

MEETING MINUTES, July 28, 2021
Virtual Meeting via ZOOM

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

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

Members: Gary Gletow

President Nick Clark called the meeting to order at 5:16 p.m.

Consent Agenda: June 23, 2021 Meeting Minutes, June 2021 Share Redemption Requests

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

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

Recording started at 5:18 p.m.

Ryan Madden and Orin Pacht joined the meeting.

Board Planning

Preparing for Meetings

Peggy O'Neil opened with a conversation acknowledging the challenges of the time commitment required for proper preparation for board meetings and asked other board members to share suggestions for meeting their obligations.

Elections

The board discussed the operational aspects of conducting elections and the details of Election Committee duties as written in the bylaws. The group agreed that much of the work currently undertaken by the Election Committee should be given back to Operations, a move supported by General Manager Paul Guidone.

GP 8.2 (HCCF) & GP 8.3 (King Award)

A similar conversation was held regarding board involvement in distributing the funds from the Hanover Cooperative Community Fund (HCCF) and the Allen and Nan King Award. The operational nature of these activities was noted.

MOTION: Nick Clark moved to rescind GP 8—Charitable Giving Programs from the Policy Book. Jessica Giordani seconded the motion.

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

Member Linkage Committee

Jessica Giordani, chair of the Member Linkage Committee, proposed the current chairs of board committees as members of the Member Linkage Committee.

MOTION: Jessica Giordani moved to approve Marta Ceroni, Kevin Birdsey, Rosemary Fifield, Orin Pacht, and Ryan Madden as Member Linkage Committee members. Ryan Madden seconded the motion.

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

Committee Charters (App. A)

The board discussed proposed revisions to GP 11— Board Committee Structure. It was proposed that the details provided in the bylaws would suffice as the guiding document on Elections.

MOTION: Nick Clark moved to rescind GP 11.3 Election Committee Charter from the Policy Book and to add “or the bylaws” to the opening statement of GP 11. Kevin Birdsey seconded the motion.

VOTE: 9 in favor. 3 opposed (Rosemary Fifield, Kevin Birdsey, Jennifer Byrne). The motion passed.

MOTION: Nick Clark moved to rescind GP 11.6 HCCF Advisory Committee Charter from the Policy Book. Kevin Birdsey seconded the motion.

VOTE: 11 in favor. 0 opposed. 1 abstained (Ryan Madden). The motion passed.

MOTION: Nick Clark moved to accept all proposed changes to the Committee Charters (App. A). Orin Pacht seconded the motion.

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

Member Input

Gary Gletow, Co-op member and representative of TD Bank, introduced himself to the board as a resource.

Monitoring

EL 21 Finances

General Manager Paul Guidone provided a brief overview of the EL 1 Finances and suggested to the board that *EL 1.3: Compensation packages that are based on revenues that cannot be safely projected* is included more broadly in *EL 1.2: Operations that generate inadequate net annual income*. Governance Committee will consider this policy revision.

MOTION: Kevin Birdsey moved that EL 1 Finances provided a reasonable interpretation of the policy and sufficient evidence of compliance. Rosemary Fifield seconded the motion.

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

General Manager Report

The General Manager informed the board of the SBA's forgiveness on the Payroll Protection Plan and provided updates on investments in enterprise software, business continuity planning, finances to date, and leadership conversations around COVID-19's Delta variant implications.

Committee Updates

Ends Committee

Ends Committee Chair Marta Ceroni updated the board on the Ends Committee progress as they continue to refine questions for member owner input, consider outside survey services, and plan for focus groups. They hope to be done with the bulk of the work by mid-fall for completion by the end of the year.

Peggy O'Neil left the meeting.

Governance Committee

Governance Committee Chair Rosemary Fifield explained proposed revisions to GP 7— Monitoring Board Performance (App. B).

MOTION: Rosemary Fifield moved to accept the proposed revisions to GP 7—Monitoring Board Performance. Nick Clark seconded the motion.

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

Adjournment

MOTION: Kevin Birdsey moved to adjourn. Orin Pacht seconded the motion.

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

The meeting adjourned at 7:22 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Appendix A

GP 11 – Board Committee Structure

A committee is a board committee only if its existence and charge come from the board, regardless of whether board members sit on the committee. The only board committees are those that are set forth in lower-level sections of this policy or in the bylaws. The need for activation of each committee will be reviewed at the beginning of each board year.

