

MEETING MINUTES, February 24, 2021  
Virtual Meeting via ZOOM

Present: Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil and Jessica Saturley-Hall

Absent: Emmanuel Ajavon

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

2021

Board

Candidates: Jennifer Byrne (left the meeting early), Conicia Jackson, Orin Pacht, Elisee Rugambarara

Guests: Doug deLara, Jeffrey Wheeler (Auditors, Baker Newman Noyes, LLC)

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

**Consent Agenda: January 27, 2021 Meeting Minutes and January 2021 Share Redemption Requests**

**MOTION:** Marta Ceroni moved to accept the Consent Agenda. Manish Kumar seconded the motion.

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

*(the recording was started at 5:30 p.m.)*

**Member Linkage**

No comments.

**Schedule Special Meeting**

Board President Jessica Saturley-Hall noted that B-GM 4 – Monitoring General Manager (GM) Performance requires the Board to review the General Manager's performance by March 1 and to vote on any changes in GM employment and/or compensation at the March meeting. A poll taken to determine if the board wished to hold a special meeting before March 1 showed a majority wished to hold a special meeting. Jessica will send out a poll to determine the best time for a meeting.

**Auditor's Presentation**

The auditors joined the meeting and gave their report to the board. The auditors noted the complications resulting from the delay in hearing back from the SBA regarding forgiveness of all or part of the PPP loan.

**MOTION:** Kevin Birdsey moved to enter into Executive Session with the auditors at 6:09 p.m. Rosemary Fifield seconded the motion.

**VOTED:** 8 in favor. 0 opposed. 1 abstained (Marta Ceroni). The motion passed.

The board came out of Executive Session at 6:19 p.m.

**MOTION:** Nick Clark moved to accept the audit report as presented, pending the anticipated favorable response from the SBA by the end of April. Peggy O’Neil seconded the motion.

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

**MOTION:** Jessica Saturley-Hall moved to have the board approve legal expenses associated with a question regarding a potential board candidacy. Manish Kumar seconded the motion.

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

## **Monitoring**

### **EL 2 – Financial Condition & Performance**

Due to the auditing schedule and the timing of end of month, EL 2 – Financial Condition & Performance monitoring is postponed until the March board meeting.

### **GP 2 – Board Deliverables**

Peggy O’Neil, the board member tasked with reporting on GP 2 – Board Deliverables, presented the monitoring report as submitted, with the board assessing its own performance as meeting the policy as written.

### **B-GM 2 – Accountability of the General Manager**

Rosemary Fifield, the board member tasked with reporting on B-GM 2 – Accountability of the General Manager, presented the monitoring report as submitted in the board packet with suggested policy language revisions as follows:

#### **B-GM 2 – Accountability of the GM**

The General Manager is the Board’s only link to operational achievement and conduct.

**MOTION:** Rosemary Fifield moved to remove B-GM 2.1 and B-GM 2.2 as redundant. Nick Clark seconded the motion.

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

### **B-GM 3 – Delegation to the General Manager**

Rosemary Fifield, the board member tasked with reporting on B-GM 3 – Delegation to the General Manager, presented the monitoring report as submitted in the board packet with a suggestion that the elements of the policy that are confusing to the board be reviewed by Governance Committee in consultation with Governance Coach.

## **General Manager Report**

General Manager Paul Guidone added a few comments to the text of his written report, noting that while current sales continue the overall upward trend influenced by COVID-19, the Co-op can anticipate compression of percent change from the same month last year once the numbers begin to reflect months equally affected by the pandemic. He also noted the Co-op's Pennies for Change program reached a milestone of \$1 million dollars donated directly back into the community through Upper Valley nonprofits.

## **Board Planning**

### **Member Linkage 2021**

The members of the Member Linkage Task Force provided a verbal update to the board.

## **Committee Updates**

### **Diversity Equity and Inclusion Committee**

Kevin Birdsey, Chair of the DEI Committee, submitted a proposed board resolution in support of the Migrant Justice's Milk With Dignity Program.

**MOTION:** Kevin Birdsey moved to approve the board resolution in support of Migrant Justice's Milk With Dignity Program with the edit below. Nick Clark seconded the motion.

*Resolved*, that the HCCS board of directors:

1. stands with the "Milk with Dignity" program;
2. encourages manufacturers of milk products to become participating members; and
3. encourages our membership, and fellow cooperatives to support this worthy endeavor.

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

### **Election Committee**

Peggy O'Neil, member of the Election Committee, introduced the three board candidates present and they each had an opportunity to share why they chose to run for the board.

### **Ends Committee**

Marta Ceroni, Chair of the Ends Committee provided a brief update on the committee work to date.

### **Governance Committee**

Rosemary Fifield, Chair of the Governance Committee, presented proposed edits to GP 11.4 Ends Committee (charter).

**MOTION:** Rosemary Fifield moved to edit GP 11.4 Subsection 3. Committee Authority. Nick Clark seconded the motion.

**3.4. The Committee has authority to use employee resource time, for administrative support, especially to reach out to the membership.**

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

Governance Committee member Nick Clark then presented to the board a suggested revision to EL Global and all of the Executive Limitations (EL) which would result in a refinement and simplification of the current ELs, as well as adding new language regarding diversity and control of carbon emissions. (See February 24, 2021 Board Packet for complete set of proposed revisions.)

The board indicated its support of continued discussion of the proposed revisions, noting that it would be worthwhile to have the discussion, and possible approval, in the next two months while three longer-term board members who are not running for re-election will still be on the board. The proposal was returned to the Governance Committee, which will prepare supporting material for discussion and confer with Governance Coach consultant Richard Stringham in advance of the March board meeting.

General Manager Paul Guidone offered to provide his feedback on the proposed revisions to the Governance Committee via email.

#### **Adjournment**

**MOTION:** Nick Clark moved to adjourn the meeting at 7:39 p.m. Jessica Giordani seconded the motion.

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

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary