

MEETING MINUTES, July 22, 2020
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark (joined shortly after 5:15 p.m.), Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil, Jessica Saturley-Hall, Allene Swienckowski

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

Allene Swienckowski called the meeting to order at 5:15 p.m.

Consent Agenda: June 24, 2020 Meeting Minutes and June 2020 Share Redemption Requests

MOTION: Jessica Giordani moved to accept the Consent Agenda. Rosemary Fifield seconded the motion.

VOTED: 11 in favor. 0 opposed. (Nick Clark was not present for the vote). The motion passed.

Member Linkage

No members present.

Monitoring

EL 2 – Financial Condition & Performance

MOTION: Rosemary Fifield moved that EL 2 – Financial Condition & Performance monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance, except for noted non-compliance in sub policy 2.3 as it relates specifically to *Payments to Vendors*. Peggy O'Neil seconded the motion.

Discussion: The Interim General Manager (IGM) Paul Guidone pointed out the new format of Executive Limitation monitoring reports with more data and less narrative.

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

EL 9 – Cooperative Giving Programs

MOTION: Ed Howes moved that EL 9 – Cooperative Giving Programs monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Victoria Fullerton seconded the motion.

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

Discussion: The IGM pointed out two areas of concern related to EL 9 policy language.

EL 9.3 Allow inadequate fundraising initiatives for the collection of funds sufficient to meet the needs of each of the programs.

Without knowing what defines *funds sufficient to meet the needs of each program*, it's difficult to report compliance. Governance Committee will consider a policy revision.

EL 9.3.1 Allow the endowment of the HCCF to decrease in real value due to inflation.

Without control over the investment decisions at Twin Pines Cooperative Foundation, it's difficult to report compliance. The IGM offered to assist with a possible revision to this policy.

Policy Revisions

GP 11.3 – Election Committee Charter

MOTION: Jessica Saturley-Hall moved to accept the revisions to GP 11.3 – Election Committee Charter (see Addendum I). Ed Howes seconded the motion.

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

Board Retreat/Workshop

Member Engagement Strategy Planning

MOTION: Victoria Fullerton moved to have a board retreat with Beth Saunders Associates for the purpose of member engagement strategy planning. Ed Howes seconded the motion.

Discussion: Board members will have an opportunity to comment on the proposal from the consultant and offer suggestions.

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

Committee Updates

HCCF Committee – Revisit Charitable Giving Themes

The board discussed options for an emergency fund to assist during times such as COVID-19. Each board member was provided an opportunity to express their opinion. Many requested more information before making a decision.

New Committee Members

Diversity, Equity and Inclusion Committee

MOTION: Kevin Birdsey moved to approve Yolanda Huerta as a new member of the Diversity, Equity and Inclusion Committee. Ed Howes seconded the motion.

Discussion: As questions arose around process for adding new committee members, it was decided that Governance Committee will revise GP 10 – Board Committees to include language that requires board approval for new committee members at the next regular board meeting.

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

Ends Committee

MOTION: Victoria Fullerton moved to approve Brooke Beaird as a new member of the Ends Committee. Jessica Giordani seconded the motion.

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

General Manager’s Report

Paul Guidone updated the board on the new mandatory mask policy at all Co-op locations beginning on Monday, July 27th. He provided some brief updates and answered a few questions from the board.

Executive Session

MOTION: Rosemary Fifield moved to enter into executive session at 6:51 p.m. to discuss a personnel matter and to not include any employees or employee board members. Victoria Fullerton seconded the motion.

VOTED: 11 in favor. 1 opposed (Ed Howes). The motion passed.

The board came out of executive session at 7:47p.m.

MOTION: Nick Clark moved to call a special meeting of the full board to address the inclusion of employee board members in executive sessions. Victoria Fullerton seconded the motion.

Discussion: Marta Ceroni asked the board to clarify in writing, for future reference, how and when to exclude/include employee board members in executive session.

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

Adjournment

Motion to adjourn at 7:55 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Addendum I

GP 11.3 Election Committee

The Election Committee assists the Board in fulfilling its responsibilities for democratic elections of board members.

Committee Products:

1. The Committee shall produce fair and efficient elections.
 - 1.1. A slate of qualified and well-informed candidates nominated in accordance with the Bylaws.
 - 1.1.1. At least two more candidates than open Board positions who meet the desired attributes described in GP-4.6 and 4.7.
 - 1.1.2. Candidates shall understand the elections process, attributes sought in board members, requirements of their service, and obligations of board membership, particularly GP-4: Board Members' Code of Conduct.
 - 1.1.2.1. Candidates shall be aware of the information that they need to provide for the elections process.
 - 1.1.2.2. Candidates shall have the opportunity to observe a board meeting.
 - 1.1.2.3. Each candidate shall be aware of any legal qualifications required for a board position.
 - 1.2. The electorate will have ready access to the information it needs to make informed decisions, including:
 - 1.2.1. The attributes of board members to enable effective governing
 - 1.2.2. Candidate's qualifications, perspectives, knowledge, skills, and experiences, to assess each candidate's relevant attributes.
 - 1.3. Voting and ballot counting shall be conducted in accordance with state statutes, bylaws, and board policies.
 - 1.3.1 Board members will be scheduled to participate in ballot counting.
 - 1.4. Candidates and Co-op members shall be informed of the election results.
2. The Chair of the Committee shall ensure new board members are oriented prior to their first board meeting. At a minimum, they shall:
 - 2.1 Receive required board materials, including the latest Policy Governance Manual and the bylaws.
 - 2.2 Be informed about meeting times and locations.

Authority:

3. The Committee's authority enables it to assist the board in its work, while not interfering with

board holism.

- 3.1. The Committee has no authority to change board policies.
- 3.2. The Committee Chair has the authority to reasonably interpret this Committee Charter.
- 3.3. The Committee has authority to spend funds set out in the board-approved governance budget.
- 3.4. The Committee has the authority to refuse nominations for individuals who are not eligible for election according to state law or HCCS bylaws. However, the committee does not have authority to recommend or endorse specific candidates.
- 3.5. The Committee has authority to determine which ballots are valid.
- 3.6. The Committee has authority to use staff resource time normal for administrative support around meetings, as well as administrative support required for the conduct of the elections.

Committee Composition and Tenure:

4. The Committee's composition shall enable it to function effectively and efficiently.
 - 4.1. The Committee and the Committee Chair shall be appointed annually by the Board in accordance with Bylaw requirements.