

MEETING MINUTES

January 25, 2023

Zoom 5:30 p.m.

Present: Mary Lou Aleskie, Marta Ceroni, Nick Clark, Eric DeLuca, Conicia (CJ) Jackson, Manish Kumar, Peggy O'Neil, Orin Pacht, Jennifer Tietz, Lindsay Smith

Absent: Jessica Giordani

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager),

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

Members: Kevin Birdsey, Tracey Cutter (Controller/potential 2023 Board Candidate)

President Nick Clark called the meeting to order at 5:30 p.m.

Consent Agenda: November 16, 2022 Meeting Minutes: January 2023 Share Redemptions

MOTION: CJ Jackson moved to accept the Consent Agenda. Orin Pacht seconded the motion

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

Member Input

None

Mary Lou Aleskie joined the meeting at 5:40 p.m.

Pre- Audit Presentation

Jeffrey Wheeler and Doug DeLara from Baker Newman Noyes presented *Hanover Consumer Cooperative Society, Inc. 2022 Audit Planning* to the Board including communication, planning, review of key areas early in the process and updates on key items as the audit progresses.

Monitoring

EL 4 – Relationship to the Board of Directors

Amanda Charland presented EL 4 – Board Relationship to the Board of Directors and offered to do a follow-up survey on what additional support the board may need.

MOTION: Orin Pacht moves that the board assessed EL 4 – Relationship to the Board of Directors and that the report provided a reasonable interpretation of the policy. Mary Lou Aleskie seconded the motion.

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

GP 3 – Governance Development

Eric DeLuca reported on GP 3- Governance Development. Major takeaways are that the board has an opportunity to improve on governance development and that areas of the policy itself may require revisions. It was suggested that board members provide input on any proposed policy revisions to the Governance Committee.

DRAFT Policies

Board members reflected on the recent Diversity Equity and Inclusion Workshop and considered Draft Values statements, as well as suggested revisions to the Ends, EL Global, EL 1, EL 2, EL 3, EL 4, EL 5, EL 6, and EL 7 policies. Some board members expressed a desire for the board's continuing DEI engagement with Deo Mwano Consulting. The Governance Committee will continue to work on the draft Values and policies and asked board members to provide feedback prior to the next Committee meeting on February 14, 2023.

General Manager Report

Amanda Charland provided an update to the Board.

Board Planning

Board Member Resignation

MOTION: Orin Pacht moved to accept the resignation of board member Peter Bouchard. Peggy O'Neil seconded the motion.

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

Marta Ceroni left the meeting at 7:06 p.m.

Presidents Update

Board President Nick Clark provided a brief update including the idea to have a panel discussion on multi-stakeholder cooperative ownership, and his recent participation in a meeting hosted by the Neighboring Food Co-op Association for board presidents of member co-ops from the region.

Board Development

The Board Vice President CJ Jackson provided a brief update on board development including the idea to create a governance development calendar for the coming board term.

Assign Annual Meeting Lead

CJ Jackson agreed to be the lead on the 2023 Annual Meeting.

Member Linkage/Board Recruitment

The board discussed recruitment efforts, including an upcoming candidate forum on February 1, 2023.

Final Thoughts & Adjournment

Each board member and employee shared their final thoughts before adjournment.

Executive Session

MOTION: Nick Clark moved to enter into Executive Session at 7:27 p.m. and to discuss facilities and a personnel matter and to include the General Manager. Peggy O'Neil seconded the motion.

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

The board came out of Executive Session at 7:40 p.m.

The meeting adjourned at 7:40 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary