

MEETING MINUTES, February 23, 2022
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon (joined the meeting at 6:35 p.m.), Kevin Birdsey, Marta Ceroni, Nick Clark (joined the meeting at 5:18 p.m.) , Rosemary Fifield, Jessica Giordani, Conicia Jackson, Manish Kumar, Peggy O’Neil, Orin Pacht

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

2022 Board

Candidates: Mary Lou Aleskie, Peter Bouchard, Eric DeLuca, Barry Fudim, Marlena Furness, Karin Nicoll, Lindsay Smith, Jennifer Tietz

Guests: Doug deLara (Audit Senior Manager), Jeffrey Wheeler (Audit Principal), *Baker Newman & Noyes, LLC*

Vice-President Jessica Giordani called the meeting to order at 5:17 p.m.

Consent Agenda: January 26, 2022; January 2022 Share Redemption Requests

MOTION: Conicia Jackson moved to accept the Consent Agenda. Orin Pacht seconded the motion.

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

Nick Clark joined the meeting.

Meet the 2022 Board Candidates

The eight Co-op member-owners present who declared their candidacy for the 2022 HCCS Board of Directors introduced themselves.

Member Input

None.

Monitoring

EL 1 - Finances

MOTION: Orin Pacht moved that EL 1 – Finances monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Kevin Birdsey seconded the motion.

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

Auditor's Presentation

Doug deLara (Audit Senior Manager) and Jeffrey Wheeler (Audit Principal) of *Baker Newman & Noyes, LLC* presented the 2021 audit results.

MOTION: Peggy O'Neil moved to accept the audit report as presented. Conicia Jackson seconded the motion.

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

MOTION: Peggy O'Neil moved to offer no member patronage in 2021 based on the opinion of management, legal, and the auditors. Orin Pacht seconded the motion.

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

GP 4 – Board Members' Code of Conduct

Manish Kumar presented the results of the GP 4 monitoring report with areas of concern around proper time commitment and meeting preparation. The Board instructed the Governance Committee to provide a draft of possible revisions to make this policy less verbose.

B-GM 2 – Accountability of the GM

Orin Pacht presented the results of the B-GM 2 monitoring report with no areas of concern.

Emmanuel Ajavon joined the meeting at 6:35 p.m.

B-GM 3 – Delegation to the GM

Orin Pacht presented the results of the B-GM 3 monitoring report with concern around the process for accessing reasonable interpretation. The board discussed working closer with the GM on interpretations and/or re-drafting policy as necessary.

General Manager Report

Paul Guidone presented the report as written.

Committee Update

Election Committee

Conicia Jackson updated the board on next steps for the candidates.

Ends Committee

Marta Ceroni updated the board on the Ends Survey progress.

GM Search Committee

Executive Session

MOTION: Nick Clark moved to enter into Executive Session at 6:53 p.m. to review candidates for the General Manager and to include the employee board member. Peggy O'Neil seconded the motion.

VOTED: 10 in favor. 0 opposed. The motion passed.

Board came out of executive session at 8:02 p.m.

Adjournment

The meeting adjourned at 8:02 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary