CONTENTS

HCCS Board of Directors Meeting
April 29, 2020
6:00 p.m., Virtual Meeting via ZOOM

Item	Page
AGENDA	2
March 25, 2020, BOARD MEETING MINUTES	3
MONTHLY CO-OP SHARE REDEMPTION REQUEST	6
Mascoma Bank Resolution	8
MONITORING REPORTS	
EL 2 Financial Condition and Performance	9
GP 4 – Board Members Code of Conduct	22
B-GM 2 – Accountability of the GM	24
B-GM 3 – Delegation to the GM	25
B-GM Global	26
B-GM 1– Unity of Control	26
B-GM 4 – Monitoring GM Performance	28
GP Global	29
GP 1 – Governing Style	30
GOVERNANCE ACTION PLAN	31
APPENDIX A – GM MONTHLY UPDATE	34
APPENDIX B – Scenario Planning	49
APPENDIX C – Ends Committee Meeting Minutes	52
APPENDIX D – Election Committee Report	54
APPENDIX E – BOARD OF DIRECTORS MEETING CALENDAR	55

AGENDA

HCCS Board of Directors Meeting
April 29, 2020
6:00 p.m., Virtual Meeting on ZOOM

Time	Agenda Topic	Page	Board Action
6:00	Call to order and Welcome		
	Roll Call, including Members in Remote Attendance		
	Consent Agenda		Approve
	March 25, 2020 Minutes	3	
	Monthly Share Redemptions	6	
	Mascoma Bank Resolution	8	
6:10	Member Linkage		
	Member input		Listen/Acknowledge
6:20	Monitoring		
	EL 2 – Financial Condition and Performance	9	Decision
	GP 4 – Board Members Code of Conduct	22	Discussion
	B-GM 2 – Accountability of the GM	24	Discussion
	B-GM 3 – Delegation to the GM	25	Discussion
	B-GM Global	26	Discussion
	B-GM 1 – Unity of Control	26	Discussion
	B-GM 4 – Monitoring GM Performance	28	Discussion
	GP Global	29	Discussion
	GP 1 – Governing Style	30	Discussion
7:15	Governance Process		
	Governance Action Plan Review	31	Discussion
7:20	Information		
	General Manager Report (App. A)	34	Information
	Scenario Planning (App. B)	49	Information
8:00	Adjournment		

DRAFT MEETING MINUTES, March 25, 2020
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Benoit Roisin, Jessica Saturley-Hall, Ann Shriver Sargent and Allene Swienckowski

Absent: Thomas Battles

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

2020 Board Candidates: Nick Carter, Marta Ceroni, Shelbi Fitzpatrick, Manish Kumar

Rosemary Fifield called the meeting to order at 6:00 p.m.

Consent Agenda: February 26, 2020 Meeting Minutes and February 2020 Share Redemption Requests

MOTION: Liz Blum moved to accept the February 26, 2020 Meeting Minutes and the February 2020 Share Redemption Requests. Allene Swienckowski seconded the motion.

VOTED: 9 in favor. 0 opposed, 2 abstained (Liz Blum and Allene Swienckowski). The motion passed.

Member Linkage

No comments.

Required Approvals Agenda

MOTION: Liz Blum moved to accept the Required Approvals Agenda (NCG Contract, Paul Guidone as Designated Representative to NCG, Banking Resolution, and Resolution to Hold Annual Meeting Virtually). Allene Swienckowski seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

GM Search

MOTION: Allene Swienckowski moved to suspend the GM search until July 2020 at which point the board will evaluate whether to move forward. Ed Howes seconded the motion.

VOTED: 10 in favor. 1 opposed (Jessica Saturley-Hall). The motion passed.

Monitoring

EL 2 – Financial Condition and Performance

MOTION: Rosemary Fifield moved that the EL 2 – Financial Condition and Performance monitoring report provides a reasonable interpretation of the policy and sufficient evidence of compliance. Liz Blum seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Ends Global

MOTION: Rosemary Fifield moved that the Ends Global monitoring report provides a reasonable interpretation of the policy and sufficient evidence of compliance. Benoit Roisin seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Annual Meeting

Annual Meeting & Candidate Forum Update

The 2020 Annual Meeting and Candidate Forum is to be held remotely on April 4, 2020.

King Award (moved to Executive Session at the end of the meeting)

Current Issues

Pandemic Planning Update

Interim General Manager Paul Guidone provided an update to the board on COVID-19 challenges and responses to those challenges.

GM/IGM Transition

MOTION: Liz Blum moved that the HCCS Board of Directors commend General Manager Ed Fox for his outstanding leadership and putting the Co-op on a strong financial footing in the face of current challenges presented by COVID-19. The Board unanimously applauded him for his service.

General Manager Report

Ed Fox updated the board on the Co-op's financial position and will provide further updates in April. He also thanked the leadership team for their hard work.

Executive Session

MOTION: Liz Blum moved to enter into executive session at 7:47p.m. and to include all board members to review the 2019 King Award nominations. There were no 2020 King Award nominations submitted. Allene Swienckowski seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

MOTION: Liz Blum moved to come out of executive session at 7:56 p.m. Rosemary Fifield seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Adjournment

Motion to adjourn at 7:58 p.m.

Respectfully submitted,

April Harkness
Board Administrator

Emmanuel Ajavon
Board Secretary

SHARE REDEMPTION REQUESTS
April, 2020

For the period ending April 20th, 2020, 24 members have requested redemption of shares. This includes 534 A shares and 68 B shares held directly by the members, and $46.72 in A share and $11.89 in B share extra held by the Co-op on account. The total cost of redemption is $3,068.61. The reasons for member redemptions are reflected on the attached list. The Co-op policy is when a member terminates his/her membership by redeeming his/her A shares any B shares and B share extra will be redeemed at the same time.

For the period ending April 20th, 2020, 3 members have requested share transfers. This includes 90 A shares held directly by the members and $7.92 in A share extra held by the Co-op on account. The reasons for member transfers are reflected on the attached list.

For the period ending April 20th, 2020, 7 members have asked to exchange his/her old B share class for the new B share class. This includes 61 B shares held directly by the members and $18.38 in B share extra held by the Co-op on account.

To date ending April 20th, 2020, 2,587 members have asked to exchange his/her old B share class for the new B share class. This includes 19,319 B shares held directly by the members and $5,883.36. in B share extra held by the Co-op on account. This represents approximately 28.0% of originally issued B Shares.

To date ending April 20th, 2020, 20,705 B shares held directly by the members and $6,393.20 in B share extra held by the Co-op on account have either been redeemed or converted to new B Share class. This represents approximately 30.05% of originally issued B Shares.

Redemption of these shares ($3,068.61 in total) will not adversely affect the cash position or cash flow of the Co-op at this time.

Respectfully,

Mark S Langlois, CPA, CGMA
Director of Finance
Hanover Consumer Cooperative Society, Inc.

Monthly Co-op Share Redemption Request
29-Apr-20

Vendor ID	Date	Town	State	Zip Code	Joined	A Shares Tendered	B Shares Tendered	A Share Amount	B Share Amount	A Share Extra	B Share Extra	Check Total	Full /Partial	Reason Why
1	3/13/2020	LYNDON CENTER	VT	05850	1994	11	0	$ 55.00	$ -	$ -	$ -	$ 55.00	F	DECEASED
2	3/12/2020	SUNAPEE	NH	03782	2020	2	0	$ 10.00	$ -	$ -	$ -	$ 10.00	F	
3	3/13/2020	IRVINE	CA	92618	2017	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
4	3/13/2020	HANOVER	NH	03755	2019	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
5	3/14/2020	HANOVER	NH	03755	2020	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
6	3/17/2020	BLACK MOUNTAIN	NC	28711	1993	30	0	$ 150.00	$ -	$ 3.87	$ -	$ 153.87	F	MOVING
7	3/26/2020	COLORADO SPRINGS	CO	80906	2018	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
8	3/25/2020	NAPLES	FL	34112	2002	15	0	$ 75.00	$ -	$ 3.43	$ -	$ 78.43	F	DECEASED
9	3/25/2020	WHITE RIVER JUNCTION	VT	05001	1995	12	0	$ 60.00	$ -	$ 4.28	$ -	$ 64.28	F	DECEASED
10	3/26/2020	RHINEBECK	NY	12572	1952	53	6	$ 265.00	$ 30.00	$ 2.52	$ 0.88	$ 298.40	F	DECEASED
11	3/20/2020	OLDWICK	NJ	08858	2005	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	DECEASED
12	3/25/2020	WATERBURY CENTER	VT	05677	2016	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
13	3/26/2020	CHOTEAU	MT	59422	2015	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
14	3/29/2020	FREEPORT	ME	04032	1957	66	9	$ 330.00	$ 45.00	$ 3.84	$ 0.01	$ 378.85	F	MOVING
15	3/25/2020	WEST LEBANON	NH	03784	1979	11	0	$ 55.00	$ -	$ 4.84	$ -	$ 59.84	F	MOVING
16	3/29/2020	CAMBRIDGE	MA	02140	2015	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
17	4/2/2020	LEBANON	NH	03766	1997	36	11	$ 180.00	$ 55.00	$ 1.96	$ 3.08	$ 240.04	F	MOVING
18	4/1/2020	NEW LONDON	NH	03257	1989	10	0	$ 50.00	$ -	$ 4.40	$ -	$ 54.40	F	DECEASED
19	4/2/2020	TORRANCE	CA	90503	2016	10	0	$ 50.00	$ -	$ -	$ -	$ 50.00	F	MOVING
20	3/31/2020	INDIANAPOLIS	IN	46220	1999	25	7	$ 125.00	$ 35.00	$ 3.44	$ 2.97	$ 166.41	F	DECEASED
21	3/28/2020	WEST NEWTON	MA	02465	1954	36	1	$ 180.00	$ 5.00	$ 4.75	$ 0.53	$ 190.28	F	MOVING
22	4/4/2020	BLUE BELL	PA	19422	1998	10	0	$ 50.00	$ -	$ 3.18	$ -	$ 53.18	F	DECEASED
23	4/10/2020	TROY	OH	45373	2000	20	0	$ 100.00	$ -	$ 2.93	$ -	$ 102.93	F	MOVING
24	4/13/2020	SCOTTS VALLEY	CA	95066	2002	107	34	$ 535.00	$ 170.00	$ 3.28	$ 4.42	$ 712.70	F	MOVING
								$ -	$ -	$ -	$ -	$ -		
	TOTALS					**534**	**68**	**$ 2,670.00**	**$ 340.00**	**$ 46.72**	**$ 11.89**	**$3,068.61**		

Reasons for redemption

	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	YTD	%
Moving	6	3	2	15									**26**	**51%**
Moved-Clean Up													**0**	**0%**
Deceased- Clean Up	6	2	1	8									**17**	**33%**
Tired Of Coop B/S													**0**	**0%**
Clean-Up													**0**	**0%**
None provided	2	1	2	1									**6**	**12%**
Wants Cash													**0**	**0%**
Had two accounts													**0**	**0%**
Don't use account													**0**	**0%**
Nursing Home													**0**	**0%**
Selling down to 10 shares	1	1											**2**	**4%**
Total	**15**	**7**	**5**	**24**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**51**	**100%**

A Share Transfer	Carryover	Jan	Feb	March	April	May	June	July	Aug	Sept	Oct	Nov	Dec	YTD	%
Re-issuing in different name														**0**	**0%**
Transferring to new account			1											**1**	**3%**
Transfer to different account		2	1											**3**	**9%**
Name change		10	6	8	3									**27**	**82%**
Change Spelling of name			2											**2**	**6%**
Total		**12**	**10**	**8**	**3**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**33**	**100%**
Exchange B shares	**2,472**	**51**	**33**	**24**	**7**									**2,587**	

CIF # H308102

CORPORATE/LIMITED LIABILITY CORPORATION RESOLUTION

To: **Mascoma Bank** Date: 04/13/2020

I hereby certify that I am the secretary of Hanover Consumer Coop Society Inc and the keeper of the records and corporate seal of said Corporation and that the following is a true and correct copy of a resolution duly adopted at a regular meeting of the Board of Directors of said Corporation held in accordance with the By-Laws of said Corporation at its offices at PO Box 633 , Hanover , NH on the _____ day of _____, _____.

