

## MEETING MINUTES, February 26, 2020

Present: Emmanuel Ajavon, Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Benoit Roisin, Jessica Saturley-Hall, Ann Shriver Sargent and Allene Swienckowski

Employees: Amanda Charland (Director of Cooperative Engagement) Janet Couture (Retail Cost Accounting Manager), Bruce Follett (Director of Business Unit Operations), 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)

Guests: Jeffrey Wheeler, Audit Principal (Baker Newman & Noyes, LLC)

2020 Board

Candidates: Nick Carter, Shelbi Fitzpatrick, Yolanda Huerta and Peggy O'Neil

Rosemary Fifield called the meeting to order at 6:00 p.m. at the Co-op Resource Center, White River Jct., VT. She reminded all that the meeting was being recorded.

### **Consent Agenda: January 22, 2020 Meeting Minutes and January 2020 Share Redemption Requests**

**MOTION:** Ed Howes moved to accept the January 22, 2020 Meeting Minutes and the January 2020 Share Redemption Requests. Jessica Giordani seconded the motion.

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

### **Member Linkage**

#### **Introduction of Candidates**

In the absence of Election Committee Chair Allene Swienckowski, Rosemary informed the board that 2020 board candidate Joseph Major had dropped out. She then asked those candidates in attendance to introduce themselves. Each candidate gave a short introduction.

#### **Member Input**

Liz Blum invited the board and those present to participate in the Food Solution New England 21-day Racial Equity Challenge beginning March 30<sup>th</sup>.

(Allene Swienckowski and Tom Battles arrived)

### **Governance**

#### **Member Vote Resolution**

**MOTION:** Benoit Roisin moved that "The board shall bring the following to a member vote in April, 2020: 'I approve the Board of Directors' decision to secure a loan not to exceed \$3.6 million

and an additional \$1 million line of credit for unforeseen fixed asset expenditures, to be used only if necessary.” Liz Blum seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

### **Auditor’s Presentation**

Jeffrey Wheeler, Principal Auditor with Baker Newman & Noyes, LLC, presented the 2019 audit results to the board of directors.

#### **Executive Session**

**MOTION:** Benoit Roisin moved to enter into executive session at 6:53 p.m. with the board and Jeffrey Wheeler. Allene Swienckowski seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

**MOTION:** Liz Blum moved to come out of executive session at 7:10 p.m. Allene Swienckowski seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

### **IGM Job Description**

**MOTION:** Liz Blum moved to approve the IGM Job Description as written (see Addendum). Kevin Birdsey seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

### **Search Committee Chair**

Liz Blum nominated Allene Swienckowski to be GM Search Committee Chair. Victoria Fullerton seconded the nomination.

Rosemary Fifield nominated Jessica Saturley-Hall to be GM Search Committee Chair. Ann Shriver Sargent seconded the nomination.

Vote took place via paper ballot with four (4) in favor of Allene Swienckowski and eight (8) in favor of Jessica Saturley-Hall. Jessica Saturley-Hall will chair the GM Search Committee. She will draft a committee charter and accept recommendations for committee members. She will send out a poll to find a date for a special meeting to be held within a week to 10 days to present the charter and committee members for board approval.

**MOTION:** Jessica Saturley-Hall moved to have the Executive Committee and GM Search Committee Chair conduct exit interviews with the General Manager and share results with the full board. Tom Battles seconded the motion.

**VOTED:** 11 in favor. 0 opposed. Allene Swienckowski abstained. The motion passed.

### **Executive Session**

#### **Personnel Matter**

**MOTION:** Benoit Roisin moved to enter into executive session to discuss a personnel matter and to include all board members and the following employees, individually, in the following order: Mark Langlois, Amanda Charland, Bruce Follett, Paul Guidone, Lori Hildbrand, and Ed Fox. Kevin Birdsey seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

The executive session commenced at 7:55 p.m.

**MOTION:** Liz Blum moved to come out of executive session at 10:05 p.m. Allene Swienckowski seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

### **Appointment of Interim General Manager**

**MOTION:** Benoit Roisin moved to appoint Paul Guidone as Interim General Manager effective Thursday, February 27<sup>th</sup>, 2020. Victoria Fullerton seconded the motion.

**VOTED:** 12 in favor. 0 opposed. The motion passed.

### **Adjournment**

Motion to adjourn at 10:10 p.m.

Respectfully submitted,

April Harkness

Board Administrator

Emmanuel Ajavon

Board Secretary

## Addendum

### JOB DESCRIPTION

#### HANOVER CONSUMER COOPERATIVE SOCIETY, INC.

Department: Administration

Job Title: Interim General Manager

Status: Salaried/Exempt/Full Time/Range 12

**Job Summary:** Assumes the job description of the General Manager with the following modifications:

1. Will adhere to the 2020 Business Plan as presented to and accepted by the HCCS Board of Directors in its December 2019 and January 2020 board meetings, respectively.

Any proposed deviation from the 2020 Business Plan will seek Board approval before implementation.

2. **Organizational Relationships/Personnel:** The IGM will provide guidance and support to the Leadership Team, as needed, working collaboratively with each member of the team to achieve the goals outlined in the 2020 Business Plan. Additionally, the IGM will act as the functional supervisor in all day to day HR related matters. The IGM will refrain from making any changes to the structure of the Leadership Team without first seeking approval from the Board.
3. If a conflict of interest or responsibility occurs between the Interim General Manager's duties and those of his/her concurrent position on the Leadership Team, the Interim General Manager will inform the Board President and they will jointly seek a solution.

**Compensation:** A temporary adjustment will bring the total annualized compensation rate to the level at which our current GM started, pro-rated if the agreed-upon scheduled hours are fewer than 40 per week.