

## MEETING MINUTES

August 23, 2023

5:30 p.m. Co-op Resource Center/Hybrid, WRJ, VT

**Present:** Mary Lou Aleskie, Nick Clark, Eric DeLuca, Conicia (CJ) Jackson, Peggy O'Neil, Eileen O'Toole, Orin Pacht

**Absent:** Tracey Cutter, Jessica Giordani, Lynn Ellen Schimoler, Cate Tierney, Jennifer Tietz

**Employees:** Amanda Charland (General Manager), Allan Reetz (Director of Public & Governmental Affairs), Jamie Shechtman (Director of Finance), Rebecca White (Public & Governmental Affairs Associate)

Board President Nick Clark called the meeting to order at 5:35 p.m.

### **Consent Agenda: July 26, 2023 Meeting Minutes, Monthly Share Redemptions.**

**MOTION:** CJ Jackson moved to accept the Consent Agenda. Orin Pacht seconded the motion. Eric DeLuca asked to have the minutes clarify that the Executive Committee meeting invitation to the full board occurs on the months when EL 1 Finances is being monitored.

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

### **Member Input**

None.

### **GM Report**

#### **IT Training**

Lucas Moyer, Associate Director of IT, offered to provide training to the board on email security (spam and phishing) and to provide the board information on updated cyber insurance. He'll post the trainings on Teams.

#### **Finance Training**

Jamie Shechtman, Director of Finance, walked through the Profit & Loss Statement and answered questions from the board.

#### **GM Update**

Amanda Charland described recent employee-appreciation events, a fundraiser for Vermont farmers affected by flooding, an update on the Co-op's focused effort to improve the B Impact Assessment score (moving from 54 points to 83.1 total points), new training and development

software, new employee assistance program provider, and positive feedback from National Co-op Grocers cohort tours of our facilities.

## **Monitoring**

### **EL 2 – Asset Protection**

### **EL 3 – Operational Capacity**

Amanda reported compliance in EL 2 and EL 3 and acknowledged that the Co-op is getting programs in place to better build out reporting capabilities. Regarding *EL 2.1, Inadequate insurance coverage, including liability insurance for board members*, Eric DeLuca asked about board access (in Teams) to current insurance-policy information focused on cyber security and Directors and Officers coverage.

**MOTION:** Orin Pacht moved to assess EL 2 and EL 3 monitoring reports as providing a reasonable interpretation and sufficient evidence of compliance. Mary Lou Aleskie seconded the motion.

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

## **Board Planning**

### **President's Report**

Nick reminded the board that there is no board meeting in September. The October board meeting will be held at the Norwich Service Center with no remote option. The long term strategic planning working group is still collecting data. The full board is invited to Executive Committee meeting prior to the quarterly monitoring of EL 1 Finances to allow for a deeper dive. The DEI task force group is working on scheduling a meeting and includes Mary Lou, Nick, Cate, and CJ.

### **Bylaws Committee**

Bylaws Request for Proposals will be sent out shortly, an attorney or firm will be selected, and the committee will begin working through priority items.

### **Governance Committee**

Five people have filled in the surveys on recently monitored EL's. The deadline is Friday, August 25, 2023.

### **Vice Presidents Report**

The board development team met to discuss dollar amount thresholds for board approval of trainings, creating an annual calendar of events, and continuing to use Teams.

**Executive Session**

**MOTION:** Nick Clark moved to enter into Executive Session to discuss a personnel matter GM evaluation and to include the GM for the first portion of the meeting. CJ Jackson seconded the motion.

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

The board came out of Executive Session at 7:15 p.m.

**Final Thoughts & Adjournment**

The board shared final thoughts.

The meeting adjourned at 7:25 p.m.

Respectfully submitted,

April Harkness  
ESG Program Manager

Orin Pacht  
Board Secretary