Be it resolved, that MASCOMA BANK (herein called the "Bank") be, and it is hereby designated a depository of this Corporation and that funds so deposited may be withdrawn upon a check, draft, note, or order of the Corporation

Name: Mark S Langlois Title: Director of Finance

Name: Paul C Guidone Title: Interim General Manager

Name: Title:

Name: Title:

whose signatures shall be duly certified to said Bank, and that no checks, drafts, notes or orders drawn against said Bank shall be valid unless so signed.

Be it further resolved, that said Bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn , whether such checks, drafts, notes or orders be payable to the order of any such persons signing said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said Bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the Secretary until written notice to the contrary is duly served on said Bank.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereto affixed this _____ day of _____, _____.

Secretary: _____

Date: 04/13/2020 Branch: Sykes Mtn Ave Employee: Chris Rowell

Scan To: Synergy Imaging Reviewed 6/1/2018

HANOVER CONSUMER COOPERATIVE SOCIETY, INC

EL 2—Financial Condition & Performance

Submitted by Paul Guidone as an accurate representation of financial condition, YTD 28 March, 2020

Financial Performance

Executive Limitation 2 states:

With respect to the actual ongoing activities of the Co-op, the General Manager may not jeopardize the current and long-term financial health or allow material deviation from board priorities as stated in the Ends Policies.

Operational Definition/Interpretation

The Co-op is financially viable in the short and long term. Short-term viability is based on present conditions. Long-term viability is linked to financial readiness as called for in the Annual Business Plan and the Long-Term Strategic Plan.

Measuring for financial viability occurs on two levels:

A. Avoiding fiscal jeopardy

B. Financial readiness for Board Ends accomplishment.

Avoiding jeopardy means avoiding financial conditions that:

1. Violate loan covenants and major contract agreements,
2. Require discussion of filing for bankruptcy,
3. Show significant negative variances from annual budgeted financial benchmarks, or
4. Lead to significant, long-term deterioration of financial condition as measured by financial statements (Income Statement, Balance Sheet, and Cash Flow) or typical financial measures such as liquidity, solvency, profitability or returns.

Financial readiness means:

Achieving planned goals as projected in the current Annual Business Plan and Long Term Strategic Plan.

The benchmarks of sales, profitability, liquidity and solvency will also be used for financial readiness.

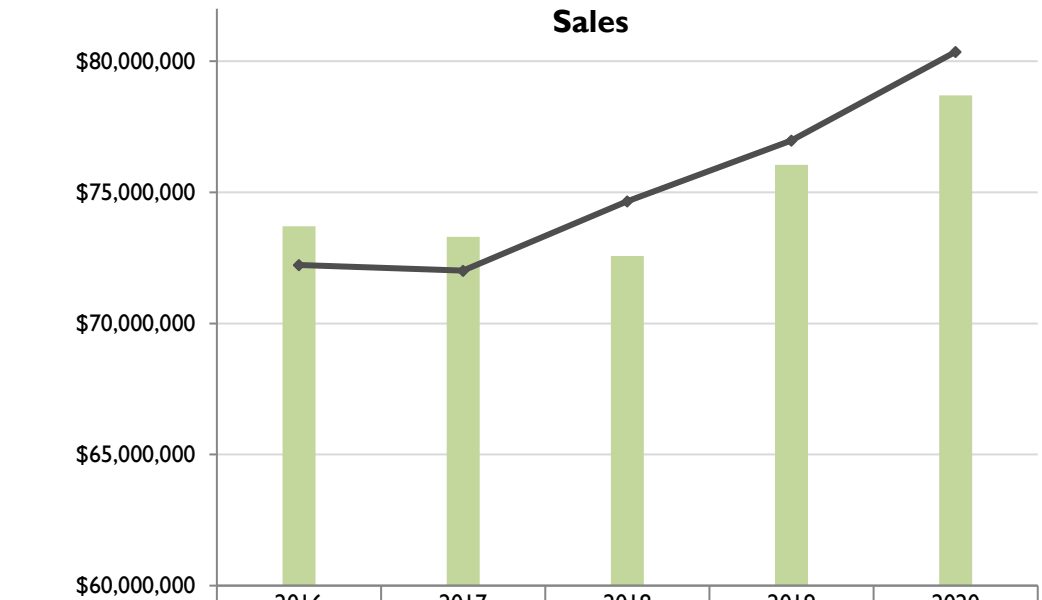
Annually (second quarter) NCG issues to the HCCS Board president the Participation Report specific for the Coop. The document reports on several metrics that provide an overview to the level of detailed information in the EL2 Financial Condition and Performance report submitted quarterly to the HCCS board of Directors.

The Board has also specified in sub-policies EL 2.1-2.7 controls in the areas of debt, loan and financial obligations, and other controls, but not sales or solvency. These two items will be accounted for below, with all other operational definitions to determine compliance contained in the data relating to the sub-policies.

Sales

Monitoring of sales is a key indicator of financial strength. It looks at customer dollars spent at our cooperative and compares that to budgeted levels. Budgets are a road map to reach a desired end. If the budget is exceeded, the end result will put our cooperative in better financial condition, all else remaining equal.

Figure 1. Sales



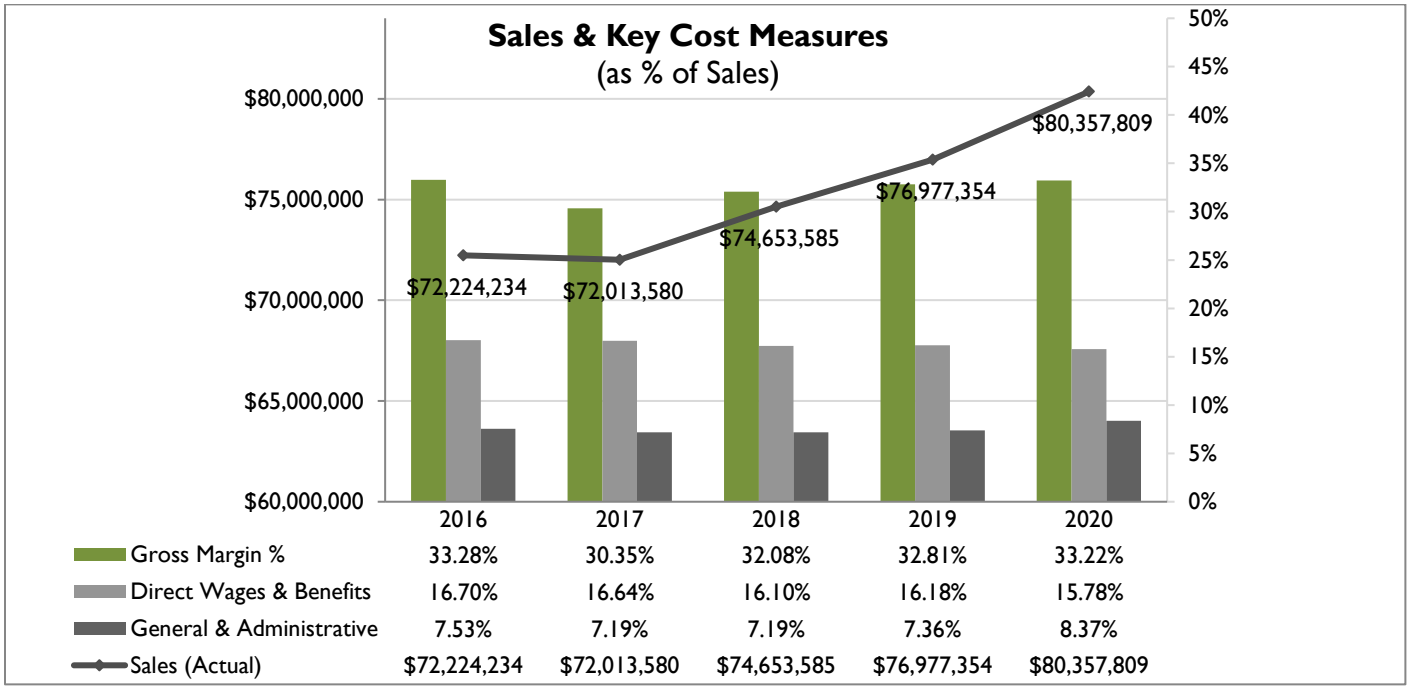
	2016	2017	2018	2019	2020
Sales (Budget)	$73,705,009	$73,300,504	$72,571,926	$76,049,593	$78,693,050
Sales (Actual)	$72,224,234	$72,013,580	$74,653,585	$76,977,354	$80,357,809

Year-to-date (YTD) consolidated sales ended March 28, 2020. Sales totaled $20.3 million, or around $1,664,000 (8.92%) over budget. Consolidated food store sales were over budget by

$1,763,000 (10.04%). Service Center sales were under budget by around $98,000 (-8.95%). Sales for gas were down approximately $39,000 from budget, with the remainderof the budget shortfall coming from the repair side of the business in Norwich, due to soft demain in February thru March.

The average price per gallon is up from last year by about 1.79%. Gallons sold are down by about 17,410 gallons.

Figure 2. Cost Control.



A retail business naturally has fluctuating sales. So how does it control costs? One way is to monitor *costs as a percentage of sales*.

Generally, key cost indicators should be steady—as a percentage of sales—to indicate control. Key costs used by the Co-op are:

- Cost of sales (or Gross Margin as the sum),
- Wages & Benefits, and
- General and Administrative expenses.

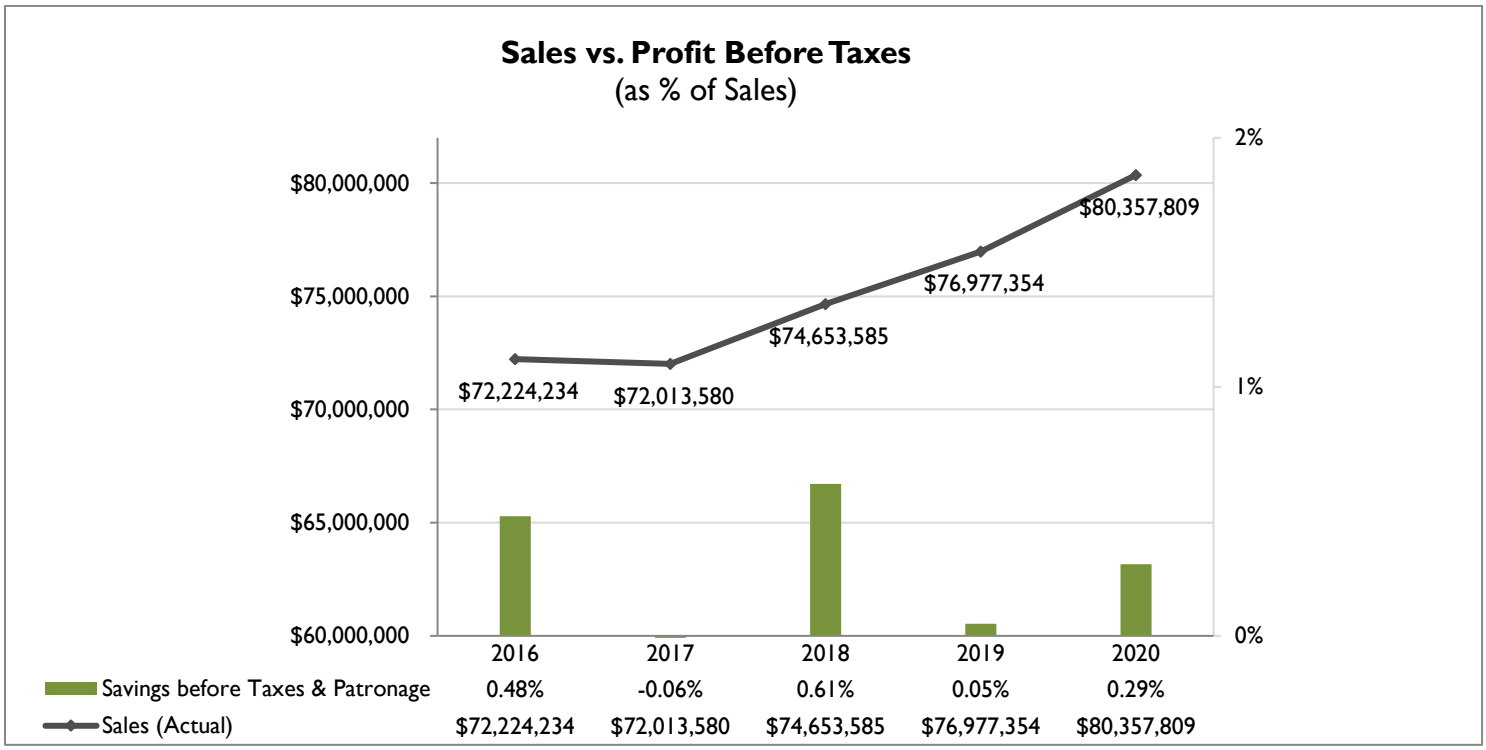
YTD highlights through March 28, 2020:

- The consolidated Gross Margin percentage was lower than what was budgeted (32.50% actual versus 33.54% budgeted).

