

## MEETING MINUTES, July 25, 2018

**Present:** William Craig, Elizabeth Blum, Kevin Birdsey, Benoit Roisin, Victoria Fullerton, Thomas Battles, Ann Shriver Sargent, Rosemary Fifield, Jessica Saturley-Hall, Dana Cook Grossman, Ed Howes (remote participation by phone)

**Absent:**

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

**Guest:** Charlie Bauer (lawyer)

**Members:**

Bill Craig called the meeting to order at 6:03 p.m. in the Hanover Board Room of the Hanover, NH, store.

### Participation by Phone

**MOTION:** Tom Battles made a motion to allow Ed Howes to participate in the meeting by phone, as well as to vote and to participate in any Executive Session, given the significance of several issues before the Board at this meeting.

Ann Shriver Sargent seconded the motion.

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

### Consent Agenda: June 27, 2018, Meeting Minutes (Appendix A) and June 2018 Share Redemption Requests

**MOTION:** Benoit Roisin made a motion to accept to the Consent Agenda, including the June 27, 2018, meeting minutes and June 2018 Share Redemption Requests.

Liz Blum seconded the motion.

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

### General Manager Report

Ed Fox began by thanking the members of the Board for their committee and liaison work, such as recent initiatives by the Waste Reduction Committee and the Member Engagement project; he noted that such work by Board members and members of the Co-op spills over into the work of the General Manager and the entire Co-op team.

Ed clarified that the EL 11 – Tobacco policy was reported on earlier in the year and that in the most recent policy revision, EL 11 was dropped as a stand-alone policy and its substance was instead addressed in sub-policies of EL 4 – Member/Shopper Experience and EL 5 – Employee Experience. It was also noted that these sub-policies currently address tobacco products, but that the Co-op should consider adding clarifying language that also encompasses vaping products. The General Manager offered to provide guidance to the Board on appropriate language.

*(Ed Howes joined the meeting by phone at 6:13 p.m.)*

## Policy Monitoring

### Monitoring Report: EL 2 – Financial Condition & Performance

**MOTION:** Tom Battles moved to accept the General Manager’s EL 2 – Financial Condition & Performance report with acknowledgement that we are not in compliance with EL 2.5 but that the trend is upward.

Dana Grossman seconded the motion.

**VOTED:** 9 in favor, 0 opposed, 2 abstained. The motion passed.

### Monitoring Report: EL 4 – Member/Shopper Experience

**MOTION:** Tom Battles moved to find the General Manager in compliance with EL 4 – Member/Shopper Experience.

Benoit Roisin seconded the motion.

**DISCUSSION:** A Board member asked a clarifying question about the privacy of member/shopper information, and the Board was assured that the ECRS system offers differing levels of security to employees in different positions, so that only employees in need-to-know roles can access such information. The organization does a member/shopper survey every three years and uses the information as supporting data for this report. A Board member asked that the next member/shopper survey be structured to elicit a statistically valid sample size so there can be confidence in the results.

**VOTED:** 11 in favor, 0 opposed.

### Monitoring Report: EL 5 – Employee Experience

**MOTION:** Liz Blum moved to accept the report on EL 5 – Employee Experience as in compliance.

Dana Grossman seconded the motion.

**DISCUSSION:** A Board member requested more participation from employees in future surveys to provide greater confidence in the results. Another Board member asked how it was possible to measure EL 5 compliance without specific numbers. The General Manager offered to help provide expertise in suggesting relevant evaluative data. A question was asked about sub-policy EL 5.2 — *Apply personnel policies in a consistent fashion*, regarding how employees might view fairness in personnel policies. HR Director Lori Hildbrand said that exit interviews are conducted and then a matrix is created which reflects any themes that may be out of the norm. Pending further presentation of analysis of the employee survey results in subsequent informational sessions for Board members, employees, and members, the Board did not vote on the above motion.

**MOTION:** Ann Shriver Sargent moved to table the motion.

Kevin Birdsey seconded the motion.

