

DRAFT MEETING MINUTES, January 27, 2021  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, and Jessica Saturley-Hall

Absent: Peggy O'Neil

Employees: Paul Guidone (General Manager), April Harkness (Governance & Community Engagement), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)

Potential  
Board

Candidates: Conicia Jackson, Elisee Rugambarara

Members: Jennifer Byrne, Maria Dahlman, Gary Gletow, Christine Miller, Charlie (no last name provided)

Jessica Saturley-Hall called the meeting to order at 5:15 p.m.

**Consent Agenda: December 16, 2020 Meeting Minutes and December 2020 Share Redemption Requests**

**MOTION:** Kevin Birdsey moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

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

**Member Linkage**

Emmanuel Ajavon asked the potential board candidates to introduce themselves. Conicia Jackson and Elisee Rugambarara said a few words and Jennifer Byrne indicated that she's still considering whether or not she will run for the Board. No other member comments were received.

**Board Authorization**

**MOTION:** Jessica Saturley-Hall moved to have the board approve legal expenses associated with a question regarding a potential board candidacy. Manish Kumar seconded the motion.

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

## **Monitoring**

### **EL 12 – Board Logistical Support**

**MOTION:** Manish Kumar moved that EL 12 – Board Logistical Support monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Marta Ceroni seconded the motion.

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

### **GP 2 – Board Deliverables**

As Peggy O’Neil, the board member tasked with reporting on GP 2 – Board Deliverables, was unable to attend the February board meeting, this monitoring report was deferred until the regularly scheduled March board meeting.

### **GP 10/GP 11 – Board Committees**

As the board member tasked with reporting on GP 10/GP 11 – Board Committees, Jessica Giordani submitted her report as written and thanked the committee chairs for providing their annual reports. (See Appendix 1) No comments regarding the report were made by board members.

## **General Manager Report**

General Manager Paul Guidone noted that January 2021 sales remained strong and the pandemic-induced trends seen in 2020 continued: strong member participation, fewer transactions but larger basket size, and sales well ahead of budget as well as ahead of last year at this time. He stressed the importance of recognizing these trends as a continuation of buying patterns influenced by on-going pandemic news.

## **Board Planning**

### **Financials 2020**

Board President Jessica Saturley-Hall reminded the board that the annual audit was in progress and the board will receive a full report in February. In the meantime, she suggested the possibility of financial training for board members on the specifics of patronage refund via an on-cycle informational meeting in February.

### **Annual Meeting 2021**

The Board set the date for the 2021 Annual Meeting as Saturday, April 3, with the understanding that this is the day before Easter. Jessica Giordani volunteered to organize the virtual event.

### **Allen & Nan King Award**

Manish Kumar will head the search for nominations for the 2021 Allen and Nan King Award. He will work with members of the Outreach Department to solicit nominations for the award, which is given to a Co-op Member in recognition of community service and includes a \$500 donation to the non-profit of their choice.

### **Member Linkage 2021**

Members of the Member Linkage planning group provided an update on their work with Beth Saunders Associates and members of the Outreach Department. They meet every Friday for the next few weeks.

### **Committee Updates**

#### **Diversity Equity and Inclusion Committee**

Kevin Birdsey, Chair of the DEI Committee, submitted his report as written and asked the board for feedback on the proposed statement of solidarity with the Migrant Justice's Milk with Dignity Program. The board is in support of continuing to pursue the details of the statement.

#### **Election Committee**

Emmanuel Ajavon, Chair of the Election Committee, informed the board of five declared candidates, two of whom are employees. As no more than one elected employee can serve at this time, there are not enough candidates to fill five vacant seats nor are there enough for a contested election. He implored the board to continue outreach and suggested a deadline extension beyond February 1<sup>st</sup>, if necessary.

#### **HCCF Fundraising Committee**

The HCCF Fundraising Committee submitted a report on 2020 fundraising activities based on selected product sales, with both Co-op and vendor contributions. Fundraising for 2021 will be done in a similar manner, but without contributions from the Co-op.

