

MEETING MINUTES, December 16, 2020  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon (arrived at 5:42 p.m.), Kevin Birdsey, Marta Ceroni (joined the meeting at 6:14 p.m.), Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil, and Jessica Saturley-Hall

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

Members: Gary Gletow, Ryan Madden

Jessica Saturley-Hall called the meeting to order at 5:15 p.m.

**Consent Agenda: October 28, 2020 Meeting Minutes and October 2020 Share Redemption Requests**

**MOTION:** Peggy O'Neil moved to accept the Consent Agenda with the following edit to General Manager Report section of the Draft November 18, 2020 Bd Mtg Minutes:

**General Manager Report**

Paul Guidone updated the board about ~~end-of-year year-to-date losses through November which were less than plan. He also commented that he expects the full year to show a profit as a result of strong holiday sales and other income/expense reductions associated with the repayment of the PPP loan. as well as depreciation values.~~

Rosemary Fifield seconded the motion.

**VOTED:** 9 in favor. 0 opposed. The motion passed.

**Member Linkage**

Gary Gletow introduced himself as a member and a banker who is a resource for the Co-op's Payroll Protection Plan.

**Monitoring**

**EL 1 – Planning**

**MOTION:** Ed Howes moved that EL 1 – Planning monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Jessica Giordani seconded the motion.

**Discussion:** Paul provided an addition to the written report EL 1.2.1 – Support for Neighboring Food Cooperative Association – in the form of several shared working sessions.

**VOTED:** 9 in favor. 0 opposed. The motion passed.

### **GP 3 – Board Development**

**Discussion:** As the board member tasked with reporting on GP 3 – Board Development, Ed Howes provided an opportunity for board member feedback via a policy monitoring worksheet. Some areas for suggested improvement included partnering new board members with more seasoned board members to assist with monitoring reports, more informational short sessions on Policy Governance, and more information on board budgeting for new board members.

(Emmanuel Ajavon arrived at 5:42 p.m.)

### **General Manager Report**

Paul Guidone provided an overview of organizational performance indicating that growth month to month is beginning to flatten over time, though if we continue to see an uptick in COVID cases, we may also see an uptick in business as people begin to stock their shelves.

Workforce planning continues with approximately 25 open positions; however if the government continues to offer direct payment to individuals, it may prevent people from seeking work.

Paul pointed out a typo in the Prepared Foods Sales – the sushi totals are in the negative and not the positive. The service station shortfall continues to be a reflection of the price of gas.

Lastly, Paul offered to provide another off-cycle informational session to the board to review year end financials.

### **Board Planning**

#### **Board Budget**

**MOTION:** Manish Kumar moved to accept the proposed 2021 Board Budget. Jessica Giordani seconded the motion.

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

### **2021 Member Linkage**

Jessica Saturley-Hall updated the board on Member Linkage planning with a proposed upcoming session on how the board can help communicate with members regarding patronage refunds and/or retention. The board will be provided information on past practices and recommendations in advance of a January informational session with the General Manager and Leadership Team.

### **Committee Updates**

#### **Bylaws Committee**

Bylaws Committee Chair Rosemary Fifield recommended that the board delay a member vote on bylaws revisions until they can be reviewed more comprehensively and with more board member input. It was recommended that the Leadership Team continue to track those areas of the bylaws that they find to be inconsistent or problematic.

### **Election Committee**

Election Committee Chair Emmanuel Ajavon provided a brief update on the 2021 Election. He will send an email to the board with the candidate materials attached asking each board member to share with at least 10 of their contacts. He also recommended two additional committee members to satisfy the requirement for non-board members.

**MOTION:** Emmanuel Ajavon moved to appoint Co-op members Liz Blum and Victoria Fullerton to the Election Committee. Kevin Birdsey seconded the motion.

**Discussion:** Some board members expressed concern around the limitations of having two recent board members, including one who resigned from the board, serving on the Election Committee.

**VOTED:** 4 in favor. 5 opposed. 1 abstained (Peggy O’Neil). The motion failed.

**MOTION:** Emmanuel Ajavon moved to appoint Co-op member Liz Blum to the Election Committee. Marta Ceroni seconded the motion.

**VOTED:** 6 in favor. 3 opposed. 1 abstained (Peggy O’Neil). The motion passed.

### **Ends Committee**

Ends Committee Chair Marta Ceroni provided an update on the Ends Committee work including the preparation of surveys to be sent to stakeholders such as vendors and community partners. The committee is also working with Lindsay Smith on employee input.

### **Governance Committee**

Jessica Saturley-Hall is unable to continue to Chair the Governance Committee, but will continue to serve on the Committee. Kevin Birdsey declined the position; Rosemary Fifield stated she would accept only if no one else will. Peggy O’Neil offered to serve on the Committee. Nick Clark offered to co-Chair with, or to remain on the Committee under, Rosemary’s leadership.

**MOTION:** Jessica Saturley-Hall moved to appoint Rosemary Fifield Chair of the Governance Committee. Peggy O’Neil seconded the motion.

**VOTED:** 9 in favor. 1 abstained (Rosemary Fifield.) The motion passed.

### **Adjournment**

The meeting adjourned at 7:11 p.m.

Respectfully submitted,  
April Harkness

Rosemary Fifield

Governance & Community Engagement

Board Secretary

**Appendix I**