Advisory Report 2019-03 p. 5	Kevin	June	

Meetings/Board Performance

Adopt an agenda focused on member linkage, policy review, and monitoring of operational performance.	HCCS Coaching Advisory Report 2019-02, p.4; "Sample Agenda," Policy Governance Reference Manual, p. 2-MTGS	Board president	May	
Adopt a schedule to review policies on a calendar basis.	HCCS Coaching Advisory Report 2019-02, p.4	Board president	May	
Include meeting evaluation at the end of each meeting.	Workshop Report p. 7	Board president	May	

Bylaws

Review bylaws for consistency with Policy Governance.	"Aligning Your Bylaws," Policy Governance Reference Manual, pp. 5-GOV IMP - 13-GOV IMP	Benoit/ Tom/Ann	TBD	
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