### **Adjournment**

**MOTION:** Kevin Birdsey moved to adjourn the meeting at 6:42 p.m. Manish Kumar seconded the motion.

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

*(Nick Clark appeared to have already left the meeting)*

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

**Appendix I**  
**GP 10/GP 11 – Board Committees**  
**Monitoring Report**

## Monitoring Report on GP 10 – Board Committees

Respectfully submitted by Jessica Giordani 1.20.2021

The Board will assign committees, when appropriate, to reinforce the wholeness of the board's job, and never to interfere with delegation from board to GM.

**GP 10.1:** Board committees are to help the board do its job, never to help, advise, or exercise authority over management. Committees ordinarily shall assist the board by preparing alternatives and implications for board deliberation or. By performing direct inspections or overseeing monitoring functions as specified by the board.

Yes: 7/Needs Improvement: 2

*The board's committees exist to perform specific work for the board, and thereby inform the board's ability to make decisions. A suggestion has been made that committee charters be reviewed to ensure that there is no language that would implicate that the committee "help, advise, or exercise authority over management." There is overall agreement amongst board members that existing committees are functioning within these parameters.*

**GP 10.2:** Board committees may not speak or act for the Board except when the Board formally gives such authority for specific and/or time limited purposes.

Yes: 9/Needs Improvement: 0

*The board that agrees that the listing committees are functioning within the parameters of GP 10.2, and members have cited examples of committees speaking and or acting for the board as per the specifics of their charters (ie., Bylaw committee engaging legal; Ends committee surveying partners).*

**GP 10.3:** The board will carefully state expectations and authority in order not to conflict with authority delegated to the GM.

- **10.3.1:** The GM is not required to obtain approval of a Board committee before an executive action. The GM works for the full board.

Yes: 9/Needs Improvement: 0

- **10.3.2:** Board committees cannot exercise authority over employees.

Yes: 8/Needs Improvement: 1

*The board's committees function appropriately within the parameter set by GP 10.3.1. An example was provided citing the Ends committee working closely with specific staff members, but connecting with the GM for approval first. With regard to GP 10.3.2, it has been suggested that there may be a need to review the charters for both the DEI and*

*Ends committees. Both charters “specify which employees shall be available to assist the committee or be on the committee. However, that is in conflict with B-GM 2.2 which states “The Board will not instruct... any employee other than the General Manager.” There may be need for both committees to revisit their charters to fine-tune any language that may not adhere to B-GM 2.2*

**GP 10.4:** The board will use committees sparingly.

Yes: 7/Needs Improvement: 1

*There is limited concern that there may be some degree of redundancy across committees (Governance/Bylaws, Ends/Member Linkage). Overall the board finds that committees are used sparingly, with a balance of standing committees, and those that are established with the express purpose of addressing timely governance needs.*

**GP 10.5:** Any group formed by board action, whether called a committee or not, and whether it includes directors or not, is subject to this policy. This GP 10.5 does not apply to committees formed under the authority of the GM.

Yes: 9/Needs Improvement: 0

*At present the board has one group (the committee chairs working with Beth Saunders Consulting and staff members) that meets this definition, and it is working within the parameters defined in this policy.*

**GP 10.6:** All committee members shall abide by the same Code of Conduct that governs the board.

Yes: 6/Needs Improvement: 2

*It has been suggested that the Code of Conduct be explicitly shared with all committee members at the beginning of their service. Some board members did not feel that they could adequately assess the behavior of all members of all committees. No examples were offered to show that there have been Code of Conduct violations.*

**GP 10.7:** Except as defined in written Committee Charter, no committee has authority to commit funds or resources of the organization.

Yes: 9/Needs Improvement: 0

*Board committees have not attempted to unilaterally allocate funds, nor resources of the organization. A suggestion was made that the board consider incorporating funding and resources into committee charters as needed in order to allow them to conduct more efficient and timely work.*

**GP 10.8:** The time and location of all board committee meetings shall be made public at least forty-eight (48) hours in advance of the meeting.

Yes: 4/Needs Improvement: 5

*The Co-Op Boards page of the organization's website features a listing of committee meetings (including date/time/Zoom link). There seemed to be some confusion amongst board members regarding how/where committee meetings are noticed to the membership. It would benefit the board to review the process for submitting meeting information to the Board Administrator so that it may be posted at least 48 hours in advance of meetings.*

## Monitoring Report for GP 11 – Board Committee Structure

For this monitoring report, results related to committee products are being addressed.

