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AGENDA

HCCS Board of Directors Meeting
 September 28, 2021
 5:30 p.m., Norwich Service Center (63 US 5 S)

5:30 Tour & Food

Time	Agenda Topic	Page	Board Action
6:00	Call to order and Welcome Roll Call Consent Agenda		
	August 24, 2021 Meeting Minutes	3	Approve
	Monthly Share Redemptions	6	
6:05	Introduction Deo Mwano Consulting		
6:25	Leadership Team Update		
6:45	Board Planning President's Report Board Development - Upcoming Workshops		Discussion Information
6:55	Member Linkage Member input		Listen/Acknowledge
7:00	Monitoring EL 3 – Relationship to Employees		Decision
7:10	Information General Manager Report	8	Information
7:20	Committee Update Ends Committee (Board Retreat?) – Marta Member Linkage Committee – Jessica		Discussion Discussion
7:30	Final Thoughts & Adjournment		

DRAFT MEETING MINUTES, August 24, 2022
Virtual Meeting via ZOOM

Present: Peter Bouchard, Marta Ceroni, Nick Clark, Eric DeLuca, Jessica Giordani, Conicia (CJ) Jackson, Manish Kumar, Orin Pacht, Jennifer Tietz, Lindsay Smith

Absent: Mary Lou Aleskie, Peggy O'Neil

Employees: Amanda Charland (General Manager), April Harkness (Governance & Community Engagement)

Guests: Mary Gannon & Stefan Gillom (Diversity, Equity and Inclusion Consultants, Nathania Sitiwatjana (TD Bank representative)

Members: Kevin Birdsey

President Nick Clark called the meeting to order at 5:15 p.m.

Consent Agenda: July 27, 2022 Meeting Minutes; July 2022 Share Redemption Requests

MOTION: Nick Clark moved to add to the Consent Agenda four resolutions authorizing newly hired Co-op Finance Director, Jamie Shechtman, as signatory and contact for a range of accounts, notices, license and incorporation matters. Motion amended to recognize the following edit to the resolution pertaining to certain TD Bank notices: that the name *Bruce Follett* is replaced with the name *Jamie Shechtman*. Orin Pacht seconded the motion

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

MOTION: Jennifer Teitz moved to accept the Consent Agenda. Peter Bouchard seconded the motion.

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

Presentation: Mary Gannon & Stefan Gillom

Mary Gannon and Stefan Gillom, consultants with a focus on diversity, equity, and inclusion (DEI) introduced themselves and presented ways in which they could support the board. DEI Committee Chair Lindsay Smith invited them to the next committee meeting Tuesday, September 6 at 6 p.m.

Board Planning

President's Update

Board President Nick Clark provided a brief update on a couple of ongoing board topics.

Governance Training Options

CJ Jackson reminded the board to participate in the governance development survey before Friday, August 26, 2022.

Member Linkage Update

Member Linkage Committee Chair Jessica Giordani said that committee work will begin for this annual board cycle. She'll send out a calendar invite for the next meeting. Meetings are on the second Tuesday of the month. Ends Committee Chair Marta Ceroni will talk about transitioning the Ends Committee work to the Member Linkage Committee following the submission of draft Ends Policies to the board and facilitating a work session focused on Ends Policy refinement.

Rescind GP 7 – Board Process for Recruitment

The Board noted the previous removal of the Election Committee from the Bylaws and the operationalizing of the election process, as well as the decision that's been made to transition board recruitment to the Member Linkage Committee.

MOTION: Eric Deluca moved to rescind GP 7 – Board Process for Recruitment. Jessica Giordani seconded the motion.

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

- **Note:** *Voted totals reflect the number of board members voting during that particular vote and may fluctuate due to board members connectivity and online presence at any given moment.*

Member Input

None.

