

MEETING MINUTES, June 29, 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, Ed Howes, Manish Kumar, Peggy O'Neil, Jessica Saturley-Hall, Allene Swienckowski

Absent: Jessica Giordani

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: May 27, 2020 Meeting Minutes and May 2020 Share Redemption Requests**

**MOTION:** Kevin Birdsey moved to accept the Consent Agenda with revision to the May 27, 2020 meeting minutes to indicate Peggy O'Neil left the meeting at 8:00 p.m. and not 8:15 p.m. Jessica Saturley-Hall seconded the motion.

**VOTED:** 10 in favor. 0 opposed. (Nick Clark was not present for the vote). The motion passed.

**Required Approvals**

**Bank Resolutions**

**MOTION:** Jessica Saturley-Hall moved to ratify the bank resolutions and authorize the Board Secretary and Board Treasurer to sign the documents. Rosemary Fifield seconded the motion.

**VOTED:** 10 in favor. 0 opposed. (Nick Clark was not present for the vote). The motion passed.

**Board Education**

Governance Coach Consultant Richard Stringham provided an overview of Policy Governance and board self-monitoring techniques via remote. He then left the meeting.

**Governance Coach Contract Renewal**

**MOTION:** Jessica Saturley-Hall moved to renew the annual contract with Governance Coach commencing July 1, 2020. Peggy O'Neil seconded the motion.

**VOTED:** 9 in favor. 1 opposed (Victoria Fullerton). 1 abstained (Marta Ceroni). The motion passed.

## **Monitoring**

### **EL 4 – Member/Shopper Experience**

**MOTION:** Rosemary Fifield moved that EL 4 – Member/Shopper Experience monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Ed Howes seconded the motion.

**Discussion:** The Interim General Manager (IGM) Paul Guidone reported compliance and answered questions regarding diversity, equity and inclusion training for employees, as well as product pricing as it relates to food access.

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

### **GP 6 – Board Process for Recruitment & Continuity**

Rosemary Fifield summarized her findings regarding how well the board met GP 6 – Board Process for Recruitment & Continuity with a noted short-fall in board member responses to the last sub-policy:

**GP 6.1.1** All directors will, to the best of their ability, support and assist in the Election Committee’s efforts to recruit candidates to run and to encourage the membership to vote.

Kevin Birdsey clarified that he did not serve on the Election Committee in an advisory role. The board members agreed on the need to improve participation in recruiting and member vote encouragement.

## **Policy Revisions**

### **GP 5 – President’s Role**

**MOTION:** Jessica Saturley-Hall moved to accept the revisions to GP 5 – President’s Role (see Addendum I). Rosemary Fifield seconded the motion.

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

### **GP 11.4 - Ends Committee Charter**

**MOTION:** Marta Ceroni moved to accept the revisions to the GP 11.4 - Ends Committee Charter (see Addendum II). Victoria Fullerton seconded the motion.

**VOTED:** 10 in favor. 0 opposed. (Emmanuel Ajavon was not present for the vote). The motion passed.

## **Committee Members**

**MOTION:** Jessica Saturley-Hall moved to accept all committee members as listed in the board packet (See Addendum III). Peggy O’Neil seconded the motion.

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

### **Board Priorities & Retreat Ideas**

**MOTION:** Ed Howes moved to have a board retreat, soliciting topics and polling for dates in late summer/early fall. Victoria Fullerton seconded the motion.

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

### **General Manager's Report**

IGM Paul Guidone recognized Cathy Moloney, Store Manager at the White River Junction location, as a recipient of the Top Women in Grocery for 2020 Award from Progressive Grocer magazine. He provided a brief update on curbside sales, the upcoming loan closing, the Co-op's flood insurance policies, food access programs and gas prices.

**MOTION:** Kevin Birdsey moved to have the minutes reflect that the board commends and congratulates Cathy Moloney for the honor she received. Ed Howes seconded the motion.

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

### **Executive Session**

**MOTION:** Jessica Saturley-Hall moved to enter into executive session at 7:32 p.m. to discuss the status of the General Manager Search Committee. Ed Howes seconded the motion.

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

Nick Clark left the meeting.

The board came out of executive session at 7:57 p.m.

**MOTION:** Kevin Birdsey moved to authorize the General Manager Search Committee to resume work. Ed Howes seconded the motion.