- Direct (Store) Wages & Benefits were on budget of (16.10% vs. 16.10%).

- As a percentage of sales, G&A expenses were lower than what was budgeted (7.78% actual versus 8.92% budgeted). G&A expenses were also under budget by $81,993.

Figure 3. Profitability



Another measure of the health of an organization is profitability, or "savings" in the terminology of the Co-op. This is not just absolute savings, but also savings measured as a percentage of sales.

At the Co-op, we like to see steadily increasing savings as a percentage of sales. Through March 28, 2020, savings before taxes and patronage totaled a loss of $139,930. The budgeted income was $189,157.

Sales were up by $1,664,000 over budgeted levels. Contribution margin (Gross Margin less Labor) was $80,015 over budgeted levels.

Solvency

The solvency ratio, or debt-to-equity ratio, is a measure of how aggressively a company finances itself with debt. The higher the debt/equity ratio, the more aggressively a company finances growth through debt.

By itself, a high debt/equity ratio does not indicate a troubled organization. Other factors, such as sales growth and profitability (or the lack thereof), must be figured in to make that determination.

Many successful organizations have debt/equity ratios that our Co-op would consider unacceptable.

Debt/ Equity Ratio

Source: Co-op metrics website as of 4/21/2020

Cooperative	2014	2015	2016	2017	2018	2019
Co-op 1	0.25	0.20	0.18	N/A	N/A	N/A
Co-op 2	0.54	0.47	0.35	1.20	1.21	1.13
Co-op 3	0.84	0.82	0.87	0.62	0.55	0.47
Co-op 4	0.93	0.88	0.91	0.77	0.62	0.65
Co-op 5	1.05	1.07	1.04	1.84	0.83	0.72
Hanover	**0.70**	**1.23**	**1.16**	**1.11**	**1.04**	0.98
Co-op 7	2.54	1.22	1.57	1.44	1.54	1.54
Co-op 8	1.46	1.29	1.29	1.47	1.32	1.36
Co-op 9	2.92	4.33	3.87	3.85	3.98	4.15
Co-op 10	2.76	3.75	4.75	-30.33	8.94	7.44
Co-op 11	6.50	7.20	7.17	5.78	5.63	5.12

Our Co-op takes a relatively conservative position. We like to keep our solvency ratio under 2:1. The ratio as of January 2, 2016—which includes 100% of the funds borrowed to complete the Hanover store renovation project—is significantly below this level.

Further, without limiting the scope of the foregoing by this enumeration, the GM may not cause or allow:

EL 2.1: Indebtedness of a type and level that jeopardizes the ability of the cooperative to repay its current and long-term debts in a timely and efficient fashion.

Operational Definition / Interpretation:

Management may not incur indebtedness that the Co-op is unable to repay, either in terms of the current portion or of long-term debt.

Compliance will be achieved on long-term debt if all covenants on long-term debt (if any) are also in compliance. Compliance will be achieved regarding the ability to repay current debt.

Data:

Debt

A loan covenant is an agreement between a lender and borrower. It requires a borrower to fulfill certain conditions in order to satisfy the loan.

The Co-op has one covenant on the loan with National Cooperative Bank (NCB) related to the Hanover store remodel in 2015. That covenant is the Debt Service Coverage Ratio.

Below is the status of the covenant for the quarter ending March 28, 2020 (the reporting period for covenant compliance). This also includes the previous two year-ends where applicable.

	Covenant	12.29.18	12.28.19	03.28.20
Debt Service Coverage Ratio	>=1.25:1	2.22:1	2.14:1	2.47:1

Compliance Determination: **In compliance.**

EL 2.2: Liquidity, or the ability to meet cash needs in a timely and efficient fashion to be insufficient.

Operational Definition / Interpretation:

The Co-op has sufficient liquidity to meet cash needs on time. Efficient generation of cash allows a current ratio of below a 1:1 benchmark. Historical evidence of efficient operations and cash flow indicates a benchmark for fiscal jeopardy for the Current Ratio can be as low as 0.6:1.

Compliance will be achieved if:

- the current ratio is above the benchmark for fiscal jeopardy (0.6:1),
- benchmarks of highly efficient operations (inventory turns, sales per square feet of retail space) are above industry averages, and
- the Co-op has readily available cash on hand.

Data:

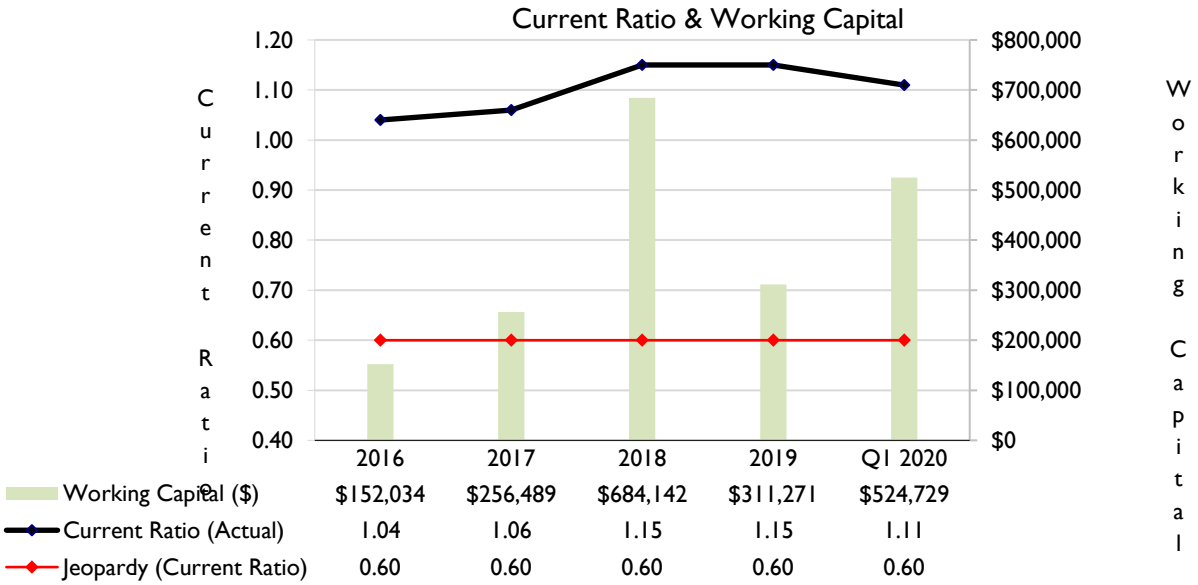
The benchmark for fiscal jeopardy of the current ratio is set at 0.6:1. Historically, the Co-op has been able to operate near this level and still satisfy obligations, pay patronage refunds, and maintain profitability.

The current ratio for the period ending March 28, 2020, stood at 1.11:1. This is along with working capital, as shown on the following chart.

Working capital is simply the current ratio in actual dollar values. Thanks to completing the Hanover store renovation and managing ongoing capital expenses, both the current ratio and working capital represent a significant improvement over the previous year-end.

Figure 4. Current Ratio and Working Capital

Liquidity—a company's cash assets—is frequently represented by the current ratio. However, the ability to meet cash needs is also a function of how quickly an operation brings in cash and how long it has to pay its bills.



Our Co-op is highly efficient in turning over inventory and generating cash. According to the data in the next chart, the number of days in inventory for the Co-op is 16.84 days for the period ending March 28, 2020.

Financial Jeopardy is the point where further deterioration of the Co-op's financial condition will jeopardize the Co-op's ability to meet its financial obligations.

Days in Inventory

Source: Co-op metrics website as of 04/21/2020

We monitor this ratio because the lower the number of days of inventory demonstrates how well the Co-op is utilizing our financial resources.

Cooperative	2014	2015	2016	2017	2018	2019
Coop 9	9.03	10.27	13.37	12.74	13.93	14.03
Coop 2	9.78	10.36	11.44	12.89	14.71	11.95
Hanover	**16.53**	**16.10**	**16.08**	**13.95**	**15.91**	**16.84**
Coop 5	16.82	16.46	16.18	16.02	15.69	14.66
Coop 8	18.69	16.34	16.87	17.04	19.32	21.31
Coop 11	19.11	19.77	20.44	16.41	18.07	15.82
Coop 7	23.10	22.69	21.44	21.53	20.60	20.62
Coop 10	21.51	23.29	19.80	18.38	18.76	18.67
Coop 4	19.85	22.54	22.25	23.21	23.47	23.82
Coop 3	35.54	36.94	40.18	34.26	32.59	32.62

Compliance Determination: **In compliance.**

EL 2.3: Any requirements of contracts, payroll, loans, or other financial obligations to be unmet or overdue.

Operational Definitions / Interpretations:

All of the Co-op's financial obligations are paid in a timely manner.

1. "Payroll" is payments to employees, income tax withholdings, and all payments related to employee benefits. "In a timely manner" regarding payroll means that the Co-op's payroll obligations are met on the schedule outlined in the Hanover Co-op Employee Handbook and that related payments are made on or by the deadlines required by payees to avoid penalty.

2. "Contracts, loans, and other obligations" means all obligations other than payroll and taxes, including vendor payments and payments on loans.

   a) "In a timely manner" regarding payments to vendors means that it is within the payment terms identified by the creditor or entity owed. I also interpret "in a timely manner" to include the understanding that there will be problems with invoicing from time to time and we will remit payment upon notice from the vendor and verification of the purchase. As a point of reference, our Finance Department processes and pays an average of 7,500 invoices each month. A number of invoices are in question at any time and are being researched for payment.

   b) "In a timely manner" regarding loan obligations means payment is made on or before the deadline required to be in compliance with the loan agreement.

The following methods are included below to measure and determine compliance.

1. Payroll and related obligations

The Employee Handbook calls for payroll payments to be made to employees bi-weekly.

Payroll was paid according to the terms specified in the Employee Handbook.

