

MEETING MINUTES, January 26, 2022  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Manish Kumar, Peggy O'Neil, Orin Pacht

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

Potential

2022 Board

Candidates: Elizabeth Barry, Barry Fudim

Guests: Brett Myers, Managing Director (The Carlisle Group, Executive Search & Recruitment Firm)

President Nick Clark called the meeting to order at 5:02 p.m.

Consent Agenda: December 15, 2021 Meeting Minutes; January 12, 2022 Off-Cycle Meeting Minutes; December 2021 Share Redemption Requests

**MOTION:** Jessica Giordani moved to accept the Consent Agenda. Peggy O'Neil seconded the motion.

**VOTED:** 8 in favor. 0 opposed. The motion passed.

Kevin Birdsey joined the meeting at 5:17 p.m.

Marta Ceroni joined the meeting at 5:33 p.m.

### **The Carlisle Group**

Brett Myers, Managing Director from The Carlisle Group, outlined the process for the Co-op's General Manager search and answered questions from the board.

### **Board Planning**

#### **Annual Meeting Planning**

Jessica Giordani volunteered to be the board member lead on planning the 2022 Annual Meeting.

### **VEIC Next Steps**

Paul Guidone informed the board about an upcoming leadership team meeting with Vermont Energy Investment Corporation (VEIC). They will work together to develop a plan to move forward.

### **Member Input**

None.

### **Monitoring**

#### **EL 5 Integrity**

**MOTION:** Rosemary Fifield moved that EL 5 Integrity provided a reasonable interpretation of the policy and sufficient evidence of compliance. Peggy O'Neil seconded the motion.

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

#### **GP 2 – Board Deliverables**

Kevin Birdsey, the board member assigned to provide this monitoring report, presented the report highlighting areas that need improvement.

#### **GP 3 – Governance Development (Dec Report)**

Marta Ceroni, the board member assigned to provide this monitoring report, presented the report highlighting areas that need improvement.

#### **GP 10 – Board Committees**

Conicia Jackson, the board member assigned to provide this monitoring report, presented the report as written.

#### **GP 11 – Board Committee Structure**

Conicia Jackson, the board member assigned to provide this monitoring report, presented the report as written and thanked committee chairs for their input.

### **General Manager Report**

Paul Guidone provided an update on the annual audit and presented the rest of the report as written.

**Committee Update**

**Election Committee**

Conicia Jackson update the board on recruitment efforts.

**Ends Committee**

Marta Ceroni updated the board on the Ends Survey progress.

**GM Search Committee**

**Executive Session**

**MOTION:** Kevin Birdsey moved to enter into Executive Session at 6:50 p.m. to discuss GM search candidate review and to include the employee board member and Lori Hildbrand. Orin Pacht seconded the motion.

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

Board came out of executive session at 8:02 p.m.

**Adjournment**

The meeting adjourned at 8:02 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary