

MEETING MINUTES, June 26, 2019

Present: Emmanuel Ajavon, Tom Battles, Kevin Birdsey, Liz Blum, Rosemary Fifield, Jessica Giordani, Ann Shriver Sargent and Allene Swienckowski

Absent: Victoria Fullerton, Ed Howes, Benoit Roisin and Jessica Saturley-Hall (participated by phone briefly)

Staff: Amanda Charland (Director of Member Services & Outreach), Ed Fox (General Manager), April Harkness (Board Administrator), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)

Guest: Mike Chamness (Community Organizer, Upper Valley Giving Emergency Aid & Resources)

Rosemary Fifield called the meeting to order at 6:00 p.m. in Conference Room A, Co-op Resource Center, White River Jct., VT.

Adopt Agenda

MOTION: Liz Blum moved to adopt the June 26, 2019 board meeting agenda.

Allene Swienckowski seconded the motion.

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

Consent Agenda: May 22, 2019, Meeting Minutes and May 2019 Share Redemption Requests

MOTION: Tom Battles moved to accept the May 22, 2019, Meeting Minutes and the May 2019 Share Redemption Requests.

Jessica Giordani seconded the motion.

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

Confirmation of Officers – President, Vice President, Secretary and Treasurer

Rosemary offered the board an opportunity for additional nominations for the Officer seats. Hearing none, the board confirmed the Officers as named at the May 22nd, 2019 board meeting: Rosemary Fifield, President. Liz Blum, Vice President, Benoit Roisin, Treasurer. Jessica Giordani, Secretary.

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

Appointment of Committee Chairs:

- **Election Committee:** Allene Swienckowski will Chair. Kevin Birdsey will serve on Committee.
- **Finance Committee:** Benoit Roisin will Chair. The full board will serve on Committee.
- **HCCF Advisory Committee:** Tom Battles will Chair.
- **King Award Task Force:** postponed
- **Annual Meeting Task Force:** Ann Shriver Sargent will Chair.
- **Diversity Committee:** Liz Blum will Chair. Allene Swienckowski will serve on Committee.
- **EL 5 Committee:** postponed
- **Governance Committee:** Kevin Birdsey will Chair. Jessica Saturley-Hall and Rosemary Fifield will serve on Committee.
- **Waste Reduction Committee** will be moved to a Task Force.
(*Jessica Saturley-Hall terminated participation by phone and Ann Shriver Sargent arrived*).
- **Member Linkage Committee:** This committee's work will be tied to a governance policy (GP) that Jessica Giordani and Victoria Fullerton will present at the July board meeting.
- **Bylaws Committee:** The board voted unanimously in favor of creating a Bylaws Committee. Rosemary Fifield will Chair.

Member Comments

Mike Chamness, Community Organizer from Upper Valley Giving Emergency Aid & Resources (UVGear), described the program and their desire to partner with the Co-op. The program (formerly known as Silent Warriors) provides assistance and supplies to Upper Valley citizens experiencing temporary homelessness, including sleeping bags, tents, personal hygiene items, food and bikes.

The board thanked Mike for coming and offered the Co-op's assistance through our regular channels. Amanda Charland will keep the board informed on the progress.

Monitoring

Monitoring Report EL 4 – *Member/Shopper Experience*

MOTION: Ann Shriver Sargent moved to assess the EL 4 – *Member/Shopper Experience* as demonstrating compliance.

Liz Blum seconded the motion.

Ed Fox reminded the board of the upcoming customer survey. The Co-op is working with a new consultant this year and is creating a shorter, more engaging survey that will be statistically significant. The board asked to see a draft of questions that are already developed, so they can see if there are any gaps and consider additional member surveys at a later time.

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

Monitoring Report GP 6 – *Board Process for Recruitment and Continuity*

MOTION: Kevin Birdsey moved to accept the GP 6 – *Board Process for Recruitment and Continuity* monitoring report.

Jessica Giordani seconded the motion.