Data:

Compliance with bi-weekly payments according to Employee Handbook

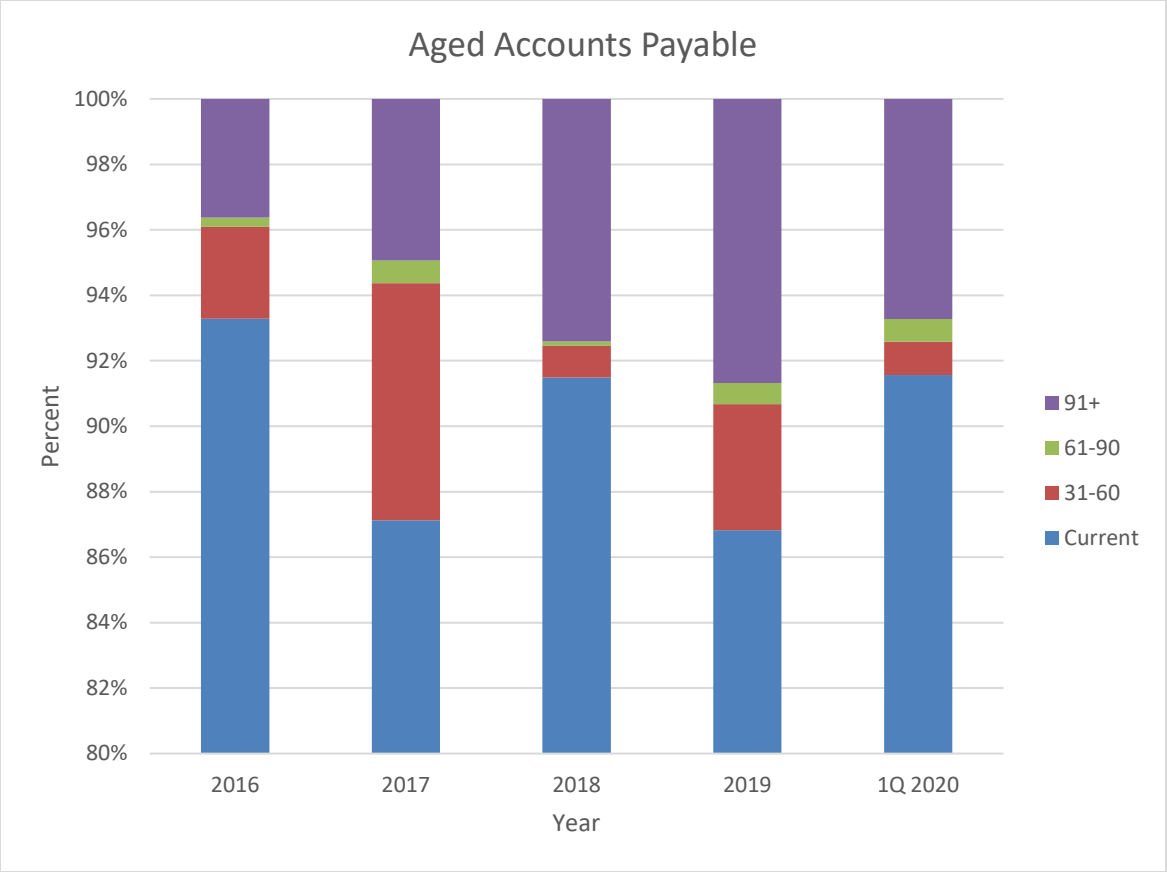
2020	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Payroll paid according to Employee Handbook for all pay periods in the quarter?	YES			

Compliance Determination: **In compliance.**

2. Payments to vendors

Data:

I have asked the Co-op's Director of Finance to verify to me that vendor payments are made in a timely manner within the operating definition above, which he has done. An acceptable age for accounts payable is for more than 90% of the payables to have an age of 60 days or less.



Compliance Determination: **In compliance.**

3. Loans and major lease payments are current through the end of the reporting period.

Data:

I have asked the Co-op's Director of Finance to verify to me that Loan & Lease payments are made in a timely manner within the operating definition above, which he has done.

Loan and lease agreements all current.

2020	Quarter 1	Quarter 2	Quarter 3	Quarter 4
All loan obligations are "current"? Compliance requires "Yes"	YES			

Compliance Determination: **In compliance.**

2020	Quarter 1	Quarter 2	Quarter 3	Quarter 4
All lease obligations are "current"? Compliance requires "Yes"	YES			

Compliance Determination: **In compliance.**

EL 2.4: Tax payments or other government-ordered payments or filing to be overdue or inaccurately filed.

Operational Definition / Interpretation:

All tax payments and other government-ordered payments or filings will be filed accurately and on or before the date required to avoid financial penalty.

Filings and payments are made to government entities on time.

These charts will be reviewed for accuracy and compliance as part of the annual external audit. No findings of non-compliance were reported during the last audit.

Data:

I have asked the Co-op's Director of Finance to verify to me that Taxes and Governmental Filings are made in a timely manner within the operating definition above, which he has done.

Taxes (all due in applicable quarter filed)

2020	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Payroll Tax Withholding	YES			
NH Business Enterprise Tax	YES			
Sales Tax (VT & NH)	YES			
Federal Income Tax	YES			
Property Tax	YES			

Compliance Determination: **In compliance.**

Government Filings (all due in applicable quarter filed)

2020	Quarter 1	Quarter 2	Quarter 3	Quarter 4
Tax Returns	YES			
Licenses and Registrations	YES			
Sales Tax (VT & NH)	YES			
VT & NH Annual Reports	YES			

Compliance Determination: **In compliance.**

EL 2.5:Consolidated operations to generate inadequate net income.

Operational Definition:

1. That net income before taxes WILL NOT be negative.
2. That actual and forecasted net income before taxes will not negatively affect the Co-op's ability to execute its annual plan, including planned capital expenditures and wage adjustments.
3. That actual and forecasted net income will not result in the Co-op defaulting on any bank covenants in place to support borrowings.

Note: I am reporting on net income before taxes *and patronage* because this is the way we report to members through the Annual Report. This is also the way the Co-op's CFO reports earnings to the Board.

Data:

Net Savings (Loss) before taxes and patronage (SBT) for the YTD ending March 28, 2020, totaled ($130,930). The budgeted income to date for the year was ($189,157).

The loss is around $50,000 less than budget, or 0.24% of Sales.

Note: This EL is interpreted to be on a yearly basis.

Compliance Determination: **Not determined at this time**.

EL 2.6: Financial record-keeping systems to be inadequate or out of conformity with generally accepted accounting practices (GAAP).

Operational Definition:

The Co-op's financial record keeping system will comply with Generally Accepted Accounting Principles (GAAP).

A qualified third party from outside the organization will audit the Co-op's accounting system on an annual basis to a level of depth necessary to provide an opinion regarding compliance with GAAP. The external auditor hired by the Board to perform the annual audit qualifies as this party.

Compliance will be achieved if the auditor provides a "clean" or unqualified letter regarding conforming to GAAP.

Data:

Financial record-keeping systems

Auditors from the firm of Baker, Newman, Noyes gave a report at the Board's February, 2020, meeting for fiscal year 2019. The Co-op received an unqualified audit report for 2019.

Compliance Determination: **In Compliance.**

EL 2.7:A failure to provide the Board, on at least a quarterly basis, with an accurate balance sheet, statement of cash flows, net income statement, and such additional indices and reports as the General Manager deems useful to the Board in the discharge of its fiduciary responsibilities.

Operational Definition:

The Board will receive financial statements following the months in which the four quarterly inventories are taken. These statements will include a balance sheet, statement of cash flow, and a net income statement, as well as commentary and additional data as necessary to present an accurate picture of the Co-op's financial condition.

Data:

Financial Reports

I assert that the current Board packet contains a balance sheet, statement of cash flows, and net income statements through the quarter ending March 28, 2020. A physical inventory was not performed at quarter-end.

Compliance Determination: **In compliance.**

GP 4 – Board Members' Code of Conduct

The Board commits itself and its members to ethical, businesslike, and lawful conduct, including proper use of authority and appropriate decorum when acting as Board members. Accordingly,

GP 4.1 Board members must represent unconflicted loyalty to the interests of the ownership. This accountability supersedes any conflicting loyalty such as that to advocacy or interest groups and membership on other boards or employees. It also supersedes the personal interest of any Board member acting as a consumer of the organization's services.

GP 4.2 Members must avoid conflict of interest with respect to their fiduciary responsibility.

> **GP 4.2.1** Board members must disclose and address conflicts of interest with respect to their fiduciary responsibilities to the Cooperative. A Board member has a conflict of interest within the meaning of this policy when s/he or a family member has a material financial interest in an issue or matter pending for discussion or decision by the Board and Management.
>
> **GP 4.2.1.1** For purposes of this policy, a "family member" is a Board member's spouse, domestic partner, or child, as well as the spouse of a Board member's child or other relative of a Board member living in the same household as the Board member.
>
> **GP 4.2.1.2** For purposes of this policy, a "material financial interest" is (1) an ownership or investment interest in an entity whose transactions, arrangements, potential transactions or potential arrangements with the Cooperative are before the Board or Management, (2) a compensation arrangement, including an employment relationship, with any such entity, (3) fiduciary duties, as a Board member or otherwise, or executive-level management authority at any such entity, or (4) direct personal participation (other than as a Board member) in a pending matter before the Board. A person who owns shares in a mutual fund does not have a "material financial interest" as to any of the fund's holdings unless the Board or family member directs or advises the fund in connection with portfolio transactions.
>
> **GP 4.2.1.3** An employee member who becomes a Board member does not have a "material financial interest" by virtue of her or his employment relationship to the Cooperative.
>
> **GP 4.2.2** When a conflict of interest exists, a Board member must take one of two actions to address the conflict: (1) The Board member may advise the President, either in writing or at a Board meeting, that the Board member has a conflict of interest, and thereafter the Board member must absent herself or himself from all discussions and voting of the Board on any matter related to the conflict of interest. (2) The Board member may advise the Board that a conflict of interest exists and may ask the Board to waive the conflict and permit the Board member to participate in discussion and voting on the matter. In the second circumstance, the Board member may participate in discussion and voting on the matter only by affirmative vote of the other Board members present and the Board may impose such conditions on the Board member's participation as the Board deems necessary to assure openness, competitive opportunity, access to inside information and the public perception that the Board is conducting its business fairly and ethically

GP 4.2.3 Board members may not use their positions on the Board to obtain employment for themselves, family members, or close associates. A Board member wishing to pursue employment with the Cooperative may only do so after she or he has resigned or her or his term of office has expired.

GP 4.2.4 Upon taking office as a Board member, and prior to the May Board meeting of each year thereafter, each Board member shall report to the President, on a form approved by the Board, the existence of any actual conflict of interest or any other conflict of interest that the Board member has reason to believe may arise during the ensuing year. In addition, each Board member shall promptly report to the President any new conflict of interest that arises during the year.

GP 4.3 Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in the board policies. Board members' interaction with the General Manager or with employees must recognize the lack of authority vested in individuals except when explicitly board-authorized.

Board members' interactions with public, press, or other entities must recognize the same limitation and the inability of any board member to speak for the board except to repeat explicitly stated board decisions.

Board members' forfeit their right to speak as a member only when they accept a seat on the board.

Issues sensitive in nature are regarded as topics that involve a conflict with a co-worker, member, customer, or personal issue that is impacting an employee's ability to perform their responsibilities effectively and satisfactorily as outlined in the employee handbook.

GP 4.4 Board members will respect the confidentiality appropriate to issues of a sensitive nature.

GP 4.5 Board members are not required to provide any personal data to the Co-op as a condition of Board service, except insofar as the Co-op requires such information to comply with applicable federal or state law. Board members must provide such information and otherwise comply with applicable legal requirements when the Co-op identifies the specific statute or rule involved and furnishes the applicable forms and instructions.

GP 4.6 In order to contribute to the board, board members must be capable of a high standard of behavior and performance.

GP 4.6.1 They must be civil, courteous, and professional.
GP 4.6.2 They must communicate effectively with the rest of the board.
GP 4.6.2.1 Directors will respond to communication out of board meetings in a timely fashion.
GP 4.6.3 They must fulfill commitments made during board meetings.
GP 4.6.4 They must be able to deliberate thoughtfully and assertively, showing full respect for others' opinions.
GP 4.7 Expectations are that directors adhere to the proper time commitments to conduct board business. This includes the following (with approximate time requirements):

GP 4.7.1 Preparation for and attendance at monthly board meetings (6-8 hours per month).
GP 4.7.2 Participation in various working groups (e.g., committee work) during the month (2-3 hours per month).
GP 4.7.3 Participation in the planning and conduct of the Annual Meeting (a few hours plus the meeting each year).
GP 4.7.4 Participation in events, such as Producers Fair, and in ballot counting. (Several hours a few days each year).
GP 4.7.5 Attendance at an annual board retreat (a day-long session).