**VOTED:** 9 in favor, 0 opposed, 2 abstained. The motion passed.

### **Monitoring Report: EL 6 – Compensation & Benefits**

**MOTION:** Tom Battles moved to accept the report on EL 6 – Compensation & Benefits as in compliance.

Benoit Roisin seconded the motion.

**DISCUSSION:** It was noted that there's a slight difference in the number of males and females holding executive/management-level positions at the Co-op, and the HR Director stated that this is largely determined by the applicant pool. There are ongoing efforts to increase the applicant pool to include more women and to rewrite job descriptions to be friendlier to underrepresented candidates. The Co-op has used an agency to recruit candidates for some searches, such as for the Director of Finance and Store Manager positions. In those particular cases, female applicants either did not apply or dropped out. In terms of any disparity between the hourly rate pay for males and females, the HR Director looks mainly at differences from year to year and whether or not the Co-op is making progress in that area.

**VOTED:** 9 in favor, 0 opposed, 2 abstained. The motion passed.

*Liz Blum thanked the General Manager for his report on EL 4, especially for the preamble quoting the Rev. Dr. Martin Luther King Jr.'s campaign to fight poverty, racism, and militarism in the United States and for the new charts in the EL 2 – Financial Condition & Performance report.*

### **Member Comments**

Board President Bill Craig read an anonymous letter from a current Co-op employee and member, dated July 16, 2018, suggesting that the Co-op address harassment concerns in a manner similar to Hypertherm. As chair of the committee addressing EL 5 – Employee Experience, Victoria Fullerton offered to follow up with Hypertherm and investigate other alternatives, such as an ombuds program.

**MOTION:** Benoit Roisin moved at 7:00 p.m. to go into Executive Session to discuss an HR matter and to include in the Executive Session the two employee members of the Board, Lori Hildbrand, and Charles Bauer, as well as Ed Fox, who would remain available, if called in — and to ascertain that the Board member who was participating remotely by phone was located in a secure, confidential place

Liz Blum seconded the motion.

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

Lori Hildbrand left the meeting at 8:10 p.m.

Charlie Bauer left the meeting at 9:25 p.m.

Benoit Roisin left the meeting at 9:30 p.m.

**MOTION:** Liz Blum moved to come out of executive session at 9:35 p.m.

Tom Battles seconded the motion.

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

### **Architect Liaison Report**

**MOTION:** Dana Grossman moved that the Board affirm the criteria set forth in the "Board Vision/Guidance for the Renovation Committee" draft proposed by Ann Singer-Sargent, the Board's liaison to the Renovation Committee.

Jessica Saturley-Hall seconded the motion.

**DISCUSSION:** It was suggested that the wording of the final item in the draft criteria (the item starting "The length of the debt pay off ...") be changed to "The length of the debt pay off should be consistent with the requirements of EL 2, 3, and 10." This suggestion was accepted as a friendly amendment by both the mover and the seconder.

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

Liz Blum and Victoria Fullerton left the meeting at 9:49 p.m.

### **CDS Proposal**

There was brief mention made of the proposal presented to the Board by CDS consultants Mark Goehring and Thayne Joyal, but it was decided by consensus to postpone serious discussion of or a decision about the proposal until a future meeting.

### **New Board Member**

**MOTION:** Jessica Saturley-Hall moved that the board appoint Jessica Giordani, the next highest vote-getter in the most recent Board election, to the vacancy on the Board created by the recent resignation of Don Kreis. Per the by-laws, she will serve until the next election, in 2019.

Tom Battles seconded the motion.

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

In view of the late hour, it was decided by consensus to carry over the remaining topics on the agenda to a future meeting.

**MOTION:** Tom Battles moved to adjourn at 9:58 p.m.

Kevin Birdsey seconded the motion.

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

Respectfully submitted,

April Harkness  
Board Administrator

Dana Cook Grossman  
Board Secretary