Monitoring

Assign Board Self-Monitoring Reports

October

GP 11 – Member Linkage with Ownership _____ Jessica Giordani _____

November

GP 5 – President's Role _____ Nick Clark _____

GP 6 – Vice President's Role _____ CJ Jackson _____

December

GP 3 – Governance Development _____ Eric DeLuca _____

January

GP 2 – Board Deliverables _____ Lindsay Smith _____

GP 9 – Board Committees _____ Jessica Giordani _____

GP 10 – Board Committee Structure _____ **Unassigned** _____

February

GP 4 – Board Members’ Code of Conduct

__Manish Kumar__

B-GM 2 – Accountability of the GM

__Orin Pacht__

B-GM 3 – Delegation to the GM

__Orin Pacht__

March

B-GM Global

__Unassigned__

B-GM 1 – Unity of Control

__Jen Tietz__

B-GM 4 – Monitoring GM Performance

__Peter Bouchard__

April

GP Global

__Marta Ceroni__

GP 1 – Governing Style

__Lindsay Smith__

GP 8 – Monitoring Board Performance

__Jen Tietz__

*The unassigned reports will be chosen by those board members not present.***GM Update**

GM Amanda Charland provided a brief update to the board. There are 60 open positions at the Co-op. Customer count and basket size in July are down from same period last year. She updated the board on potential use of the balance of the Payroll Protection Plan funds, Vermont Investment Energy Corporation work, Norwich Service Center lease, Hanover paving project, the newly hired Director of Human Resources, active shooter training, self-check-out registers, recent employee attendance to the National Coop Grocers conference, and 2023 Business Planning.

Committee Updates

The board discussed options for meeting in-person, as well as gathering in addition to its regularly scheduled board meetings such as at a board retreat, a working session focused on Ends Policy development, and/or for informal relationship-building. The board will fill out a poll on upcoming availability.

Final Thoughts & Adjournment

Each board member and employee shared their final thoughts before adjournment.

The meeting adjourned at 7:02 p.m.

Respectfully submitted,

April Harkness

Orin Pacht

Governance & Community Engagement

Board Secretary

SHARE REDEMPTION REQUESTS**August and September, 2022**

For the month of August and period of September through September 20th, 2022, 18 members have requested redemption of shares. This includes 371 A shares and 20 B shares held directly by the members. The total cost of redemption is \$2,065. The reasons for member redemptions are reflected on the attached list. The Co-op policy is when a member terminates their membership by redeeming their A shares, any B shares and B share extra will be redeemed at the same time.

For the month of August and period of September through September 20th, 2022, 1 member has requested a share transfer. This includes 10 A shares held directly by the member.

For the month of August and period of September through September 20th, 2022, 12 members have asked to exchange their old B share class for the new B share class. This includes 66 B shares held directly by the members. These transfers are the last round of B-B2 transfers that will be permitted. The remaining B shares that have not been redeemed will be donated to HCCF.

To date as of September 20, 2022, 4,725 members have asked to exchange his/her old B share class for the new B share class. This includes 36,383 B shares held directly by the members. This represents approximately 52.8% of originally issued B Shares.

Redemption of these shares (\$2,065 in total) will not adversely affect the cash position or cash flow of the Co-op at this time.

Respectfully,

Jamie Shechtman
Director of Finance
Hanover Consumer Cooperative Society, Inc.

	Relevant A Shares	Relevant B Shares	Relevant Total \$ Equivalent
Cancel & Sell Shares	3,349	281	\$ 18,966
January	155	13	863
February	546	57	3,060
March	464	33	2,726
April	293	17	1,609
May	340	26	1,974
June	887	99	5,090
July	293	16	1,580
August	271	18	1,534
September	100	2	532
Cancel and Transfer Shares	289	-	\$ 1,572
February	44	-	249
March	15	-	98
April	72	-	379
May	78	-	393
June	15	-	87
July	55	-	317
August	10	-	50
Redemption of Existing B Shares for New B2 Shares	-	7,692	\$ 41,864
January	-	669	3,606
February	-	705	3,843
March	-	678	3,714
April	-	510	2,755
May	-	611	3,287
June	-	3,929	21,461
July	-	524	2,828
August	-	57	315
September	-	9	55
Sell Partial Shares	338	-	\$ 1,713
March	76	-	386
April	37	-	193
June	225	-	1,133
Transfer of A Shares	71	-	\$ 355
March	61	-	305
June	10	-	50
Grand Total	4,047	7,973	\$ 64,470

Reasons for a) Cancel and Sell, b) Cancel and Transfer, c) Sell Partial, and d) Transfer of A Shares

	January	February	March	April	May	June	July	August	September	Grand Total
Blank	2	2	4	2		10	2	1		23
Deceased	2	5	5	5	3	4	2	3	1	30
Don't use	1	3	3	5	7	5	2			26
Moved	11	5	15	12	17	28	17	8	4	117
Unhappy							2	1	1	4
Grand Total	16	15	27	24	27	47	25	13	6	200

