

MEETING MINUTES, December 18, 2019

Present: Emmanuel Ajavon, Tom Battles, Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Benoit Roisin and Allene Swienckowski

Absent: Ann Shriver Sargent, Jessica Saturley-Hall

Employees: Amanda Charland (Director of Cooperative Engagement) Ed Fox (General Manager), April Harkness (Governance & Community Engagement), Paul Guidone (Strategic Advisor to the General Manager), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)

Members: Nick Clark

Rosemary Fifield called the meeting to order at 6:03 p.m. at the Co-op Resource Center, White River Jct., VT. She reminded all that the meeting was being recorded.

Agenda Approval

MOTION: Liz Blum moved to approve the agenda as written. Jessica Giordani seconded the motion.

VOTED: 9 in favor. 1 abstained (Tom Battles). 0 opposed. The motion passed.

Action Items Review

Rosemary has not received input from Ann regarding GP 5 – President’s Role. The special meeting of the board date is set for Saturday, January 11th and will be posted.

Consent Agenda: November 20, 2019, Meeting Minutes and November 2019 Share Redemption Requests

MOTION: Ed Howes moved to accept the November 20, 2019, Meeting Minutes with the correction of the auditor name Baker, Newman & Noyes and the November 2019 Share Redemption Requests. Kevin Birdsey seconded the motion.

VOTED: 9 in favor. 0 opposed. 1 abstained (Tom Battles). The motion passed.

Member Comments

None.

Monitoring

Monitoring Report EL 1 - Planning

Ed Fox referred the board to the EL 1 addendum as addressing how the 2019 Business Plan relates to the Co-op’s Ends Statements.

MOTION: Kevin Birdsey moved to assess EL 1 – Planning as providing a reasonable interpretation of the policy and demonstrating compliance. Allene Swienckowski seconded the motion.

VOTED: 9 in favor. 1 opposed (Rosemary Fifield). The motion passed. Rosemary opposed the motion as she believes the data provided does not show planning toward achievement of Ends, but is rather a list of accomplishments.”

Monitoring GP 3 – Governance Development

All board members were provided an opportunity to discuss their ideas and concerns around governance development, including the use of consultants. It was suggested that GP 3.5.2 be rewritten to accommodate the budget process schedule. The following suggestions were presented:

1. Bring suggested policies to Governance Committee, share responsibility of revisions
2. Diversity, Equity and Inclusion Committee is working on a proposed policy
3. Committee work is the backbone of the board
4. Collegiality is important
5. Consensus – spend more time on votes that are opposing – revisit and discuss further
6. Stay on the agenda

New Business

2020 Board Budget Approval

MOTION: Tom Battles moved to approve the proposed board budget and that it be capped at .2% of 2019 annual sales. Ed Howes seconded the motion.

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

King Award Task Force

Jessica Giordani volunteered to lead the King Award Task Force.

Governance Process

Governance Action Plan Review

Jessica Giordani will report on GP 2 – Board Deliverables and Allene Swienckowski will report on GP 10/GP 11 – Board Committees for the January board meeting. Victoria Fullerton and Benoit Roisin switched reporting for February and March.

General Manager Report

General Manager Ed Fox said that the Co-op is \$200,000 off budget mostly due to the Norwich Service Center, however new planning is hitting all metrics. Customer Survey is complete and presentations on the results will occur in January and February. We are carrying 17 open positions. The first stage of Business Continuity Planning is implementation of an emergency communication system for employees. Testing will begin in February. We’ve signed a contract for a customer relationship management system – Salesforce – which will take effect in January. The packet for the special January 11th board meeting

will go out on Friday, December 21st. Plastic bags will be phased out of all stores on January 31st. We've developed a pilot program for reusable egg containers with Pete and Gerry's Organic Eggs and the New Hampshire Cooperative Business Leaders are working on getting a national political candidate to the area with a cooperative business model as part of their platform.

Election Committee Update

Committee Chair Allene Swienckowski encouraged all board members to help with board candidacy outreach. The deadline for declaration is January 31st.

Diversity, Inclusion and Equity Committee Update

Committee Chair Liz Blum discussed an upcoming event co-hosted with the Upper Valley Food Co-op at the Norwich Library at 6:00 p.m. on January 9th with author Teresa Mares. Questions and comments from the event will be directed to the DEI Committee to determine next steps.

MOTION: Benoit Roisin moved to allocate \$120 to the DEI Committee from the 2020 board budget to provide transportation reimbursement for the author. Kevin Birdsey seconded the motion.

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

Adjournment

Motion to adjourn at 8:00 p.m.

Respectfully submitted,

April Harkness

Board Administrator

Emmanuel Ajavon

Board Secretary