GP 11.1 Bylaws Committee

The Bylaws Committee assists the board in maintaining bylaws that meet the Co-op's organizational needs while remaining consistent with relevant legislation.

Committee Products:

1. The committee reviews current bylaws for relevance, clarity, completeness, and consistency with current legislation and the Co-op's Certificate of Organization.
2. As needed, the committee proposes revisions to current bylaws for the board's consideration.
 - 2.1 The committee ensures that proposed revisions are consistent with current legislation and the Co-op's Certificate of Organization before presenting them to the board via work with legal counsel, as required.
 - 2.2 The committee provides written rationale for each proposed revision.
3. The committee ensures sufficient communication with the Co-op's member-owners to enable informed voting on proposed bylaws revisions endorsed by the board.
 - 3.1 The committee follows a timeline designed to provide adequate time for education of member-owners on the proposed revisions prior to voting.
 - 3.2 The committee provides written rationale for each proposed revision.
 - 3.3 The committee participates in events intended to inform member-owners about the proposed changes.

Committee Authority

4. The committee's authority enables it to assist the board in its work, while not interfering with board holism.
 - 4.1 The committee has no authority to change board policies.
 - 4.2 The committee chair has the authority to reasonably interpret this charter.
 - 4.3 The committee has the authority to engage legal counsel as necessary.
 - 4.4 The committee has authority to use-request staff resource time normal for administrative support, including communication with member-owners and member-owner voting on proposed revisions.

Committee Composition and Tenure

5. The committee's composition shall enable it to function effectively and efficiently.
 - 5.1 The board shall elect one of the current directors to chair the committee for one year.
 - 5.2 The chair will select the remaining members subject to the approval of the Board of Directors.
 - 5.3 The committee shall disband upon completion of its assigned tasks.

GP 11.2 Diversity, Equity, and Inclusion Committee

The Diversity, Equity, and Inclusion Committee (DEI) ~~will assist~~ the board ~~with the following activities~~ in accordance with the board's responsibility for member-owner linkage with a changing and growing membership.

Objectives:

~~1. The Committee shall work toward racial and social diversity, equity and inclusion by preparing the list of products below to better serve and represent our communities and Cooperative Principle 1.~~

Committee Products:

~~12.~~ The committee produces information, options, and ~~plans-observations~~ for the board's consideration. These shall include:

- ~~21.1~~ An assessment of the current level of engagement by the board with racially and socially diverse populations' ownership linkage in the community.
- ~~21.2~~ Information to enable the board to understand why some segments in the community do not engage with the board's ownership linkage activities and options regarding strategies to enhance diverse ownership engagement.
- ~~21.3~~ An assessment of the effectiveness of the board's linkage in engaging with the community's diverse populations.

Committee Authority:

~~32.~~ The committee's authority enables it to assist the board in its work, while not interfering with board holism.

~~32.1~~ The committee has no authority to change board policies.

~~32.2~~ The committee has no authority to change board policies. The committee chair has the authority to reasonably interpret this committee charter.

~~32.3~~ The committee has no authority to spend funds without Board approval.

~~32.4.~~ The committee has authority to request use employee resource time normal for administrative support.

Committee Composition and Tenure:

~~43.~~ The committee's composition shall enable it to function effectively and efficiently.

~~43.1~~ The board shall elect one of the current directors to chair the committee.

~~43.2~~ The committee shall have a minimum of five members, including two additional board members in addition to the chair, and at least ~~one~~ two employees with interest in and/or job duties related to the committee's subject matter or governance in general. Preferably, one of the two employees will also have knowledge of current human resources practices, and the Human Resources Director. The remaining members shall reflect the diversity of our community.

~~3.3~~ The chair will strive to achieve a committee composition that reflects the diversity of our community.

~~4.3.4~~ The chair will select the members subject to the approval of the Board of Directors.

GP 11.4 Ends Committee

The Ends Committee assists the board in ensuring the Ends reflect the will of the member-owners.