### Annual Report of the Bylaws Committee for the period of January 2020 to January 2021

Submitted by Rosemary Fifield, Committee Chair

The 2020 Bylaws Committee (Amanda Charland, Rosemary Fifield, Paul Guidone, April Harkness, Lori Hildbrand, Mark Langlois, and Allene Swienckowski) met on July 8 and August 6. Allene Swienckowski left the committee on August 26. The remaining committee members met on November 11 via Zoom and via email on December 14.

At the July 8 meeting, the committee reviewed the work begun by the 2019 Bylaws Committee (Amanda Charland, Rosemary Fifield, Ed Fox, April Harkness, Lori Hildbrand, and Mark Langlois). The 2019 committee had expected to resume its work in early 2020, but the resignation of Ed Fox, followed by the uncertainties created by the pandemic, caused the committee to hold off until new board members were seated in May.

At the July 8 and August 6 meetings, the committee worked with recommendations from attorney Jeff Zellers to ensure its proposed bylaw revisions were in concert with NH Consumer Cooperative RSA 301-A and any other relevant legislation. The proposed revisions were then presented to the full board, who saw them for the first time at the August 26, 2020, board meeting. The board's response and input was solicited, with the understanding that an official board vote would occur once a final version had been reviewed by Attorney Zellers.

The committee's intent was to discuss and incorporate board input at its September committee meeting. However, in the aftermath of the August 26 board meeting, the committee's meetings were put on hold for two months.

To meet the projected timeline for a member vote in April, 2021, chair Rosemary Fifield made the minor wording changes suggested by the board at the August 26 board meeting and sent the document to Attorney Zellers for final review on September 16. His response was received on October 30<sup>th</sup>.

The Bylaws Committee met via Zoom on November 11 to discuss counsel's recommendations. At that meeting, the committee further modified the wording of the proposed revisions to meet Zellers' recommendations. The committee then agreed to present the document to the board at the December 16 board meeting for an official vote meant to endorse a member vote in April 2021.

On Friday, December 11, 2020, Attorney Zellers sent an unexpected email to the Bylaws Committee chair in which he wrote:

*For many years I have advocated a top to bottom review of the bylaws. We have, over the years, repeatedly found ourselves scratching our heads over the meaning of certain bylaw provisions when trying to assist the Coop with governance questions and related matters and it has led to arguing with regulators and lenders over language in the Bylaws. Just as a doctor cannot render a worthwhile diagnosis without an exam, without an overall review of the bylaws it is not possible to gauge the full extent and actual significance of inconsistencies. I do suspect that for organizations using Policy Governance their bylaws are tailored to address the prominence of such governance and the interplay of PG and the bylaws. I do think the issues around the interplay of Policy Governance*



*and the Bylaws are potentially material and significant for reasons I'd rather not get into here but am happy to discuss.*

*I do note that such a thorough review of the bylaws will likely take course over several months and cannot be accomplished in time for this year's Annual Meeting.*

On Monday, December 14, at the request of the committee chair, General Manager Paul Guidone discussed the implications of this email with his leadership team, most of whom served on the Bylaws Committee. In concert with the chair, the Leadership Team agreed that the email presented multiple reasons to postpone the vote.

The Bylaws Committee withdrew its recommendation that the board vote to include member consideration of the proposed revisions at the April 2021 Annual Meeting. The board agreed on December 16 to postpone bringing proposed bylaw revisions to the membership, but expressed its interest in a continued conversation regarding the possibilities proposed by Attorney Zellers.

### **Annual Report of the Election Committee for the period from January 1, 2020 to January 1, 2021**

The 2020 Election Committee members are Emmanuel Ajavon (Chair), Peggy O'Neil (Board Member), Liz Blum (Co-op Member), and April Harkness (Co-op Employee). The Committee met twice in the Fall/Winter 2020 to update materials, develop a strategy and discuss best options for seeking 2021 board candidates. As there are 2 weeks to go before the February 1, 2021 Deadline to Declare, the Committee is using all of the outlets available via the Co-op's regular communication channels (website, in-store materials, monitors, social media, press releases, e-newsletters, blog posts, Cooperator Employee Newsletter and direct email to gain interest and solicit qualified candidates.