B-GM 2 – Accountability of the GM

The General Manager is the Board's only link to operational achievement and conduct.

B-GM 2.1: The Board will view General Manager performance as identical to organizational performance so that organizational accomplishment of Ends and organizational operation within Executive Limitations will be viewed as successful General Manager performance.

B-GM 2.2: The Board will not instruct or evaluate any employee other than the General Manager.

This policy will be monitored annually in February.

B-GM 3 – Delegation to the GM

The Board will instruct the General Manager through written policies that prescribe the organizational Ends to be achieved and describe organizational situations and actions to be avoided, allowing the General Manager to use any reasonable interpretation of these policies.

Accordingly,

B-GM 3.1: The Board will develop policies instructing the General Manager to achieve certain results, for certain recipients, at an appropriate cost. These policies will be developed systematically from the broadest most general level to more defined levels, and will be called Ends policies.

B-GM 3.2: The Board will develop policies that limit the latitude the General Manager may exercise in choosing organizational means. These policies will be developed systematically from the broadest most general level to more defined levels, and will be called Executive Limitations policies.

B-GM 3.3: As long as the General Manager uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, the General Manager is authorized to establish all further policies, make all decisions, establish all practices, and develop all activities.

B-GM 3.4: The Board may change its Ends and Executive Limitations policies, thereby shifting the boundary between Board and General Manager domains. By doing so, the Board changes the latitude of choice given to the General Manager. But as long as any particular delegation is in place, the Board will respect and support the General Manager's choices.

This policy will be monitored annually in February.

Monitoring report
of BG-M-global and B-GM-1

Submitted by Benoit Roisin on 16 March 2020 for Board Meeting on 25 March 2020
Deferred and re-submitted on 21 April 2020 for Board meeting on 29 April 2020

B-GM Global – Board-GM Flow of Authority

The Board of Directors is a policy-making body. The Board oversees the cooperative exclusively by drafting and monitoring compliance with policies that are binding on the General Manager. Thus the Board's link to the cooperative is exclusively through the General Manager. The General Manager will be in active communication with the Board and may also, on occasion, delegate this responsibility to others. If so, the General Manager is responsible for and will be bound by such communications.

Feedback from Board:
"I feel the Co-op Board of Directors has met all the interpreted requirements of B-GM Global and B-GM-1 policies." (EH)
"I cannot recall an instance in which we failed to abide with this policy within the last 12 months." (BR)
"Met" (JSH)
"I agree that, for these particular policies, we do a good job of following our own rules, with the possible exception of a committee that veered into the outreach activities that belong to operations and disrupted the employees' planned schedule of advertising and media usage, staff time, and resources." (RF)
Feedback from GM:
"Delegation has been for the most part focused and supported by the board of directors. The GM and the leadership team has been responsive to the board and communication has been active and ongoing with the board via EL's and formal meetings with the board president and committees as applicable."

B-GM 1 – Unity of Control

Only decisions of the Board acting as a body are binding on the General Manager. Accordingly,

B-GM 1.1: Decisions or instructions of individual board members, officers, or committees are not binding on the General Manager except in rare instances when the Board has specifically authorized such exercises of authority.
B-GM 1.2: In the case of Board members or committees requesting information or assistance without Board authorization, the General Manager can refuse such requests that require, in the General Manager's opinion, a material amount of employee time or funds, or are disruptive.

Feedback from Board:
"I think the Board has complied with B-GM 1.1 and 1.2" (LB)
"I find ourselves in compliance." (BR)
"Met" (JSH)

Feedback from the GM:

Re. B-GM 1.1: "In general this has been adhered to. I believe that the governance coach and reporting has provided very sound structure stressing clarity, responsibilities and committee guidance. I would strongly suggest, as we operate under the Policy Governance model, that this continues and is built upon as "…These policies are the cornerstones of our policy governance system:.." "

Re. G-GM 1.2: "It is extremely important that this policy be adhered to in the strictest manner as practices outside of this can become very confusing for employees. It is quite easy for individual board members to have direct "requests" from employees and direct engagement with outside audiences that are not a "full board driven and supported" initiative that run into conflict with operational planning, messaging, strategy and tactics that are imbedded, "mapped out" and supported (financially and time resource dependent) by the operational team(s)."

BOTTOM LINE: I note words of caution from our General Manager, but these do not detract from an overall assessment of **COMPLIANCE**.

B-GM 4 – Monitoring GM Performance

Systematic and rigorous monitoring of General Manager performance will be solely against the only expected General Manager job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly,

B-GM 4.1: Monitoring is simply to determine the degree to which the Board policies are being met. Therefore, the General Manager shall define metrics to measure results, set standards, and provide data that show performance relative to those standards.

B-GM 4.2: The Board will acquire monitoring data by one or more of three methods: (a) by internal report, in which the General Manager discloses compliance information to the Board; (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with board policies, and (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.

B-GM 4.3: In every case, the standard for compliance shall be any reasonable General Manager interpretation of the Board policy being monitored.

B-GM 4.4: All policies that instruct the General Manager will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.

> **B-GM 4.5:** The Board will review the performance of the General Manager annually based on a summary of the monitoring reports received during the previous calendar year.
>
> **B-GM 4.5.1:** The Board will complete its review and consider possible action with regard to the General Manager's employment and/or adjustment to the General Manager's compensation no later than 1 March.
>
> **B-GM 4.5.2:** A letter summarizing the review and possible adjustment to the employment and compensation rate of the General Manager will be prepared by the President, approved by the Board members in attendance at the regular March Board Meeting, and hand-delivered to the General Manager within two weeks following.

This policy will be monitored annually in March.

GP Global – Governance Process Commitment

The purpose of the Board, acting on behalf of the Co-op members, is to set strategic, long-range direction, hire the General Manager and monitor organizational performance, monitor Board performance, and provide effective leadership using the Policy Governance process.

This policy will be monitored annually in April.

GP 1 – Governing Style

The Board will govern with an emphasis on strategic leadership and outward vision.

Accordingly,

GP 1.1: The Board will be an initiator of policy that:

GP 1.1.1: is written,

GP 1.1.2: reflects its values and perspectives about ends to be achieved and means to be avoided, and

GP 1.1.3: is focused on the long-term effects outside the organization.

GP 1.2: The Board will:

GP 1.2.1: encourage diverse viewpoints,

GP 1.2.2: make collective decisions, and

GP 1.2.3: maintain a clear distinction between Board and GM roles.

GP 1.2.4: make all significant and important decisions formally by Board vote.

GP 1.3: The Board will strive for excellence through:

GP 1.3.1: group responsibility,

GP 1.3.2: discipline, meaning regular attendance, being prepared for meetings, following policy-making principles, and respecting one another's roles,

GP 1.3.3: Board development and orientation, and

GP 1.3.4: self-monitoring of the Board's process and performance.

This policy will be monitored annually in April.

APPENDIX A

GM Monthly Update:
Communication and Counsel to the Board

Submitted by: Paul Guidone, April 22, 2020
Co-op Board Meeting: April 29, 2020
Reporting Period: YTD March 2020

No action is required in this report.

OVERVIEW

This is my first monthly update to the Co-op Board of Directors, and needless to say, the past four weeks has been a whirlwind. I'd like to take this opportunity to thank the board for warmly welcoming me to my role as Interim General Manager, and for supporting all of us at the Co-op during such a challenging time.

Process Improvement: Monthly Updates and EL Reporting

In my leadership meetings this week, my team and I discussed our regular reports to the board, and agreed that, as a team, we would like to work toward a new process. We know that our directors are busy and their time is valuable. As I see it, the goal should be to provide regular information that helps directors to fulfill their fiduciary responsibilities, not to data dump a barrage of operational minutia.

With that in mind, moving forward we envision GM updates and EL monitoring reports that are far more concise and data driven, providing a monthly snapshot of how we are working toward our benchmarks. We will be inviting the board to work with us on this process, so look for us to reach out to you.

In the meantime, this month we'll keep to the traditional format, as there is certainly plenty to catch up on. What follows is a summary of some of the changes that have taken place at the Co-op over the past month. If you have been following my emails and blog posts, some of this will be a repeat. That said, I recognize it's hard to keep up with all of this, so I believe it bears repeating.

First Priority: Keeping Our Employees Safe

As soon as the virus appeared in the United States, the Co-op quickly developed a crisis communication process. The way it works is like this: The leadership team meets every morning, discussing our latest responses to the virus and our plans for the future. Immediately after the meeting, I write a candid and transparent email to all employees to share the details.

Our teams then share all the salient updates with members and shoppers, posting information to our website, social-media channels, and in stores.

My very first message to employees was this:

I pledge to you that we will go above and beyond
to take care of you and your families.

That pledge has never wavered. I repeat it to employees often. And on a pragmatic level, it has also served as a North Star of sorts to guide us in all of our decision-making.

Social Distancing

With a new crisis communication system to work with, we put a broad array of social-distancing measures in place to protect the health and safety of both employees and shoppers. Below are some of the things we have implemented:

- We launched curbside pickup, and expanded it rapidly and measuredly. At this writing, the program is available Tuesday-Saturday in our Hanover store. We began with a waiting list of 1,000 members, and more than 500 have been contacted and invited to the program. I am looking forward to the next steps, which is the expansion of the program to both the Lebanon store and Community Market.
- We adjusted store hours to give Co-op employees more time to safely stock the shelves.
- We implemented, and then extended, the shopping times for older and at-risk shoppers to allow for greater social distancing.
- We dedicated a specific time to shop for our first responders and those who look after our at-risk community members.
- We appointed a Social Distancing Liaison to work directly with all the stores and the leadership team. The goal is to discuss and implement best practices, observe what is and is not working, and make continual improvements.
- Membership and Outreach teams created a Code of Conduct for shoppers and posted it to the website and in stores.
- Merchandising, Operations, Marketing, and Facilities teams added more signage and video messaging to our locations, encouraging social distancing at our entrance, at the checkout aisles, and all around the stores.
- Marketing teams created clearer signage at the registers to help encourage social distancing protocols.
- Front End teams removed wooden dowel dividers at registers to encourage only one customer order at a time on the belt. Cashiers turned off belts to create more space between customers.

- Front End teams implemented strategies at the registers to maintain distance between cashiers and customers—e.g., turning away from customers to help bag groceries.
- IT teams turned off the required signature on the credit card machine. (Those using debit still have to enter in pin numbers.)
- Front End teams implemented a policy to have cashiers work at every other register whenever possible to encourage more space between registers.
- Facilities teams installed Plexiglas barriers at registers and all Member Service desks.
- Operations teams removed mobile displays from our grocery aisles to create more room for customers to navigate the stores.

- Finally, our teams continue to monitor the situation, listen to our community and adjust and improve our efforts based on informed decisions.

Masks

Initially, while the jury was out so to speak, we took the position of recommending, but not requiring employees to wear masks. Nor did we prevent employees from wearing them if a mask made them feel more safe and secure. By mid-April, in response to member and employee requests and following recommendations from the CDC and the United Food and Commercial Workers International Union, we required all employees to wear a mask. This applies to employees at all Co-op locations, including those working in administrative offices.

Employees have been diligent and patient in following our mask protocols. Most of our shoppers have been as well, with some store employees estimating that more than 99 percent of shoppers wear a mask. Still, most is not all, and even a few who disregard masks and social-distancing protocols jeopardizes employee safety. We are currently ratcheting up our efforts to encourage our members and shoppers to wear masks. My message to them is this:

I expect members and shoppers to adhere to the same standards of safety—wearing masks and staying six feet away from others—that they expect of Co-op employees.

Employee Bonuses

The Co-op leadership team is glad to see that more and more people are recognizing the heroic efforts of our nation's food-supply workers in the face of COVID-19. Many of our members and shoppers have also shared their appreciation, noting our employees' courage and professionalism. To thank our employees for the above-and-beyond dedication, the leadership team enthusiastically decided to pay a $300 bonus to employees in March. This bonus was for all Co-op employees, excluding the leadership team.

In April, the leadership team also endorsed the payment of short-term bonuses to employees equal to $2.00 for each actual hour worked. Bonuses will be in paychecks dated April 23rd and will cover two consecutive pay periods. So that this bonus program stays in place, we are also working on a longer-term plan to enable employees to share in the long-term growth and health of the Co-op.

Wrapping up

Looking ahead, one thing we all know is that, as long and difficult as this period is, this crisis will come to an end someday, and the decisions we make now will have a great impact on where we are months or years down the line. I recently shared this article from *Harvard Business Review* with my team, and encourage the board to read it as well. It's a good reminder to all of us to avoid being myopic at a time like this, when wise, judicious forethought is critical to keeping our business strong.

If you want to talk more about anything in this report, or anything else at all, please reach out to me anytime. And as always, my thanks to the leadership team, location managers, and Ken Davis for contributing to the following reports and updates.

—Respectfully submitted, Paul Guidone, CFA

SALES TRENDS

Data Through March 2020	Consolidated Food Stores	Hanover	Lebanon	CCM	WRJ	Service Center	Hanover Gas	Hanover Repairs	Norwich Repairs
Actual Sales: % Change Current Month to 12 Months ago	27.02%	28.02%	25.41%	-0.57%	34.51%	-10.71%	-21.73%	0.37%	23.33%
Actual Sales: % Change YTD through Current Month to YTD 12 Months ago	9.95%	10.35%	7.92%	0.97%	16.04%	7.19%	-4.68%	10.83%	58.09%
Actual YTD Sales	$ 19,321,258	$ 6,782,686	$ 8,484,134	$ 518,838	$ 3,520,097	$ 1,002,137	$ 641,673	$ 125,082	$ 235,382
Actual YTD Budgeted Sales	17,558,048	6,135,750	7,820,419	540,238	3,043,091	1,100,588	681,000	124,160	295,428
Actual Variance in sales	$1,763,210	$646,936	$663,715	($21,400)	$477,006	($98,451)	($39,327)	$922	($60,046)
Potential Margin Impact	$576,570	$211,548	$219,026	($7,184)	$148,349	($39,213)	($2,556)	$572	($37,229)

Month Ending	Location	YTD Sales	YTD Budget	YTD % Variance	YTD Variance	Gross Margin Impact	2020 YTD Transactions	2019 YTD Transactions	Change prior year	% Change prior year	2020 YTD Avg Basket	2019 YTD Avg Basket	Change prior year	% Change prior year
3/28/20	Consolidated	$19,342,172	$17,539,498	10.28%	$1,802,674	$578,900	424,218	436,708	(12,490)	-2.86%	$45.59	$40.26	$5.33	13.24%
	Hanover	$6,809,793	$6,135,750	10.99%	$674,043	$217,446	130,507	131,483	(976)	-0.74%	$52.18	$46.81	$5.37	11.47%
	Lebanon	$8,492,567	$7,820,419	8.59%	$672,148	$218,448	153,965	162,750	(8,785)	-5.40%	$55.16	$48.41	$6.75	13.94%
	CCM	$519,076	$540,238	-3.92%	($21,162)	($7,500)	39,181	43,587	(4,406)	-10.11%	$12.35	$11.79	$0.56	4.75%
	WRJ	$3,520,736	$3,043,091	15.70%	$477,645	$150,506	100,565	98,888	1,677	1.70%	$35.01	$30.69	$4.32	14.08%
	Service Centers													
3/28/20	Hanover	$773,450	$805,160	-3.94%	($31,710)	($729)								
	Gas	$648,368	$681,000	-4.79%	($32,632)	($1,282)								
	Gallons Pumped	250,716												
	Average Price	$2.59												
	Labor	$59,150												
	Parts	$58,094												
	Tires	$7,838												
	Total repairs	$125,082	$124,160	0.74%	$922	$553								
3/28/20	Norwich	$236,834	$295,428	-19.83%	($58,594)	($35,156)								
	Labor	$107,004												
	Parts	$118,689												
	Tires	$11,141												
	Total repairs	$236,834	$295,428	-19.83%	($58,594)	($35,156)								
	Stores & Servi	$20,352,456	$18,640,086	9.19%	$1,712,370	$543,015								

Food Stores

YTD Ending 3/28/20	Consolidated YTD Sales	YTD Budget	Variance	Hanover YTD Sales	YTD Budget	Variance	Lebanon YTD Sales	YTD Budget	Variance	CCM YTD Sales	YTD Budget	Variance	WRJ YTD Sales	YTD Budget	Variance
Bakery	$889,545	$845,609	$43,936	$308,690	$291,200	$17,490	$380,081	$369,810	$10,271	$21,586	$23,241	($1,655)	$179,188	$161,358	$17,830
Beer	$559,422	$488,732	$70,690	$145,035	$123,000	$22,035	$190,984	$178,530	$12,454	$33,159	$35,952	($2,793)	$190,244	$151,250	$38,994
Beverage	$499,756	$465,756	$34,000	$157,663	$140,300	$17,363	$190,755	$190,000	$755	$34,064	$33,125	$939	$117,274	$102,331	$14,943
Bin Bulk	$745,572	$706,531	$39,041	$295,749	$272,510	$23,239	$387,827	$368,000	$19,827	$9,360	$19,979	($10,619)	$52,636	$46,042	$6,594
Cheese	$474,652	$438,118	$36,535	$195,850	$176,800	$19,050	$219,829	$209,896	$9,933	$5,260	$4,954	$306	$53,714	$46,468	$7,246
Dairy	$1,986,352	$1,834,806	$151,547	$705,566	$643,700	$61,866	$830,938	$777,803	$53,135	$52,518	$51,535	$983	$397,330	$361,768	$35,562
Deli	$358,672	$347,737	$10,935	$118,721	$112,250	$6,471	$152,426	$151,500	$926	$4,755	$4,799	($44)	$82,770	$79,188	$3,582
Floral	$315,773	$322,913	($7,140)	$122,970	$125,500	($2,530)	$151,578	$157,700	($6,122)	$4,046	$4,328	($282)	$37,179	$35,385	$1,794
Frozen	$900,451	$777,818	$122,633	$297,185	$248,400	$48,785	$378,685	$334,500	$44,185	$23,159	$20,912	$2,247	$201,422	$174,006	$27,416
Grocery	$4,849,633	$4,058,661	$790,972	$1,547,286	$1,293,390	$253,896	$2,198,652	$1,858,000	$340,652	$103,123	$87,402	$15,721	$1,000,571	$819,869	$180,702
HABA	$671,808	$584,840	$86,968	$249,912	$234,300	$15,612	$349,670	$299,943	$49,727	$3,963	$2,918	$1,045	$68,263	$47,679	$20,584
Kitchenware	$57,837	$81,469	($23,632)	$28,137	$34,500	($6,363)	$21,508	$36,527	($15,019)	$1,530	$3,538	($2,008)	$6,662	$6,904	($242)
Meat	$1,603,692	$1,375,898	$227,794	$561,103	$469,900	$91,203	$688,430	$620,620	$67,810	$15,817	$13,768	$2,049	$338,341	$271,610	$66,731
PFD	$1,179,345	$1,233,470	($54,125)	$334,358	$348,500	($14,142)	$533,074	$549,184	($16,110)	$130,150	$155,663	($25,513)	$181,763	$180,123	$1,640
Produce	$2,946,164	$2,769,336	$176,828	$1,231,222	$1,158,500	$72,722	$1,267,103	$1,194,262	$72,841	$36,905	$38,451	($1,546)	$410,935	$378,123	$32,812
Seafood	$510,068	$472,216	$37,852	$198,319	$184,300	$14,019	$241,636	$225,393	$16,243	$1,457	$1,423	$34	$68,656	$61,100	$7,556
Sushi	$213,217	$205,625	$7,592	$57,021	$55,200	$1,821	$127,849	$124,653	$3,196	$11,307	$11,590	($283)	$17,040	$14,182	$2,858
Wine	$524,985	$529,965	($4,980)	$221,710	$223,500	($1,790)	$164,531	$174,100	($9,569)	$26,496	$26,660	($164)	$112,248	$105,705	$6,543
TOTAL	**$19,286,945**	**$17,539,498**	**$1,747,446**	**$6,776,499**	**$6,135,750**	**$640,749**	**$8,475,556**	**$7,820,419**	**$655,136**	**$518,655**	**$540,238**	**($21,583)**	**$3,516,236**	**$3,043,091**	**$473,145**

Service Centers

YTD Ending 3/28/20	Consolidated YTD Sales	YTD Budget	variance	Hanover YTD Sales	YTD Budget	variance	Norwich YTD Sales	YTD Budget	variance
Gas	$ 648,368	$ 681,000	$ (32,632)	$ 648,368	$ 681,000	$ (32,632)			$ -
Parts	$ 176,783	$ -	$ 176,783	$ 58,094		$ 58,094	$ 118,689		$ 118,689
Tires	$ 18,979	$ -	$ 18,979	$ 7,838	$ -	$ 7,838	$ 11,141		$ 11,141
Repairs	$ 166,154	$ 419,588	$ (253,434)	$ 59,150	$ 124,160	$ (65,010)	$ 107,004	$ 295,428	$ (188,424)
TOTAL	**$ 1,010,284**	**$ 1,100,588**	**$ (90,304)**	**$ 773,450**	**$ 805,160**	**$ (31,710)**	**$ 236,834**	**$ 295,428**	**$ (58,594)**

Food Stores

FY2020: +$1,802,674 +10.28% growth in sales v. budget
+10.02% growth in sales over 2019

FY2019: +$778,418 +4.63% growth in sales v. budget
+4.35% growth in sales over 2018

Service Center

FY2020: $-90,304, -8.21% growth in sales v. budget
+7.30% growth in sales over 2019

FY2019 $82,112, 9.55% growth in sales v. budget
2.56% growth in sales over 2018

Projected/budgeted loss thru March FY2020: -$189,157
YTD Actual Forecasted loss thru March -$160,000

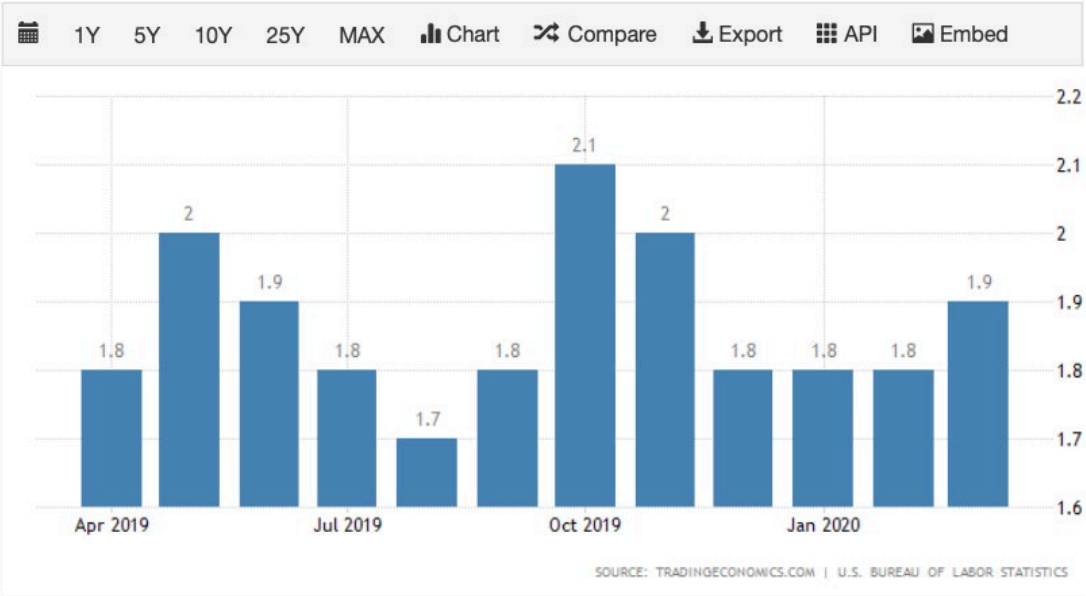
Service Station Update

Actuals Verses Prior FY/YTD Reporting Period:
Gasoline Sales -4.79%
Gallons -6.49%
Price/Gallon 1.79%
Repair Sales +39.01%

Transaction Count and Basket Size

For March, year-to-date consolidated transaction counts for the food stores were down 12,490 versus the same period in 2019. Basket size was higher by $5.33, for an average of $45.59. The Lebanon and Hanover stores and the CCM are experiencing a decline in the number of transactions—8,785, 4,406, and 976 respectively. The White River Junction store is experiencing an increase in transactions of 1,677. Basket size in each location has increased over the same period last year. Lebanon's basket size is up $6.75, for an average of $55.16. Hanover's basket size is up $5.37, for an average of $52.18. White River Junction's basket size is up $4.32, for an average basket size of $35.01. The CCM's basket size is up $0.56, for an average basket size of $12.35. The majority of these increases can be attributable to the COVID-19 pandemic.