Monitoring

EL 3 – Relationship to Employees

The GM shall not cause or allow employees to be treated in any way that is discriminatory, unfair, unsafe, unclear, or otherwise interferes with their ability to perform their duties. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

Operational Definition / Interpretation:

I interpret this to mean that as GM I will ensure our cooperative:

- is a fair and equitable employer
- provides a workplace environment that is welcoming and ensures all employees feel safe and valued
- has clear expectations of their roles and opportunities for professional development

Compliance with EL3 will be demonstrated when the majority of sub points (EL 3.1- 3.6) are in compliance. In addition, compliance for EL3 will be demonstrated through a third party service providing assessment and support in ensuring the co-op provides an equitable workplace.

DATA: See below for data supporting 3.1-3.6. Additionally, as of the last month of the reporting period (August 2021), the co-op entered into a contract with Deo Mwano Consulting to understand employee's perspectives on the workplace environment and collaborate in developing a more equitable workplace.

Compliance determination: **In Compliance**

EL 3.1: Inadequate, inequitable, inconsistent, or inaccessible personnel policies.

Operational Definition / Interpretation:

I interpret this to mean that co-op employees can readily access policies which outline the employment relationship between the co-op and employees and have an opportunity to discuss any areas that may be unclear to them.

I interpret personnel policies to mean the documents which outline our cooperative's employment practices, commitments to employees and expectations from employees. These documents include:

- HCCS Employee Handbook
- Individual Job Descriptions
- Quarterly Evaluation Forms

I interpret access to mean that employees will be able to learn about and interact with these policies in ways that are:

- Adequate; meaning at times and through means that work for employees
- Equitable; meaning through modes of access which vary to meet individual needs
- Consistent; meaning there are systems in place ensuring all employees have access to the information.

Personnel policies at the co-op are accessible in a variety of modes, both hardcopy and digitally, and reviewed at orientation. In addition, quarterly feedback sessions are required for all employees offering an opportunity for

communication between managers and employees regarding policies and expectations from both parties. Signed records indicating that employees have received a job description, handbook, and evaluations are retained in Human Resources.

Compliance will be demonstrated when when a minimum of 95% of records confirms employee signatures on handbook, job description and quarterly review. 95% is reasonable because it allows for margin of error and slight variation in record keeping.

DATA: A review of current procedures shows that all employees have job descriptions, are given copies of the job description and have access to their job description by request through location managers or HR. Employee Handbooks are provided to every employee upon hire, and are available to any employee upon request or from HR. Quarterly Evaluation Forms are expected to be completed regularly for every employee.

An internal audit of new hire files for those hired between September 8, 2021 and September 15, 2022 (this reporting period) indicated the Co-op is within 95% compliance of all employees having a signed handbook, signed job description, and quarterly reviews.

Compliance determination: **In Compliance**

EL 3.2: Inadequate or inequitable opportunities for employee development.

Operational Definition / Interpretation:

I interpret this to mean all Co-op employees have access to, are notified of, and are able to participate in opportunities for professional development. All employees are eligible and encouraged to participate in Co-op sponsored training and development programs which include programs such as: orientation, onboarding, Serve Safe, and courses from a database of department and skill based virtual learning on Coop+U. In addition, employees have access to industry and vendor sponsored trainings as well as co-op funded scholarships and tuition reimbursement to attend third party learning institutions.

Compliance will be demonstrated when the co-op provides training opportunities, all employees receive notification of those training opportunities, and all employees have access to training programs.

DATA: A review of records indicates the co-op maintained a robust database of training opportunities through Coop+U and conducted regular orientations and onboarding for the period of September 1st, 2021 through September 1st, 2022.

An audit of the internal employee newsletter confirmed that monthly communication of training opportunities was provided in email and hard copy for all employees.

However, a review of training utilization indicates low utilization rates. In addition, due to the high number of open positions and the increased demands of current marketplace conditions on jobs throughout the business, the Leadership Team does not believe that adequate access to trainings existed because employees were unable to get time away from their departments.

To achieve compliance, the co-op will implement new recruitment strategies to improve staffing levels, set targets for utilization of training, modify systems to allow employees to self-identify training desires, and roll out a development plan program for co-op employees. In addition, the work with Deo Mwanu Consultancy will provide a

benchmark for opportunities to improve development. Future metric: total percentage of employees participating in opportunities for employee development.