The Committee respectfully asks the full board to participate in this effort as due to 2 resignations there are 5 open seats this year. In the future, this Committee recommends that the task of building a pipeline for potential candidates to nurture the skills and interest of new board members become a yearlong task and not saved until the last months of an election cycle.

Respectfully Submitted,  
Emmanuel Ajavon  
Election Committee Chair

### **Annual Report of the Governance Committee for the period from January 1, 2020 to January 1, 2021.**

In 2020, the Governance Committee was chaired by Kevin Birdsey from January 1 through May 26. Committee members were Liz Blum, Rosemary Fifield, April Harkness, and Jessica Saturley-Hall.

At the board meeting on May 27, Jessica Saturley-Hall became chair of the committee. Committee members through the month of December were Nick Clark, Rosemary Fifield, and April Harkness.

The committee met on February 25, June 10, July 10, July 24 and August 7. No other meetings were held.

As indicated on the Governance Action Plan, the committee brought to the board proposed revisions on GP 3, GP 5, EL 7, and EL 14 and updated the Election Committee Charter during the months of May, June, and July. All received board approval and were implemented.

Work was begun on a proposed GP to address policy violations by board members. At the August 26 board meeting, chair Jessica Saturley-Hall presented preliminary ideas and asked for comments and suggestions for developing a process that would then be put into policy format.

The Governance Committee has not met since the August 26 board meeting, and no further work has been done on items on the Governance Action Plan.

### **Member Linkage Committee Annual Report**

Current Committee Members: Jessica Giordani (chair), Ed Howes, April Harkness

The Member Linkage Committee has not taken action or held meetings. The board made the decision for Member Linkage to bring its work after the completion of focus group sessions with Beth Saunders Associates. The committee's members will be finalized, and work on Member Linkage will begin in Spring of 2021.

### **2020 Ends Committee Annual Report**

#### **Current Committee composition**

**Board:** Marta Ceroni (Chair), Manish Kumar, Peggy O'Neil

**Employees:** Janet Couture, David Phillips

**Member owners:** Nancy Carter, Brooke Beaird, Richard Schramm, Victoria Fullerton

The Ends Committee was established by vote of the Board at its 24 July 2019 meeting "to study the new Ends and to recommend changes." The voted motion also carried the following element: "The Committee will work with Member Services and Outreach to involve as many members as possible." The Ends Committee chaired by Benoit Roisin met every two weeks from October 16 2019 until March 23 2020, when Covid 19 redirected everyone's attention to readjusting our lives and work to the pandemic. The Committee re-started its activities on June 25th 2020, meeting every other Tuesday for a total of 13 meetings in 2020.

We had established the following objectives:

- 1. Gather information about members' goals and priorities for the Co-op from active member-owners using survey instruments as well as non-survey instruments, seeking to include voices across a diverse population.**
  - We have met with Amanda Charland a couple of times and received a summary of relevant information from recent member surveys.
  - We have developed and refined an initial set of questions for members and in early 2021 we will be working with Amanda to find the best ways to reach members and invite their responses.
  
- 2. Gather supporting information about the impacts of the Co-op on a number of stakeholders (e.g. employees, farms and other vendors, other Co-operatives, community non-profits, locally-owned and independent businesses, and governmental agencies)**

- Employees on the Committee worked with Lori Hildbrand and Lindsay Smith to provide the Committee with helpful information on initiatives that support Co-op employees during these hard times and on focus groups to best understand factors that impact their jobs. We don't expect we will develop any survey questions for the employees but rather rely on existing data.
- We have developed three brief surveys for vendors, nonprofits, and other Co-ops with the intent of better understanding the reciprocity between these stakeholders and the Co-op.
- Five vendors (out of 18) have responded and one of them is interested in an in-depth follow up interview and in sharing a story about partnering with the Co-op.
- We have had two responses from other Co-ops (out of 15) and are waiting to receive hopefully more.
- We are about to send out the survey to nonprofits this month.