U.S. FOOD INFLATION



Cost of food in the United States increased 1.90 percent in March of 2020 over the same month in the previous year. *Source: tradingeconomics.com.*

Food Inflation in the United States is expected to be 1.80 percent by the end of this quarter, according to Trading Economics global macro models and analysts' expectations. Looking forward, we estimate Food Inflation in the United States to stand at 1.90 in 12 months' time. In the long-term, the United States Food Inflation is projected to trend around 1.90 percent in 2021 and 2.10 percent in 2022, according to our econometric models. *Source: tradingeconomics.com.*

STORE OVERVIEWS

Lebanon Store Update

In the month of April, the Lebanon store will not be focusing on sales but rather on the safety of our employees and members. So here are some key areas we will be focusing on to ensure the safety of all:

- We will not be serving from our PFD hot case. Instead, we will be prepacking grab-and-go breakfast, lunch, and dinner meals to provide less handling.
- Bulk self-serve bins have been pulled. These bins will be deep-cleaned and stored until further notice.
- We will be practicing and enhancing social-distancing measures.
- We will be sanitizing areas that are frequented by customers and employees.
- We are building on programs to ensure employee safety and keeping up morale.

- We are putting an emphasis on daily updates to employees of our current situation.
- We continue evolving our cleaning measures throughout the store.
- We will be receiving our new Cryovac machine for the Meat Department.
- We will continue to merchandise the store with essential products to include an end cap "Sanitation Station."
- We are working closely with the leadership team to support employees.

Hanover Store Update

The Hanover Store Meat Department received a State of NH approval for our HACCP plan for processing raw meat in Reduced Oxygen Packaging. The Hanover Store has been using ROP packaging for around six years. This January the State of NH adopted the Food Code that now requires a Hazardous Analysis Critical Control Point (HACCP) plan for our current processing. The plan contains 11 documents totaling 35 pages. A big thanks to everyone who contributed to this plan. We will now assist the Lebanon store with its certification plan.

The Hanover Store has successfully started curbside pickup for groceries. A lot of employees have been involved in making this happen. We are building capacity as fast as we can.

White River Store Update

Since these are unusual times for the month of April, we will continue to practice social distancing and continue to educate our customers on the topic.

- We will focus on cleaning surfaces, shelves, equipment.
- We will also attempt to adjust ordering to meet the ever-changing needs for our community. That being said, we continue to have disruption in known commodities such as toilet paper, paper towels, tissues, napkins, cleaning supplies, flour, yeast, hand sanitizer, rubbing alcohol, and the list goes on and on. With the help of merchandisers, we will continue to source elsewhere for these needs.
- We will make every attempt possible to remain healthy

Community Market Update

Amidst the shelter-in-place orders from our states and smaller customer numbers we are still here at work pushing forward into Spring.

- We have received our first round of Four Springs pansies. They have brought a lot color and brightness to the front of our store.
- We are finalizing new items for our new freezer. We are hoping to expand some of our gluten-free options as well as our frozen pizzas and vegetarian options.
- The hot/cold table has shipped. We will be working with the Maintenance team to find time to finish that project once we have all of the pieces in place.

- We are continuing to maintain a high level of cleanliness in the store and we are working to make sure our shelves are stocked to the best of our abilities.

Co-op Kitchen Update

"What will we do?"
"How will I get my hours?"
"I'm all done, what can I do now?"

—Co-op Kitchen Team

"We are all faced with a series of great opportunities brilliantly disguised as impossible situations."

—Charles Swindoll

The shock has worn off, new routines and habits have developed, and the team is taking advantage of the "new" schedule.

- In the last month we have cleaned, cleaned, and we keep cleaning! This weekend we have grand scale floor scrubbing on the menu.
- We have reworked and reintroduced recipes. Bacon Ranch Potato Salad, pre-packed Tortas, and a seasonal favorite, Sesame Teriyaki Asparagus, have hit the shelves. Carrot Cakes, Pineapple Chutney, and Vegan Mashed Sweet Potatoes arrived just in time for Easter. Classic Meatloaf is coming soon!
- Meal Component Program update! We expected this new program to branch out someday, to include natural combinations that could someday be packaged in a cold Grab & Go format. Someday is NOW! Within two weeks, we've developed seven Combo Plates, all of which will be available by April 24th. Ready to heat (or enjoy cold), our new items include:
    - Szechuan Noodles and Teriyaki Chicken Breast
    - Turkey Meatloaf and Roasted Red Potatoes
    - Macaroni & Cheese with Pulled Pork
    - Thai Tuna Burger and Szechuan Noodles
    - Spice Roasted Tofu and Sesame Noodles
    - Roast Turkey, Mashed Sweet Potatoes with Sage & Onion Stuffing
    - Meatloaf and Herb-Infused Mashed Potatoes with gravy

Rachel Ray (famous for her 30-Minute Meals) would be very proud of our Merchandising and Kitchen teams. Wednesday morning between 9:00 – 9:30, four Prepared Foods items were added to the Curbside item list. All available items were inventoried and a special order was placed with the Production Team to ensure that Chicken Pot Pies, Up A Notch Meat, and Spinach Lasagnas as well as Teriyaki Chicken Breast would be available for purchase using the new Web Cart system. We are learning to adapt quickly, taking advantage of unexpected opportunities!

Service Center Update

Our main area of concentration as we move forward is safety. In today's environment we are trying to take every precaution possible to continue to make the best work conditions for employees and to provide our customers a safe and trustworthy source for their automotive needs. Below is a list of what we have done and what we are doing to protect everyone.

Norwich

- Desk key drop set up over 6 feet away
- Plexiglas dividers at register area
- Technicians wearing gloves while in car
- Steering wheel covers are used
- Wiping down vehicle interiors, such as door handles, steering wheels, shifting knobs or levers, and consoles (basically any hard surface that is within reach of driver's seat)
- Collecting payment over the phone
- Waiting room tables set up over 6 feet apart
- Multiple sanitizing throughout the day on counters, pens, waiting rooms, and card swipe
- Drive-through bay closed to ensure social distancing
- Air for tires available at customer request

Hanover

- Plexiglas dividers at register area
- Technicians wearing gloves while in car
- Steering wheel covers are used
- Wiping down vehicle interiors, such as door handles, steering wheels, shifting knobs or levers, consoles (basically any hard surface that is within reach of driver's seat)
- Collecting payment over the phone
- Waiting room is tight but we have removed one of the chairs for more distancing
- Multiple sanitizing throughout the day on counters, pens, waiting room
- Fuel pumps wiped down minimum twice a day
- Windshield washer squeegees sanitized
- Bright green gloves available to the gas customers in a box on front of building. Trash receptacles located at the pumps for easy disposal.
- Air for tires available at customer request

Merchandising Update

The work of the Merchandising and Inventory Control teams has changed dramatically over the past month, as it has for everyone at the Co-op, due to the current COVID-19 pandemic. These are some of the things our team has been working on to help serve our members through this time of crisis:

- On a daily basis, we review delivery invoices and connect with our department managers to provide a supply chain update. This update is posted on our website and is receiving hundreds of views from members and customers.
- We have taken advantage of our wholesale supplier relationships to diversify our product sourcing. This means that the teams in our stores have multiple supplier options for ordering the products our members and customers need. Although the supply chain on a national level has been hit hard, and many products have limited availability, we are often able to receive product that might otherwise be out of reach.
- We have sourced new products, including grocery items, fresh produce, and eggs, to fill the need when our usual supply chain is unable to keep up with demand.
- Our Inventory Control team has been able to move quickly and keep our database up to date when we need to authorize products for multiple suppliers or add new items to fill critical supply gaps.
- We have made several new wholesale contacts, many of whom were selling to schools and campuses, thus needing a new temporary outlet for their product. These have resulted in new products in key areas for us.
- We have worked to identify products and update our database to help with planning for the new curbside pickup program.
- All of the buying shows and events we had planned to attend this Spring and Summer have been cancelled. We expect to hear more about the alternative plans our suppliers and industry partners will put together in the coming weeks.
- Some of our local growers have been impacted by this crisis, mostly due to state or federal regulations. We plan to support our local growers and vendors in any way we can and are committed to buying and selling their products. We believe that the local supply chain we have supported for many years will show itself to be of critical importance to our communities at this time.

IT- Retail Systems Update

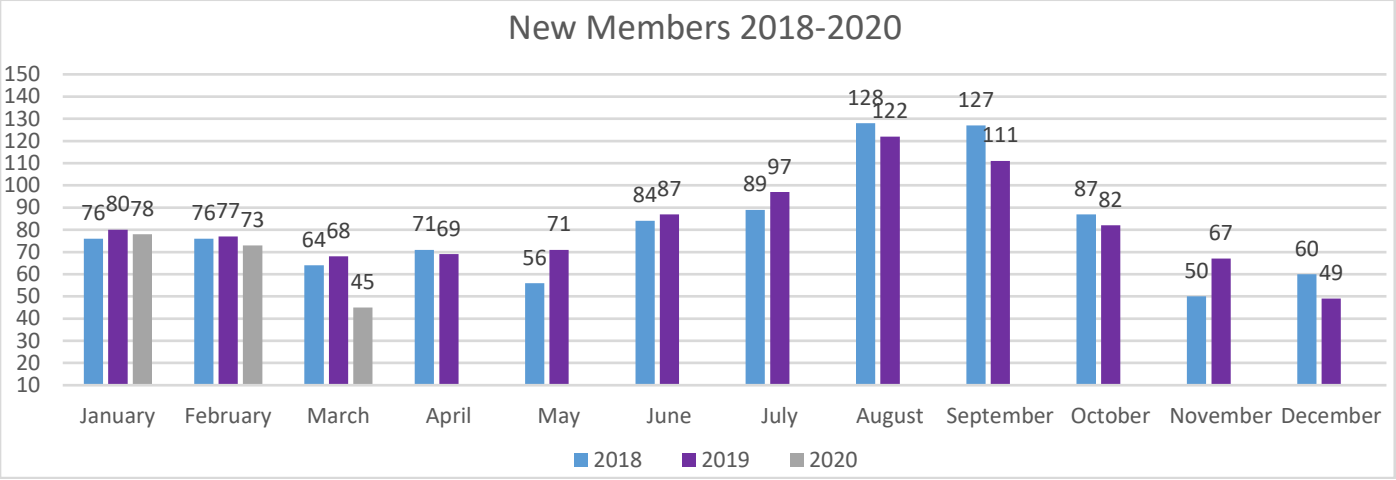
Web Cart is the main focus right now for the IT Retail Systems team.