**VOTED:** 7 in favor. 1 opposed (Victoria Fullerton). 2 abstained. (Marta Ceroni and Allene Swienckowski).

### **Adjournment**

Motion to adjourn at 8:00 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

## Addendum I

### GP 5 – President’s Role

The Board President ~~assures~~ensures the integrity of the Board’s process and, secondarily, occasionally represents the Board to outside parties.

Accordingly,

**GP 5.1:** The job result of the President is that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.

**GP 5.2** ~~The President shall set the agenda, using the Board Planning Cycle as a guide, and shall chair Board meetings, with all the commonly accepted powers of that position.~~

**GP 5.2.1** The President will ~~assure~~ensure that meeting discussion content will be only on those issues, which according to board policy, clearly belong to the Board to decide, not the GM.

**GP 5.2.2** The President will ~~assure~~ensure that deliberation will be fair, open and thorough but also timely, orderly and kept to the point.

**GP 5.2.2.1** ~~The President will ensure that diverse viewpoints are allowed to be presented at Board meetings and that all Board members are free to present their views to the Board.~~

**GP 5.2.3** The President will call for a vote on all seconded motions from the floor.

**GP 5.2.4** The President will ~~assure~~ensure that all decisions are voted.

~~The President will assure that diverse viewpoints are allowed to be presented at Board meetings and that all Board members are free to present their views to the Board.~~

**GP 5.2:3** The authority of the President consists in making decisions that fall within topics covered by board policies on Governance Process and Board-GM Linkage, except where the Board specifically delegates portions of this authority to others. The President is authorized to use any reasonable interpretation of the provisions in these policies.

~~The President is empowered to set the agenda and chair Board meetings, with all the commonly accepted powers of that position (for example: ruling, recognizing, etc.).~~

**GP 5.3.1** The President has no authority to make decisions about policies created by the Board within Ends and Executive Limitations policy areas. Therefore, the President has no authority to supervise or direct the GM.

**GP 5.3.2** ~~The President shall ensure appropriate orientation for all newly elected Board members.~~

**GP 5.4** The President may represent the Board to outside parties in announcing board-stated positions and in stating decisions within the area delegated to the President.

**GP 5.4.1** The President may delegate this authority but remains accountable for its use.

*This policy will be monitored by annual report in November of the President followed by an Executive Session with the GM and without the President in November of each calendar year.*

## Addendum II

### GP 11.4 Ends Committee

The Ends Committee 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:

2. The Committee shall study the Co-op's Ends and report back to the Board on suggested revisions, if any, per the membership.
  - 2.1. 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:

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 no authority to spend funds without prior Board approval.
  - 3.4. The Committee has authority to use employee resource time, including personnel in Member Services, for administrative support, especially to reach out to the membership.

#### Committee Composition and Tenure:

4. The committee shall include Board members, member-owners and employees.
  - 4.1. The Board shall appoint one of the current directors as Chair.
  - 4.2. The Chair shall include, at a minimum, ~~three~~two other directors, two member-owners, and two employees to serve as members.
  - 4.4. The composition of the Committee shall be approved by the Board and this should not prevent the Committee from meeting and doing its work as long as the minimum level of representation from each group is met.

### **Addendum III**

#### **Committee Members**

##### **Bylaws Committee members:**

Rosemary Fifield, Chair  
Allene Swienckowski  
Paul Guidone  
April Harkness  
Amanda Charland  
Mark Langlois  
Lori Hildbrand

##### **HCCF Committee members (to date):**

Kevin Birdsey, Chair  
April Harkness

##### **Member Linkage Committee members (to date):**

Jessica Giordani, Chair  
Victoria Fullerton  
Ed Howes  
April Harkness

##### **DEI Committee members:**

Victoria Fullerton, Chair  
Liz Blum  
Benoit Roisin  
Allene Swienckowski  
Lori Hildbrand  
Nora Paley  
April Harkness

##### **Election Committee members (to date):**

Emmanuel Ajavon, Chair  
April Harkness

##### **Ends Committee members:**

Marta Ceroni, Chair  
Peggy O'Neil  
Manish Kumar  
Victoria Fullerton  
Richard Schramm  
Dave Phillips  
Eugene Cassidy  
Janet Couture  
Rebecca White  
Nancy Carter

##### **Governance Committee members:**

Jessica Saturley-Hall, Chair

Rosemary Fifield

Kevin Birdsey

Manish Kumar

Nick Clark

April Harkness