**3. Produce deliverables that most likely will include: 1) a succinct presentation of goals that member-owners deem most important for the Co-op to continue to strive for; 2) a draft of short aspirational Ends for the Board to review and refine; 3) a report on the functions the Co-op plays for various stakeholders.**

In summary, we reconvened as a Committee in late June 2020; designed the data collection process; and designed and delivered most of the non-member surveys. In early 2021 we will summarize these results in a report on the roles that the Co-op plays for various stakeholders (n. 3 above). We will partner with Amanda Charland to invite feedback from the members and draft the documents above in the format most helpful for the Board. We will seek potential communication opportunities with the broader member base at each phase of this work.

### **GP 11.2 Diversity, Equity and Inclusion Committee**

The Diversity, Equity and Inclusion Committee (DEI) will assist the board with the following activities in accordance with the board's responsibility for member-owner linkage with a changing and growing membership.

Objectives:

1. The Committee shall work toward racial and social diversity, equity and inclusion by preparing the list of products below to better serve and represent our communities and Cooperative Principle 1.

**A review of the committee's reports in the past twelve months shows a clear focus on the relevant topics, diversity, equity, and inclusion. Despite this, there is little evidence as to the development of the products listed below.**

Committee Products:

2. The Committee produces information, options, and plans for the board's consideration.

**The committee has spent much of its time in the past twelve months sharing background knowledge in the relevant topics in addition to developing a proposal for revised EL policies.**

Unfortunately, this has left little time spent on the following products. This should be remedied in the coming months.

2.1 An assessment of the current level of engagement by the board with racially and socially diverse populations' ownership linkage in the community.

2.2 Information to enable the board to understand why some segments in the community do not engage with the board's ownership linkage activities and options regarding strategies to enhance ownership engagement.

2.3 An assessment of the effectiveness of the board's linkage in engaging with the community's diverse populations.

Committee Authority:

3. The Committee's authority enables it to assist the board in its work, while not interfering with board holism.

As demonstrated below, the authority of the committee has not interfered with board holism.

3.1 The Committee Chair has the authority to reasonably interpret this Committee Charter.

Upon becoming the current chair, Kevin Birdsey reviewed the charter and has not been made aware of unreasonable interpretation.

3.2 The Committee has no authority to change board policies.

The committee has proposed policy revisions to our board in both August and October, and will likely do so again in the near future. Please note that these have only been proposals and in October, that proposal was presented as two possible formats for our board to consider.

3.3 The Committee has no authority to spend funds without Board approval.

There was a board sponsored lecture at the Norwich library last January (difficult to verify) Other than this event, in the past twelve months, the committee has not spent any funds, with or without board approval.

3.4. The Committee has authority to use employee resource time normal for administrative support.

Two employees serve on this committee, April Harkness and Lori Hildbrand. April provides administrative support and other committee tasks as part of her normal job duties. April verified this statement to be true via email.

Lori serves on the committee per this charter's Composition and Tenure section below. Lori did state that work for this committee does fall outside of her normal job duties. The committee will work to be sure this is addressed for better compliance with this charter.

Committee Composition and Tenure:

4. The Committee's composition shall enable it to function effectively and efficiently.

4.1 The Board shall elect one of the current directors to chair the Committee.

Our board elected Kevin Birdsey to fill the vacant chair position in September. Two other board members served in this role during the reporting period, both elected as such by the board.

4.2 The Committee shall have a minimum of five members, including two additional board members, at least one employee and the Human Resources Director. The remaining members shall reflect the diversity of our community.

An average of six committee members have been in attendance at recent meetings. April Harkness is an employee on the committee along with Lori Hildbrand,

Director of Admin. Operations, which includes our co-op's human resources department. No data is available at this time to objectively show how the diversity of our community is reflected.

Marta Ceroni has attended recent meetings as a non-committee member, but at this time there are no board members officially on the committee other than the chair.

4.3 The Chair will select the members subject to the approval of the Board of Directors.

All current committee members have been approved by our board, the latest being the chair.

