

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

Governance & Community Engagement

Orin Pacht

Board Secretary