

MEETING MINUTES, April 27, 2022
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Manish Kumar, Peggy O'Neil, Orin Pacht

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

2022 Board

Candidates: Eric DeLuca

Members: Cindy Heath

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

Consent Agenda: March 23, 2022 Meeting Minutes; March 2022 Share Redemption Requests

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

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

MOTION: Orin Pacht moved to accept the Required Approvals. Rosemary Fifield seconded the motion.

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

Board Planning

Board Retreat

Nick Clark updated the board on retreat planning. It will take place at the Hanover Board Room on Saturday, May 14, 2022.

Monitoring

EL 1 Finances

Incoming General Manager Amanda Charland presented the EL 1 Finances monitoring report and answered questions from the board.

MOTION: Rosemary Fifield moved that the board assessed EL 1 Finances monitoring report as demonstrating compliance and providing a reasonable

interpretation of the policy acknowledging non-compliance of EL 1.2 and EL 1.3. Orin Pacht seconded the motion.

VOTED: 8 in favor. 0 opposed. 1 abstained (Marta Ceroni – she was not in attendance for the discussion period). The motion passed.

Marta Ceroni joined the meeting at 5:27 p.m.

Member Input

Co-op member and co-leader of Lebanon High School Students for Sustainability presented a proposal to phase out single-use plastic produce bags at the Co-op. Board members interested in the topic will meet with Amanda to discuss next steps.

GP Global and GP 1 – Governing Style

Emmanuel Ajavon promised to complete the monitoring reports before his term ends.

GP 7 – Monitoring Board Performance

Nick Clark presented the GP 7 - Monitoring Board Performance monitoring report and noted areas that need improvement. He suggested Governance Committee create a standardized process for board monitoring including creating a monitoring template highlighting areas that need improvement.

Governance Process

Draft GP 5 – President's Role

Rosemary Fifield presented Draft GP 5 – President's Role outlining the revisions and explaining the rationale.

MOTION: Jessica Giordani moved to accept GP 5 – President's Role (Appendix A) as written. Marta Ceroni seconded the motion.

VOTED: 8 in favor. 0 opposed. The motion passed. (Emmanuel Ajavon was not present for the vote).

Peggy O'Neil joined the meeting at 5:57 p.m.

General Manager Report

Amanda Charland presented the report and answered questions.

Committee Update

Election Committee

Conicia Jackson updated the board on the voting totals and encouraged board members to reach out to their networks to encourage voting.

Ends Committee

Marta Ceroni updated the board on the Ends Survey totals.

Adjournment

The meeting adjourned at 6:27 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Appendix A

GP 5 – President’s Role

The Board President ensures the integrity of the Board’s process.

Accordingly,

GP 5.1: The President ensures that the Board performs in a manner consistent with the Co-op’s Bylaws, the Board’s Governance Process and Board-GM Linkage policies, and those regulations legitimately imposed upon it from outside the organization.

GP 5.1.1: The President is authorized to use any reasonable interpretation of the Co-op’s Bylaws, Board policies, and those regulations legitimately imposed upon it from outside the organization.

GP 5.1.2: The President has authority to gather information in a timely manner to meet an emergent issue requiring deliberation of the board.

GP 5.1.3: The President has authority to use administrative support, provided by the GM, for duties assigned to the President.

GP 5.2: The President proposes the agenda and chairs Board meetings with all the commonly accepted powers and responsibilities of that position as described in the Bylaws and Roberts’ Rules of Order.

GP 5.2.1: The President ensures that deliberation is fair, open, and thorough, but also timely, orderly, and kept to those topics within the jurisdiction of the Board.

GP 5.3: The President has no authority to make decisions about Board policies on Ends and Executive Limitations. Therefore the President has no authority to supervise the GM.

GP 5.4: The President represents the Board to outside parties in announcing board-stated positions and in stating decisions within the area delegated to the President.

GP 5.5: The President ensures orientation of all newly elected Board members.

GP 5.6: The President may request assistance from other Directors for any of the above but remains accountable for execution of this policy.