~~was established by vote of the Board at its 24 July 2019 meeting “to study the new Ends and to recommend changes.” The voted motion also carried the following element: “The Committee will work with Member Services and Outreach to involve as many members as possible.”~~

Committee Objective:

- ~~1. Ends that reflect the essence and purpose of the organization.~~
 - ~~1.1. The Ends must fit within the framework of Policy Governance.~~
 - ~~1.2. The Ends must be based on input from the member-owners.~~

Committee Products:

~~21. The committee shall study the Co-op's Ends and report back brings to the board, from the member-owners, on suggested revisions to the Ends approved by the board on June 26, 2019, if any, per the membership.~~

~~21.1. The member-owners shall have the opportunity to provide significant input in the development of any revisions to the Ends approved by the board on June 26, 2019.~~

~~Suggested revisions may be inspired by the set of Ends that had been in force prior to 26 June 2019.~~

~~2.2. The membership at large shall have the opportunity to provide significant input in the development of new Ends.~~

~~2.3. The changes must be designed to facilitate compliance by the General Manager and to enable effective monitoring by the Board.~~

Committee Authority:

~~32. The committee's authority enables it to assist the board in its work, while not interfering with board holism.~~

~~32.1 The committee has no authority to change board policies.~~

~~32.2 The committee chair has the authority to reasonably interpret this committee charter.~~

~~32.3 The committee has no authority to spend funds without prior Board approval.~~

~~32.4. The committee has authority to request use employee resource time for administrative support, especially to reach out to the membership.~~

Committee Composition and Tenure:

~~43. The committee shall include board members, member-owners, and employees.~~

~~43.1. The board shall appoint one of the current directors as chair.~~

~~43.2. The committee chair shall include, at a minimum, three ~~other~~ directors in addition to the chair, two member-owners, and two employees ~~to serve as members~~.~~

~~43.3. The chair will select the committee members, subject to the approval of the Board of Directors. The composition of the committee shall be approved by the board.~~

~~3.4 The committee shall disband upon delivering any proposed revisions to the Ends approved by the board on June 26, 2019.~~

GP 11.5 Governance Committee

The Governance Committee ~~works to improve both~~ assists the board's in improving its processes and its use of Policy Governance ~~principles~~.

Committee Products:

1. The committee's ~~products are to support~~ the board's efforts to achieve continuous improvement. ~~job. The committee will not make decisions for the board unless explicitly stated in this policy.~~
 - 1.1. The ~~Board will receive~~ committee provides suggestions ~~both~~ to improve board workflow and to improve its strategic governance and monitoring practices ~~whenever the committee develops such suggestions.~~
 - 1.2. ~~A survey of directors and GM will serve as monitoring report data when the author of a given monitoring report requests the committee to facilitate one. The GM will only be surveyed to provide data for GP-5 and B-GM policies.~~
- 1.32. ~~The Board will receive~~ The committee provides a draft of a new policy or policy revisions ~~when upon request of~~ the full board or when an individual directors seeks assistance. ~~request the committee to draft them.~~
- 1.43. ~~The Board receives and can consider suggested plans~~ The committee suggests ways to address noncompliance with GP and B-GM policies ~~as developed by the committee.~~
- 1.54. ~~The committee updates the policy manual~~ Policy manual appendices and Board Handbook will to reflect current board practices and policies.
- 1.65. The committee presents to the board options ~~Options~~ for action items derived from reports from the board's governance consultant ~~are presented to the Board by the committee.~~

Committee Authority:

2. The committee's authority enables it to assist the board in its work, while not interfering with board holism.
 - 2.1 The committee has no authority to change or contravene board policies, despite its charge to bring suggested revisions to the board.
 - 2.2. The committee may engage legal counsel for opinions regarding board governance matters. ~~The committee may spend any funds allocated in the board budget. The committee will not spend additional funds beyond this allocation without board approval.~~
 - 2.3. The committee has authority to ~~use request~~ a normal amount of employee resource time for administrative support from an employee familiar with the board's operations.
 - 2.3.1. The committee will exclude such an employee from its work when confidentiality dictates, at the discretion of the committee members.

2.4. The committee will liaise with the Board's governance consultant, but it may not enter into or change the consulting contract.

~~2.5. The committee may engage legal counsel for opinions regarding board governance matters.~~

2.6. The committee chair has the authority to reasonably interpret this committee charter reasonably.

Committee Composition and terms:

3. The committee's composition shall enable it to function effectively and efficiently.

3.1. The board will appoint the chair of the committee.

3.2. The chair will seek volunteers from the remaining members of the board so that there are at least four directors on the committee.

3.3. The composition of the committee shall be approved by the board.

GP 11.7 Member Linkage Committee

The Member Linkage Committee assists the board in fulfilling its responsibility for ~~board member~~-linkage with owners, including identification of potential candidates for Board of Directors. ~~However, the~~The board as a whole remains accountable for member linkage.

Committee Products:

1. The committee shall develop and encourage member-owner engagement with the Co-op.
~~assist the board in developing a plan to identify and know what the owners want and need.~~
1.1 Member-owners shall be given the opportunity to understand and achieve varying levels

of engagement, including service on the Board of Directors.