### **GP 11.6 Hanover Cooperative Community Fund (HCCF) Advisory Committee**

The HCCF Advisory Committee assists the Board in fulfilling its responsibilities for the Hanover Cooperative Community Fund, a permanently endowed fund managed by the Twin Pines Cooperative Foundation (TPCF), a tax-exempt 501(c)(3) corporation.

Products:

1. The committee products are to support the board's job, never to decide for the board unless explicitly stated below.

1.1 The Cooperative adheres to the most recent contract made with TPCF.

To the chair's knowledge, no violations have been brought to light.

1.1.1 The Board is aware of any requirements or concerns of TPCF.

See below. This is difficult to measure beyond providing access to the board.

1.1.1.1 Board members have access to the most recent contract with TPCF.

This contract is Appendix 5 of the board policy book.

1.1.2 Disbursement of interest meets TPCF guidelines.

The primary guideline in our contract with TPCF is that recipients of the fund's interest are non-profit organizations. Committee member April Harkness verified that all recipients supplied tax documents showing this to be the case. Those documents were included with each application when circulated to the rest of the committee for verification.

1.2 Annually, options and implications for the Board's decision regarding disbursement of TPCF interest in accordance with GP 8 guidelines and the TPCF contract.

Recommendations for disbursement of interest were submitted to the board in October as a list of recommended Community Project Grants (there were no applicants for the Gerstenberger Scholarship).

1.3 An annual report to the Board including:

- Disbursement recommendations, including: (a) name and nature of each recipient organization or individual, (b) respective amounts, (c) percentages of the total donation going to each organization, (d) mention of which Co-op giving theme(s) each donation meets, and (e) a list of organizations that have applied.

- Cash flow statements

- Contributions and investments performance.

These items were supplied to the board via email on October 25 in advance of the October 28 board meeting.

1.4 A brief annual report to the Society at its Annual Meeting.

Due to the altered nature of the 2020 Annual Meeting, this report did not take place. Perhaps a brief presentation covering two years worth of fund recipients should be on the agenda for the 2021 meeting.

Authority:

2. The Committee's authority enables it to assist the board in its work, while not interfering with board holism.

2.1 The Committee has no authority to change board policies.

The committee has not changed any board policies. Any ideas to revise policy that may come will be properly brought to the board for approval.

2.2 The Committee Chair has the authority to reasonably interpret this charter and the TPCF contract.

The chair read both the charter and the contract shortly after being elected to the role and before moving forward with any work of the committee. No unreasonable interpretations have been brought to the chair's attention.

2.3 The Committee has no funds of its own to spend.

To the chair's knowledge, no funds were used specifically for this committee to do its work.

2.4 The Committee has authority to use staff resource time normal for administrative support around meetings, the award application process, and communication with TPCF.

April Harkness' participation on this committee and its work overlaps with her normal work duties. She has verified as much via email. In addition, other staff members', particularly the Marketing department's, time and effort helps promote the application period for the project grants.

In addition, the committee met in October with Paul Guidone, Emily Rogers, and Jacob Vincent. This meeting took place during normal work hours and the staff involved were invited to meet with the committee due to their participation in planning fundraising.

2.5 The Committee has no authority over staff fundraising activities.

As noted above, the committee met with select staff to discuss, among other things, fundraising. This discussion was focused on developing a long-term goal for fundraising. While fundraising activities were a part of the discussion, the committee members made no effort to exert authority over what activities staff were to work on.

Composition and Tenure:

3. The Committee's composition shall enable it to function effectively and efficiently.

3.1 The Board shall elect one of the current directors to chair the Committee for one year.

Board member Kevin Birdsey was elected to chair this committee in June.

3.2 The Committee will have a minimum of four members.

This committee has had four members, Terry Appleby, Kevin Birdsey (chair), April Harkness, and Ed Howes since September. The committee did not meet until four members were approved by our board

3.3 The Chair will select the remaining members subject to the approval of the Board of Directors.

Our board approved the current committee at our September board meeting.

3.3.1 Committee members shall include at least one Co-op member who is not an employee and is not on the Board.

Co-op member Terry Appleby, although the former GM, is not a current employee and has been on this committee.