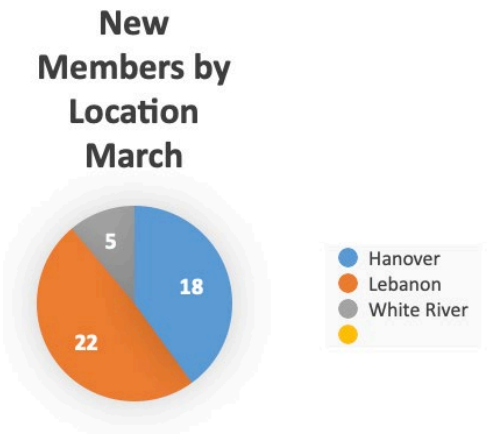
- We continue working with the Hanover store as Web Cart expands for curbside pickup.
- We are working on getting Web Cart up and running for the other three locations.
- We are working on finding equipment to help streamline the process and developing efficient methods and procedures.
- We are also working with M&M to upgrade our scales at the Co-op Kitchen to Windows 10.

MEMBERSHIP

2020 January-March

	New Members	Cancellations	Net Change in Memberships	Subscribers
January	78	14	64	15
February	73	6	67	5
March	45	4	41	6
YTD	**196**	**24**	**172**	
2019 YTD	*225*	*38*	187	





PENNIES FOR CHANGE

Total Member Donations Since June 2016: $878,267.83
Total Collected March 2020: $15,886.84
Total Collected in 2020: $43,290.38

March Food Access Recipients
Listen: $3,177.37
Haven: $3,177.37
Willing Hands: $3,177.37

March Community Partners
The Mentoring Project of the Upper Valley: $1,588.68
Volunteers-in-Action: $1,588.68
StoneLedge Stables: $1,588.68

ADMINISTRATION

The month of March was taken up by responding to the COVID-19 outbreak and ensuing changes from the state and federal governments. The stay at home orders, the new employee leave/pay programs and the federal loan programs came at us fast and furious.

The HR team was caught up in trying to understand the changing requirements and regulations for which guidance is still being provided. This often means a change to the previous guidance that was provided just days before. Hours of study and thought went into devising employee communications and processes that would ensure that employees received all they are entitled to while we maintain compliance with these new programs and regulations. Not an easy task …

In the midst of this, an employee bonus of $300 was declared for all employees, except for the leadership team. This was our way of saying "thank you" to our employees who had seen us through 2019. And it was a nice tribute to our employees who were working through a very challenging time. This bonus was the first step we took towards letting our employees know how much we appreciate them. A second bonus was agreed upon that would reward employees based on their hours worked. And a 2% cost of living increase that was slated for the second quarter was scheduled to be effective in April.

All of the things take time and coordination by our HR team. Bonus amounts need to be entered into the payroll system for each employee by hand as do all wage changes. Every employee who wants to take advantage of the new programs has to speak with someone in HR and information needs to be gathered to determine eligibility. Compliance with IRS regulations needs to take place to ensure reimbursement of additional wages by the Federal Government. By the end of March, we were all walking around with swimming heads and lots of confusion and doubt.

But somehow, we were ready when the effective date of April 1st rolled around. Employees were enrolled in the programs and they were paid in a timely manner. The HR team did an amazing job and should be recognized for all the hard work they do on behalf of our employees.

The COVID outbreak also resulted in many employees needing to take time away from work due to concerns about contracting the disease or bringing it home to their loved ones. It was a hard decision for many of them to make but in the end, family came first and we were there to support them in their decision. For those employees who work at the Resource Center, this meant finding a way to work from home. Our IT team proactively ordered hardware that they thought would be needed when our employees began to request working at home. They prepared laptops so when the requests came in; employees could be outfitted to work from home almost immediately. A great effort on their part and worthy of our gratitude.

With employees going on leave due to health or family concerns, we needed to fill some gaps in our workforce. Add in the start up of the curbside program, and more employees needed to be hired in a very short period of time. We developed a program for hiring temporary employees to help us through these challenges. This consisted of a shortened hiring process to get as many as 32 new employees on board. In two weeks we hired 12 temporary employees with more to come. This is in addition to filling many regular positions that due to the availability of people, we have been able to fill in as little as 5 days from posting to hire to reporting for work.

Again, due to the outstanding efforts of our HR team, we have been able to move things along for our employees' physical and emotional health and fill these gaps in record time. I could not be more proud of my HR team, Lisa Tucker and Deanna Snelling.

Let us not forget our facilities/transportation team. They go about their business day to day, making it work, no matter how many team members are present on any given day or how many requests for help they receive at the last minute. They have ensured that we all have the supplies we need to keep us safe during this pandemic, i.e., sanitizer, paper goods and deep cleaning products, sourcing materials from many vendors. That is the nature of their work—and they meet every challenge head on.

PUBLIC & GOVERNMENTAL AFFAIRS

Phrases like "the new normal" are heard across business sectors these days. Besides being a concept that gives me pause, it makes me wonder how much of our business has changed … outside of the obvious impacts. Looking at the past few weeks of work that has crossed my desk, I can say the new normal is same as the old normal, just at a much higher intensity and narrowed focus.

Regular readers of my reports know that my workload is heavily centered on affordable housing, transportation, wage equity, and food and farm security matters.

In this time of Covid-19, nearly all of my attention has been on food security, food-sourcing challenges faced by farmers and purveyors, and ways to support the food economy of our cooperative and of this region.

It doesn't take a business analyst to deduce that the Hanover Co-op has deep connections in the local foodshed, and is an organization with ideas, resources and connections to aid recovery efforts while strengthening our business.

To that end, a summary of my work in just the past 10 days has meant conversations, webinars, and conference calls with leadership at:

- Vermont Agency of Agriculture
- State of New Hampshire Agency of Agriculture
- New Hampshire Food Alliance
- Farm to Institution New England
- UNH Cooperative Extension
- Vital Communities
- NH Businesses for Social Responsibility
- Stonyfield Yogurt
- Kearsarge Food Hub
- Cooperative Communicators Association
- Sodexo
- Equinox Food Distributors
- USDA
- CDC
- SBA
- The offices of
    - Senator Leahy
    - Senator Hasaan
    - Senator Shaheen
    - Congresswoman Kuster
    - Congressman Welch

It has meant collecting information to share with Hanover Co-op team members. Information sources including, but are not limited to:

- Politico Pro daily (3 – 5 times) reports on food and Ag sector issues
- Civil Eats
- Harvest Public Media
- Farmers Market Coalition
- FDA
- USDA
- Morning Ag Clips
- FINE Newsletter
- International Dairy Foods Association

- New England food advocacy organizations
- Reuters
- Cooperative Extension
- and media reports and success stories from across the country

Buying locally has been a stated mission of our cooperative since its founding in 1936. Today, local food security is an undisputable core tenet of our practices. We act to support farms and food producers through fair purchasing policies, advocate for targeted state and federal policies favorable to those partners, and for the past 20 years, have made significant investments in marketing the advantages local food delivers to the Northeast.

There is nothing new about that. It has always been *normal* for us. And so it shall remain.

OUTREACH AND MEMBER SERVICES

This month, the Outreach team's work has been centered around running the communication and member support center and for the COVID-19 pandemic. The team has been working incredibly hard to keep customers updated on the latest changes, best practices, and new policies through various communication channels.

In addition to the COVID-19 efforts, the team is also continuing to keep our CRM development going as well as run the annual voting process.

APPENDIX C

HCCS Ends Committee

Meeting on 23 March 2020
by video on Zoom
MINUTES

Attendance: Nancy Carter, Marta Ceroni, Janet Couture , Victoria Fullerton, Benoit Roisin, Richard Schramm, Allene Swienckowski (Acting Chair), Rebecca White

Absentees: Eugene Cassidy, Peggy O'Neil, Dave Phillips
Amanda Charland (who had been invited as a guest)

Started at 3:30, adjourned at 4:26

Discussion

- Benoit announced that because of the Covid-19 pandemic, the upcoming Annual Meeting on April 4th will be conducted by video and restricted to the minimum legal proceedings required by the bylaws as recommended by the Board's legal counsel. There will therefore be no opportunity to seek Ends-related comments from attendants.
- In the absence of Amanda Charland who had been invited to move the committee along with practical data collection steps, Allene (who chaired the meeting) began by asking "How do we, the ENDS committee, assist the Executive Committee and move forward with the coronavirus situation?", and the theme of the meeting was aptly changed to the relation between our Ends and a crisis situation like the present pandemic.
- As an employee, Rebecca mentioned concrete things that were being done for employees and shoppers to remain safe, and we concluded as a group that safety of employees and shoppers was an essential aspect deserving of being represented among our Ends.
- Marta highlighted the key role that the Co-op has suddenly found itself playing in our community as an essential business in an otherwise shutdown economy, especially in relation to SNAP aka Food Stamps. In the Upper Valley, the Co-op is the largest grocery retailer for food stamp recipients. Nancy added how impressed she was by the Co-op Stores remaining open, stepping in to assume the role as a beacon of stability in a fast-changing, troubled world. The group strongly agreed, and it was concluded that three elements are crucial in times like the present pandemic:
  - Safety of employees,
  - Safety of shoppers, meeting shoppers' needs,
  - Support role in the community.
- Someone remarked that bartering had emerged (at some place other than Hanover) as a means of adaptation in the reduced economy, and some time was spent considering whether the Co-op could adapt to such a situation should it come to Hanover. Marta provided the example of Time Share in the Upper Valley. No clear conclusion was reached on this thought.
- As the meeting was concluding, Richard mentioned that he is continuing his work connecting specific people with specific groups of stakeholders (ex. Peggy O'Neil and not-for-profit companies that derive benefits from the Co-op).
- Someone mentioned that the Board Packet for the upcoming Board meeting on March 25th contained the General Manager's report on achieving Ends in 2019, and the group expressed a desire to see it. Upon determining that this was not a confidential aspect of the Board Packet and very appropriate for this committee, Benoit decided to make it available to each member of the Ends Committee.
- It was decided that the next meeting will be chaired by Richard.

Action Items

- Benoit to extract pages from the 25 March 2020 Board Packet pertaining to the 2019 Ends Report and prepared by the General Manager, and to share these pages with the rest of the Ends Committee.
- Richard to continue his work on establishing bridges between people in the Co-op and the several groups of stakeholders.

Next meeting time: Next meeting not scheduled at the moment as the situation is rather fluid and unpredictable.

Richard Schramm has volunteered to chair the next meeting whenever it occurs.

APPENDIX D

Submitted by Allene Swienckowski, Election Committee Chair
April 22, 2020
Election Committee Report

As chair of the Election Committee I would like to thank April for not only her assistance but for her dedication to detail and her always "can-do" spirit. The candidate forums would not have occurred without her direction and help. Therefore, Thank You on so very many levels.

The candidates have been personable and well informed. Our ability to try to make this process of "getting to know" our candidates has been a bit daunting because of the medium. Although Zoom has been enormously helpful, our ability to completely relax, as we would when tabling, is still a work in progress.

As in prior elections, all of our candidates have not been able to attend all forums because of their work schedules and responsibilities. We have two remaining forums, Friday, April 24th at noon, and Monday April 27th at 2:00 PM. Previous forum recording available (Access Password: U5!@&874)

If you have any question to ask the candidates and cannot attend either of the two remaining forums please email April or I. April and I are anticipating an executive team member or two to attend one or both of our last two forums.

Please encourage all of your family members, friends, peers and cohorts to vote before the deadline on April 30, 2020, at the close of business.

APPENDIX D

May 27	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
June 24	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
July 22	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
August 26	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
September 23	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
October 28	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
November 18	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT
December 16	Board of Directors Meeting, 6:00 p.m., Co-op Resource Center, 224 Holiday Dr. White River Junction, VT