Compliance determination: **Not in Compliance**

EL 3.3: Inadequate support for employees facing personal, professional, or systemic challenges.

Operational Definition / Interpretation:

I interpret this to mean, that employees will have access to confidential and unbiased services supported by our co-op for challenges encountered both at work or outside of work. Additionally, the co-op will continue to seek ways to address systemic challenges for employees encountered in our business and community.

Compliance will be demonstrated when the co-op offers services for employees to support personal or professional challenges in a variety of access modes that meet employee needs and are confidential and unbiased.

Furthermore, compliance will be demonstrated when the co-op has taken actions to address systemic barriers for employees.

The co-op maintains and Employee Assistance Program (EAP) and Work United, a program run by the United Way. Employees can also confidentially discuss any issues with our HR department, for example, harassment while at work. All employees have access to our EAP via phone or the internet. A representative from Work United was accessible to our locations each week either in-person or through phone or internet, to talk with employees. Contact information for both programs was published each month in the internal employee newsletter. Future metric: when polled at least 90% of employees feel they have adequate support when facing personal, professional, or systemic challenges. 90% is adequate because it accounts for employee perception, misinterpretation, and things that may be out of the Co-op's control.

Data: A review of the last 12-month period shows that the co-op consistently provided access to an Employee Assistance Program (EAP) and Work United program. An assessment of internal communications confirms that the program access information was regularly available to employees. Additionally, as of August 2021 (the last month of the reporting period), the co-op entered into a contract with Deo Mwano Consulting to help understand and address any systemic challenges employees are encountering in the workplace.

Compliance determination: **In Compliance**

EL 3.4: Retaliation against any employee for non-disruptive expression of dissent.

Operational Definition / Interpretation:

I interpret this to mean any employee may express their opinions, especially in challenge or opposition to co-op policies or philosophies, so long as the expression does not create a hostile, unsafe or otherwise damaging environment for employees, customers and vendors. In doing so, employees should have a variety of trusted mechanisms to bring forward complaints and challenges and experience no reprisal or consequences for voicing concerns from the co-op.

Compliance will be demonstrated when a review of our records during the reporting period indicates that any claims of retaliation against any employee for non-disruptive expression of dissent were promptly investigated and resolved. Future metric: When polled at least 95% of employees feel they were not retaliated against for non-disruptive expression of dissent. 95% is reasonable because it accounts for employee perception or misinterpretation.

Data: A review of co-op records for the previous 12-month period revealed there have been no claims of retaliation in the last year.

Compliance determination: **In Compliance**

EL 3.5: Anyone other than the GM to authorize the parameters for employee discipline.

Operational Definition / Interpretation:

I interpret this to mean that the GM maintains the final approval for terms and conditions under which corrective employment actions can be taken. The parameters for employee corrective action are clearly articulated in the Employee Handbook and Employee Code of Conduct. These parameters are approved and signed off on by the GM.

Compliance will be demonstrated when no one other than the GM sets the parameters for employee discipline as described in the Employee Handbook and the delegated authority to HR to enforce those stated policies.

Data: A review performed for the last 12-month period confirms that all employee corrective actions were handled within the parameters that have been authorized by the GM in the as outlined in the Employee Handbook.

Compliance determination: **In Compliance**

EL 3.6: Anyone other than the GM to authorize termination of employment.

Operational Definition / Interpretation:

I interpret this to mean only the GM has the authority to end the employment relationship with an employee on behalf of the co-op. This practice is outlined in the Co-op's Employee Handbook.

Compliance will be demonstrated when a review of our records during the reporting period indicates that any termination of employment was authorized by the GM.

Data: An internal audit of the period spanning September 2021 to September 2022 shows that no employee terminations took place without the authorization of the GM.

Compliance determination: **In Compliance**

APPENDIX A

2022 Board Meeting Calendar

October 11	Board Development Session 1, 5:30 p.m. (Resource Center)
October 18	Board Development Session 2, 5:30 p.m. (Resource Center)
October 26	Board of Directors Meeting, 5:30 p.m.
November 16	Board of Directors Meeting, 5:30 p.m.
December 7 (<i>tentative</i>)	VEIC Presentation, 5:30 p.m. (Lebanon Store)
December 21 (<i>tentatively canceled</i>)	Board of Directors Meeting, 5:30 p.m.