

MEETING MINUTES, July 27, 2022
Virtual Meeting via ZOOM

Present: Mary Lou Aleskie, Peter Bouchard, 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 (Governance & Community Engagement, Matt Reed (Controller), Allan Reetz (Director of Public & Governmental Affairs) Jamie Shechtman (Director of Finance)

Members: Kevin Birdsey, Rosemary Fifield

President Nick Clark called the meeting to order at 5:15 p.m. and turned the meeting over to Vice President CJ Jackson.

Consent Agenda: June 22, 2022 Meeting Minutes; June 2022 Share Redemption Requests

MOTION: Eric DeLuca moved to accept the Consent Agenda with the following edits to the draft June 2022 meeting minutes. Jennifer Tietz voted "no" on the motion to appoint a person for governance support. Peggy O'Neil voted "yes". The vote totals are unchanged. Spell out Diversity Equity & Inclusion in its entirety the first time it appears. Move the comments from the Oryana and Upper Valley Food Co-op Board Chairs from Member Input to the Co-op Connections section. Jennifer Tietz seconded the motion.

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

- **Note:** *Voted totals reflect the number of board members voting during that particular vote and may fluctuate due to board members connectivity and online presence at any given moment.*

Presentation: Mondragon Corporation

April Harkness presented a summary of her recent study trip to Mondragon, Spain. She presented their cooperative history, unique principles, governance structure, ecosystem of solidarity and mutuality, global expansion, and the importance of worker ownership and inter-cooperation.

Member Input

None.

Board Planning

Board Training Opportunities

The board discussed training opportunities, the use of consultants, and the board budget. The plan is to survey the board on their learning needs and summarize findings at the August board meeting.

Contract with consulting firm The Governance Coach

Previous contract has expired and is not being renewed at this time.

Future Meetings

The suggestion to meet at different Co-op locations was presented, but no decisions were made. The Ends Committee will develop a plan for a board discussion on draft Ends in September. Jennifer is sending out a poll to have an informal get together at her house.

Proposed Policy Revisions

After board discussion the following motion was made.

MOTION: Mary Lou moved to accept the proposed revisions to EL 3 – *Relationship to Employees*, EL 5 – Integrity, and GP 8 – Vice President Role as submitted. Nick Clark seconded the motion.

VOTED: 9 in favor. 0 opposed. 2 abstained (Peter Bouchard, Eric DeLuca). The motion passed.

Monitoring

EL 1 - Finances

New Director of Finance Jamie Shechtman and Controller Matt Reed introduced themselves to the board.

MOTION: Orin Pacht moved that the board accept EL 1 – Finances monitoring report as demonstrating compliance with the exception of EL 1.3 and providing a reasonable interpretation of the policy. Nick Clark seconded the motion.

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

GM Update

Amanda Charland suggested a new format for the GM update to be sent out prior to the board packet. The GM update does not require board action and is informational only.

This update includes the recent hiring of a Director of Human Resources, continued staffing shortages, conversations with Diversity Equity & Inclusion consultants, and the final push to exchange B-shares.

Adjournment

The meeting adjourned at 7:25 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary