

MEETING MINUTES, August 25, 2021
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Jennifer Byrne, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Manish Kumar
Absent: Ryan Madden, Orin Pacht, and Peggy O’Neil
Guests: Nicole Duquette and Kalee Whitehouse from Vermont Energy Investment Corp.
Employees: Paul Guidone (General Manager), April Harkness (Governance & Community Engagement), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)
Members: Gary Gletow

Vice President Jessica Giordani called the meeting to order at 5:16 p.m.

Consent Agenda: July 28, 2021 Meeting Minutes, July 2021 Share Redemption Requests

MOTION: Rosemary Fifield moved to accept the Consent Agenda. Kevin Birdsey seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

Manish Kumar joined the meeting at 5:20 p.m.

Jennifer Byrne joined the meeting at 5:34 p.m.

Vermont Energy Investment Corp. (VEIC) Presentation

VEIC Project Manager Nicole Duquette and Stakeholder Engagement Lead Kalee Whitehouse presented their work to date with the Co-op Food Stores. They outlined the project objectives – *to develop an Action Plan to achieve climate-positive GHG emissions by 2030 in Co-op Food Stores’ facilities and fleet* and a public communications plan. They further outlined the progress to date, next steps, analysis methods, and proposed format for final deliverables.

The board had some follow-up questions and the guests had some questions for the board to consider. Continued communication will go through the General Manager.

Executive Session

Personnel Matter

MOTION: Nick Clark moved to enter into Executive Session to discuss a personnel matter at 5:55 p.m. and to include the General Manger and Director of Administrative Operations. Rosemary Fifield seconded the motion.

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

The board came out of Executive Session at 6:30 p.m.

MOTION: Nick Clark moved to accept and send the letter presented and discussed in Executive Session. Conicia Jackson seconded the motion.

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

Board Planning

Planning for the GM Evaluation

The board will schedule a Special Meeting to discuss the annual GM evaluation.

Member Input

No members present at the meeting.

Jennifer Byrne left the meeting.

Monitoring

Assign Self-Monitoring Reports

The following board members signed up for the Self-Monitoring Schedule for 2021/2022:

October

GP 12 – Member Linkage with Ownership Jessica Giordani

November

GP 5 – President’s Role Rosemary Fifield

December

GP 3 – Governance Development Marta Ceroni

January

GP 2 – Board Deliverables Kevin Birdsey

GP 10 – Board Committees Conicia Jackson

GP 11 – Board Committee Structure Conicia Jackson

February

GP 4 – Board Members’ Code of Conduct Manish Kumar

B-GM 2 – Accountability of the GM _____

B-GM 3 – Delegation to the GM _____

March

B-GM Global _____

B-GM 1 – Unity of Control _____

B-GM 4 – Monitoring GM Performance _____

April

GP Global

Emmanuel Ajavon

GP 1 – Governing Style

Emmanuel Ajavon

GP 7 – Monitoring Board Performance

Nick Clark

Responsibility for the remaining reports will be divided among the board members not in attendance.

General Manager Report

The General Manager updated the board on the Co-op’s two recent COVID cases and the ongoing preventative measures taking place.

Committee Updates

Governance Committee

Governance Committee Chair Rosemary Fifield explained proposed revisions to EL 1 – Finances, EL 5 – Integrity, and GP 6 – Board Process for Recruitment and Continuity. (Appendix I).

MOTION: Rosemary Fifield moved to accept the proposed revisions as presented in Appendix D of the board packet. Nick Clark seconded the motion.

VOTE: 7 in favor. 0 opposed. The motion passed.

Election Committee

Questions were raised regarding the status of the Election Committee Chair as required by Bylaws. The board will continue to try and reach current Chair, Ryan Madden, to see if he’d like to remain in that position.

Member Linkage Committee

Member Linkage Chair Jessica Giordani shared a survey link with 3 questions for the board to help the Committee with its work.

Adjournment

MOTION: Conicia Jackson moved to adjourn at 7:02 p.m. Kevin Birdsey seconded the motion.

VOTE: 7 in favor. 0 opposed. The motion passed.

The meeting adjourned at 7:02 p.m.

Respectfully submitted,

April Harkness
Governance & Community Engagement

Rosemary Fifield
Board Secretary

APPENDIX I

EL 1 – Finances

The GM shall not cause or allow the long-term financial health of the organization to be jeopardized. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 1.1: Indebtedness or illiquidity that jeopardizes the ability of the organization to repay its current and long-term debts and meet its financial obligations to lenders, vendors, employees, and tax authorities in a timely and efficient manner.

EL 1.2: Operations that generate inadequate net annual income.

~~**EL 1.3:** Compensation packages that are based on revenues that cannot be safely projected.~~

EL 1.4: Inadequate or irregular financial reporting to the Board that excludes an accurate balance sheet, statement of cash flows, net income statement, or such additional indices and reports as deemed useful in the discharge of Board's fiduciary responsibilities.

EL 5 – Integrity

The GM shall not cause or allow the long-term integrity of the organization to be undermined. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 5.1: Conflicts of interest.

EL 5.2: Damage to the organization's good will, public image, or credibility.

EL 5.2.1: Inadequate cooperation with other cooperatives.

EL 5.2.2: Operational conduct **or results** that may jeopardize any of the organization's giving programs.

EL 5.3: Products that are unreasonably dangerous to human health, including tobacco products, and the use of said products on property owned or leased by the organization except in designated areas where appropriate.

EL 5.4: Inadequate consideration for the diverse communities the organization serves.

EL 5.5: Long-term environmental damage directly resulting from operations.

EL 5.5.1: Infrastructure and equipment investments that fail to minimize or eliminate greenhouse gas emissions and long-term environmental damage when economically and technologically reasonable.

EL 5.5.2: Net positive greenhouse gas emissions beyond 2030.

GP 6 – Board Process for Recruitment and Continuity

To ensure continuation of effective leadership and governance, the board commits itself to recruiting high quality candidates for open board positions.

GP 6.1: The board will appoint a Member Linkage Committee to develop and encourage member-owner engagement, including motivating potential candidates to stand for the Board of Directors.

GP 6.2: The board will appoint an Election Committee constituted according to the bylaws. ~~and that committee's charter.~~

~~**GP 6.1.1:** All directors will, to the best of their ability, support and assist in the Election Committee's efforts to recruit candidates to run and to encourage the membership to vote.~~

2.2. The committee will liaise with the Board's governance consultant, but it may not enter into or change the consulting contract.

~~2.3. The committee may engage legal counsel for opinions regarding board governance matters.~~

2.4. The committee chair has the authority to reasonably interpret this committee charter ~~reasonably~~.

Committee Composition and terms:

1. The committee's composition shall enable it to function effectively and efficiently.

1.1. The board will appoint the chair of the committee.

1.2. The chair will seek volunteers from the remaining members of the board so that there are at least four directors on the committee.