

## SPECIAL MEETING MINUTES, April 11, 2019

Present: Kevin Birdsey, Liz Blum, Bill Craig, Rosemary Fifield, Victoria Fullerton, Ed Howes, Benoit Roisin, and Jessica Saturley-Hall

Absent: Tom Battles, Jessica Giordani, Dana Cook Grossman, Ann Shriver Sargent

Employees: April Harkness (Board Administrator)

Members: Tony Roisman, Nelson Kasfir

Bill Craig called the meeting to order at 5:37 p.m. in Conference Room B, Buck Rd Administrative Offices.

### **Outgoing President's Report**

HCCS Board President Bill Craig will resign from the Board of Directors and his president's role as of Saturday, April 13<sup>th</sup> at 5:00 p.m. He will finish final tasks, including the Executive Committee lunch on Friday, April 12<sup>th</sup> with General Manager Ed Fox. Bill will also keep his appointment with a potential board facilitator on Saturday April 13<sup>th</sup>.

As outgoing President, Bill raised concerns regarding what he saw as a culture of negativity among the board. He encouraged each board member to identify distracting behaviors, personally or culturally, and implored the board to speak in a more positive light. He felt the board had made great strides, including its commitment to learn more about governance with a consultant, the development of the handbook, outlining processes and procedures, and helping to move the organization into a profitable year.

### **Member Comments**

Tony Roisman, former HCCS Board President, spoke against electing a new President, whom he referred to as a "lame duck," and advised the board to simply allow the Vice President to take over the duties until the May meeting.

Nelson Kasfir said that it's difficult to run a meeting while being mindful of the agenda, when board member comments are not moving issues forward. He suggested that it's the role of the each board member to keep the meeting moving forward.

### **Define Term Beginning and End/Choose President, Other Officers (as needed)**

**DISCUSSION:** The Board discussed the pros and cons of allowing the Vice President to assume the duties of the outgoing President and decided to proceed with the election of a President.

**MOTION:** Benoit Roisin nominated Rosemary Fifield for President beginning at the end of the current President's term on Saturday, April 13<sup>th</sup> at 5:00 p.m. and terminating at the regularly scheduled May board meeting when election of officers occurs. Rosemary declined.

**MOTION:** Rosemary Fifield nominated Liz Blum for President beginning at the end of the current President's term on Saturday, April 13<sup>th</sup> at 5:00 p.m. and terminating at the regularly scheduled May board meeting when election of officers occurs.

Kevin Birdsey seconded the motion.

**VOTED:** 7 in favor, 0 opposed, 1 abstained (Liz Blum). The motion passed.

The board discussed the question of electing a new Vice President to replace Liz Blum and decided to leave the position unfilled with the understanding that a Vice President could be chosen if and when such a need might arise.

### **Adjournment**

**MOTION:** Liz Blum moved to adjourn at 6:20 p.m.

Kevin Birdsey seconded the motion.

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

Respectfully submitted,

April Harkness

Board Administrator

Rosemary Fifield

Board of Directors