1.2 Member-owners shall be encouraged to run for Board of Directors.

2. The committee shall develop a rolling three-year ownership linkage plan to be approved by the full board, ~~in order~~ to ensure ~~that the board has~~ intentional and constructive board dialogue with the owners.

2.1 The plan will include ~~ways to gather data~~ collection in a way that ~~reflects~~ respects the diversity of the ownership.

2.2 The board will consider its ownership linkage successful if, to a continually increasing degree:

2.2.1 when developing or revising Ends, the board has access to diverse viewpoints that are representative of the ownership regarding what benefits this organization should provide, for whom, and the relative priority of those benefits.

2.2.2 the owners are aware that the board is interested in their perspective.

2.2.3 if asked, the owners would say that they have had opportunity to let the board know their views.

2.2.4 the owners are aware of how the board has used the information they provided.

2.3 Information obtained will be used to inform the board's policy decisions.

Committee 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 and the board's GP-12 – Board Linkage with Ownership policies.

3.3. The committee has authority to spend funds set out in the board-approved governance budget.

3.4. The committee has authority to request use employee resource time normal for administrative support to facilitate the three-year ownership linkage plan.

Committee Composition and Tenure:

4. The committee's composition shall enable it to function effectively and efficiently.
- 4.1. The board shall elect one of the current directors to chair the committee.
- 4.2 The committee will have a minimum of five additional members, ~~including the Director of Cooperative Engagement or his/her designee.~~
- 4.3 The chair will select the remaining members subject to the approval of the Board of Directors.

GP 11.8 General Manager Search Committee

The Search Committee ~~works to assist~~ the board with hiring a new General Manager by organizing and overseeing a process for soliciting applications for the position, providing a preliminary review of applications, and arranging for interviews with qualified candidates.

Committee Products:

1. The committee shall produce an orderly and efficient search process for a new General Manager.
 - 1.1 The committee shall produce the list of competencies and expertise for the General Manager.
 - 1.2 The committee shall produce monthly reports for the board on its activities and the status of the search for a new General Manager. These reports will be delivered in writing to the board ~~before the 1st of each month~~ one week before each board meeting.
 - 1.3 The committee shall ensure a process which produces ~~multiple~~ qualified candidates for the board to consider.
 - 1.4 The committee shall provide opportunities for public/employee/member engagement ~~regarding the hiring~~ to provide input into the attributes desired of the General Manager.
 - 1.5 The committee shall provide opportunities for board discussion regarding the hiring of the General Manager.

Committee Authority:

2. The committee's authority enables it to assist the board in its work, while not interfering with board holism.
 - 2.1 The committee is authorized to solicit proposals from executive search firms and to negotiate the terms of the contracts with those search firms. Final contracts are subject to board approval.
 - 2.2 The committee has the authority to seek consultation from key professionals across the industry.
 - 2.3 The committee has authority to ~~use~~ request a normal amount of employee resource time for administrative support.
 - 2.4 The committee chair has the authority to interpret this committee charter reasonably.

Composition and terms:

3. The committee's composition shall enable it to function effectively and efficiently.
 - 3.1 The board will elect ~~the one of its current members to~~ chair ~~of~~ the committee.
 - 3.2 The committee will have a minimum of five members, and shall include board members; member-owners; and ~~employees~~ an employee director, should one be elected.
 - 3.3 The chair will select the remaining members subject to the approval of the Board of Directors. ~~Authority to invite and remove committee members resides with the chair.~~
 - 3.4 ~~The Chair may be removed as Chair by a majority vote of the Board.~~
 - 3.5 The committee shall disband upon completion of its assigned tasks.

Appendix B

GP 7 – Monitoring Board Performance

The Board will **annually monitor**, assess, and **improve ensure** its **own performance by annual assessment of** compliance with Board policies on Board Process and Board-General Manager Relationship.

~~**GP 7.1:** The Board will monitor Board Process and Board-General Manager Relationship policies annually.~~

GP 7.1: Responsibility for preparing and presenting a brief monitoring report with respect to Board Process and the Board-General Manager relationship will be allocated among all Board members. When applicable, suggestions for improvement will be included in the brief monitoring reports.

GP 7.2: Reports will be discussed at Board meetings to determine the voice of the Board and to take relevant action as needed.

GP 7.3: The Board will disclose compliance information to the membership **through the minutes of Board meetings.**