

SPECIAL MEETING MINUTES, July 30, 2020
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni (joined the meeting at 5:45 p.m.), Nick Clark, Rosemary Fifield, Victoria Fullerton, Ed Howes, Manish Kumar, Peggy O'Neil, Jessica Saturley-Hall, Allene Swienckowski

Absent: Jessica Giordani

Employees: April Harkness (Governance & Community Engagement)

Allene Swienckowski called the meeting to order at 5:00 p.m.

Board Process

Inclusion of Employee Board Members in Executive Session

Allene read the Hanover Consumer Cooperative Society (HCCS) Bylaws Article V Section 4 and Article V Section 11.

It was noted that the board discusses the General Manager's evaluation and compensation once per year in March in accordance with board policy B-GM 4 – Monitoring GM Performance.

Committee Report

Jessica Saturley-Hall stated that she had resigned as GM Search Committee Chair.

Executive Session

MOTION: Nick Clark moved to enter into executive session to discuss a personnel matter and to include employee board members. Jessica Saturley-Hall seconded the motion.

VOTED: 8 in favor. 0 opposed. 2 abstained (Victoria Fullerton and Allene Swienckowski). The motion passed.

The board went into executive session at 5:30 p.m.

Marta Ceroni joined the meeting at 5:45 p.m.

The board came out of executive session at 6:13 p.m.

MOTION: Rosemary Fifield moved to authorize the Board President to share the contents of this executive session with a person of interest. Victoria Fullerton seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Adjournment

Motion to adjourn at 6:15 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Addendum I

Bylaws of the Hanover Consumer Cooperative, Inc. – May 1, 2017

ARTICLE V

Board of Directors

SECTION 4.

Employees as Directors. Provided they are also Members of the Cooperative, are duly elected or appointed, and do not report directly to the Board or the General Manager, a maximum of two employees of the Cooperative may serve on the Board of Directors. No employee Director shall be eligible to serve as President, Vice President, Secretary or Treasurer, nor shall an employee Director participate in the evaluation of the General Manager or in the determination of the General Manager's compensation. Employee Directors may participate in executive sessions at the discretion of a majority of the non-employee Directors present and voting.

SECTION 11.

Appointment of General Manager. The Board shall appoint and determine the terms of employment of a General Manager, who shall report to the Board and conduct the day-to-day business of the Cooperative.