Discussion: Allene said that it would be helpful, as a recent board candidate, to know why board members are asked to supply social security cards and other documentation. *(These documents are necessary for the Co-op to be eligible for certain state and federal food assistance programs, such as SNAP and for liquor licensing).*

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

Governance Process

Ends Workshop Report

MOTION: Tom Battles moved to accept the new ends statement as developed by the board at the May 11, 2019 workshop and to rescind the old ends statement.

Allene Swienckowski seconded the motion.

Discussion: Every member of the board present was asked to provide feedback on the new ends statement that was created at a recent full day workshop with the board's policy governance consultant. The board also addressed an email from a member expressing concern over the new ends for reasons that included a lack of differentiation between the Co-op and any other grocery store and any mention of membership. Most board members spoke in favor of the new ends and in recognition of their dynamic and evolving manner over time.

It was also noted that the ends are left to the General Manager to interpret and to provide the board evidence of compliance. Ed was asked for some specific examples of how he might show compliance in certain sections of the new ends and he provided them.

VOTED: 6 in favor, 1 opposed (Liz Blum). 1 abstained (Ann Shriver Sargent). The motion passed. *(Please see Appendix A for new ends statement)*

EL 9 – Cooperative Giving Programs Revision

MOTION: Tom Battles moved to accept the revisions to EL 9 – *Cooperative Giving Programs*

Discussion: Kevin pointed out that the Pennies for Change program is now the responsibility of the General Manager and not the board. It was noted that the round up program is a *customer* program, rather than a *member* program, so it belongs in the hands of the GM.

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

GP 8 – Cooperative Giving Programs

MOTION: Ann Shriver Sargent moved to accept the revisions to GP 8 – *Cooperative Giving Programs*.

Jessica Giordani seconded the motion.

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

GP 2- Board Deliverables

MOTION: Tom Battles moved to accept the revisions to GP 2 – *Board Deliverables* with the following changes: GP 2.1 will be removed and GP 2.1.1 will replace it. *(Please see Appendix B for full version)*

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

Monitoring GPs and B-GMs

Individual board members were assigned responsibility for providing monitoring reports for GPs and B-GMs on page 39 of the June board packet. Each board member is welcome to provide reporting in a narrative format or to use the format provided in the GP 6 monitoring report in this month's packet. All policies were assigned, except for four which will be divided among those board member's not present. (Please see Appendix C for board member assignments).

Governance Action Plan Review

The board went through the Governance Action Plan (on page 41 of the board packet) and confirmed the due dates on several items including; EL 1 revision to be worked on by the Governance Committee for submission in the August board meeting packet, Diversity Committee charter resubmission for the July board meeting and lastly Rosemary offered to work on revisions to the Election Committee charter.

GM Monthly Update

The General Manager told the board that overall financials through May 2019 are looking better than the projected losses for the same period last year. He also updated the board on the removal of food products containing CBD from all locations, but has since been put back on the shelves at the White River Junction store due to differing state laws. Tom commended Allan on his comments to the Valley News and appreciated how the Co-op continues to be in front of these types of issues.

Business planning for 2020 has begun with more conversations to come this fall. The Co-op's ECRS system will be operating at 100% perpetual inventory by the end of next week, enabling automated product orders from all vendors. This will save time in the stores and product on the shelves will be better reflected.

Staffing remains an issue at 2.2% unemployment rate in the Upper Valley. The Co-op has 28 open positions, 20 of which are full-time. We will be relaunching our job ads and looking at how and where we market open positions.

Business Continuity Plan will be reported on in the coming months.

Ed has been working with the new CEO of National Cooperative Grocer (NCG) C.E. Pugh and has invited him to our September board meeting. NCG is also working on revising their ends statement.

Ed was asked specific questions about the Co-op's Community Market and prepared foods position turnovers. He offered to look into it and prepare a summary report for the July board meeting.

Monitoring Ends and ELs

Kevin outlined the way in which the board monitors GM performance via ends and ELs (p. 49 of June board packet). He suggests that these descriptions be incorporated into the Board's Policy Book, perhaps as an Appendix.

Ann also suggested that while the board can keep the existing monitoring calendar, it may be beneficial to have discussion of the month's EL at the board meeting, allow time to ask questions, get feedback and additional data from the GM on any questions, deliberate as a board, but hold off on accepting the monitoring report until the following month. Ann will email the absent board members with her thoughts and provide a proposal for consideration in July.

Action Items

Action items were reviewed and board members were asked to complete a Board Meeting Self Evaluation before they left.

Adjournment

Motion to adjourn at 8:27 p.m.

Respectfully submitted,

April Harkness

Board Administrator

Jessica Giordani

Board Secretary

Appendix A

The Hanover Consumer Cooperative Society exists so that there are accessible, trustworthy, high quality, cost-effective goods and services that meet the needs of our diverse and inclusive community.

1. Shoppers have access to a range of goods and services including, but not limited to:
 - 1.1. Fair trade goods
 - 1.2. Locally produced goods
 - 1.3. Organic goods
 - 1.4. Conventional foods
 - 1.5. Affordable goods and services
2. Shoppers experience a positive, personalized experience.
 - 2.1. Shoppers have access to goods and services at times, places, and modes that meet their needs.
3. Our community has choices with positive environmental, health, and social impacts.
 - 3.1. Shoppers understand the environmental, health, and social impacts of their choices.

Appendix B

GP 2 – Board Deliverables

As an informed agent of the member-ownership, the Board’s specific job products are those that ensure appropriate organizational performance.

Accordingly, the Board has direct responsibility to produce:

GP 2.1 Board decisions that reflect member-owners’ values and needs.

GP 2.2 Written governing policies that, at the broadest levels, address each category of organizational decision:

Ends: Organizational products, effects, benefits, outcomes, for intended recipients, and their relative worth (what good for which recipients at what cost).

Executive Limitations: Constraints on executive authority that establish the prudence and ethics boundaries within which all executive activity and decisions must take place.

Governance Process: Specification of how the Board conceives, carries out, and monitors its own task.

Board-GM Linkage: How power is delegated and its proper use monitored; the GM role, authority, and accountability.

GP 2.3 Assurance of organizational performance on Ends and Executive Limitations.

GP 2.3.1 Continuity of the CEO function.

GP 2.3.2 Structured monitoring of the CEO as outlined in Board-Management Delegation policies.

GP 2.4 Operational decisions that the Board has prohibited the GM from making by its Executive Limitations policies.

This policy will be monitored annually in January.

Appendix C

Using the monitoring calendar provided in Appendix I of the *Governance Policies Manual* dated 12.07.18, the following Board-related policies have been assigned for 2019/2020:

<u>Policy Monitoring Schedule</u>	<u>Report Author</u>
July—September	(none)
October	
GP 9 – Cooperation Among Cooperatives	___ Ed Howes ___
November	
GP 5 – President’s Role	___ Ann Shriver Sargent ___
December	
GP 3 – Governance Development	___ Tom Battles ___
January	
GP 2 – Board Deliverables	___ Jessica Giordani ___
GP 10 – Board Committees	___ Allene Swienckowski ___
February	
GP 4 – Board Members’ Code of Conduct	___ Emmanuel Ajavon ___
B-GM 2 – Accountability of the GM	___ Ann Shriver Sargent ___
B-GM 3 – Delegation to the GM	_____
March	
B-GM Global	_____
B-GM 1 – Unity of Control	_____
B-GM 4 – Monitoring GM Performance	___ Liz Blum ___
April	
GP Global	___ Kevin Birdsey ___
GP 1 – Governing Style	___ Kevin Birdsey ___
GP 7 – Monitoring Board Performance	_____
May	
GP 8 – Cooperative Giving Programs	<i>HCCF Committee chair</i> Tom Battles
June	
GP 6 – Board Process for Recruitment & Continuity	<i>Election Committee</i> Allene Swienckowski