

MEETING MINUTES, June 23, 2021
Virtual Meeting via ZOOM

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

Absent: Jessica Giordani

Employees: Paul Guidone (General Manager), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)

Members: Gary Gletow

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

Consent Agenda: May 26, 2021 Meeting Minutes, May 2021 Share Redemption Requests

MOTION: Kevin Birdsey moved to accept the Consent Agenda. Rosemary Fifield seconded the motion.

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

Member Input

No comments.

Committee Members

MOTION: Peggy O'Neil moved to accept the proposed **Bylaws Committee** members. Rosemary Fifield seconded the motion.
Amanda Charland, Nick Clark, Rosemary Fifield (Chair), Paul Guidone, April Harkness, Lori Hildbrand, Conicia Jackson, Mark Langlois, Ryan Madden.

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

MOTION: Conicia Jackson moved to accept the proposed **Governance Committee** members. Jennifer Byrne seconded the motion.
Kevin Birdsey, Nick Clark, Rosemary Fifield (Chair), Paul Guidone, April Harkness, Conicia Jackson, Ryan Madden, Peggy O'Neil, Orin Pacht (possible)

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

MOTION: Peggy O'Neil moved to accept the proposed **Diversity, Equity, and Inclusion Committee** members.
Conicia Jackson seconded the motion. Emmanuel Ajavon, Kevin Birdsey (Chair), Liz

Blum, Jennifer Byrne, Jessica Giordani, April Harkness, Lori Hildbrand, Conicia Jackson, Orin Pacht

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

MOTION: Manish Kumar moved to accept the proposed **Ends Committee** members. Kevin Birdsey seconded the motion.
Emmanuel Ajavon, Jennifer Byrne, Nancy Carter, Marta Ceroni (Chair), Victoria Fullerton, Manish Kumar, Ryan Madden, Peggy O’Neil, David Philips, Richard Schramm

VOTED: 10 in favor. 0 opposed. 1 abstained (Orin Pacht – late to the discussion). The motion passed.

MOTION: Rosemary Fifield moved to accept the proposed **Election Committee** members. Ryan Madden seconded the motion.
Paul Guidone, April Harkness, Conicia Jackson, Ryan Madden (Chair), Peggy O’Neil (additional members to be added as required by bylaws)

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

MOTION: Manish Kumar moved to accept the proposed **HCCF Advisory Committee** members. Ryan Madden seconded the motion. Kevin Birdsey, Manish Kumar, Orin Pacht (Chair)

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

Member Linkage Committee: Chair not present to provide committee membership.

Committee Goals

The chair of each committee presented the committee’s goals for the upcoming board year.

Bylaws: Present proposed bylaws revisions to the membership for a vote in April 2022.

Governance: Complete the GP on violation of board policy by board members; review all GPs and B-GMs with the goal of paring them down/clarifying as we did with ELs).

DEI: Further revision of charter; board engagement with membership in terms of diversity; present engagement opportunities; interview new partners (DEI authorities); have a presentation on how to be more welcoming as a public space; weigh in on proposed policy changes.

Ends: Revise Ends with input from member-owners and stakeholders.

Election: No goals beyond obvious; candidate recruitment to be discussed later in meeting.

HCCF: Cast a wider net and increase awareness of the Gerstenberger Scholarship.

Member Linkage: Chair not present

Monitoring

EL 2 Assets

General Manager Paul Guidone provided a brief overview of the EL 2 Assets report as submitted in the board packet.

MOTION: Rosemary Fifield moved that EL 2 Assets provided a reasonable interpretation of the policy and sufficient evidence of compliance. Kevin Birdsey seconded the motion.

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

GP 6 – Board Process for Recruitment & Continuity

The need to begin recruiting board candidates as soon as possible was discussed. Ideas for ways to achieve year-round recruitment of candidates were shared. The General Manager offered to share names and contact information of members with whom he has communicated, and he offered the Director of Cooperative Engagement's cooperative network and engagement pyramid as a way to identify member-owners who might be ready to serve on the board.

General Manager Report

The General Manager offered corrections to a mistake in the printed report; updated the board on the status of the SBA's review of forgiveness on the Payroll Protection Plan (no change); and provided Efficiency Vermont updates, with more to be continued as things move along. He also offered tours of the facilities for any board members who may be interested.

Board Planning

Board Retreat

Board President Nick Clark polled board members on their willingness to participate in a half-to-full-day retreat on a weekend. While some were interested in an in-person meeting with food, others felt it might be too soon to reassemble. Topics for a retreat were discussed, including the need to use it as an orientation for new board members now and in future years. Clark asked board members to think about possible Co-op goals for 5 years from now and other topics they might wish to address.

Resume In-person Meetings

President Clark polled board members on their willingness to resume in-person meetings. It was agreed that July seems too soon, and some stated preference for a hybrid model that would allow for a combination of in-person and online presence. Guidone stated there is nowhere to meet in person just yet, as the Resource Center is not currently available for outside meetings. Clark said he would investigate the hybrid possibility for the future.

Orin Pacht left the meeting at 6:58 p.m.

Committee Updates

Rosemary Fifield lost power at 7:00 p.m. and left the meeting.

Nick Clark lost power at 7:01 p.m. and left the meeting.

Ends Committee

Ends Committee Chair Marta Ceroni updated the board on the Ends Committee progress, including the Ends Committee Report provided in the board packet. Director of Administrative Operations Lori Hildbrand agreed with sharing details from input provided by operations.

DEI Committee

DEI Committee Chair Kevin Birdsey talked about the success of the recent Juneteenth Celebration held on June 19 in Lyman Park in Hartford. Six board members were present at the celebration.

Rosemary Fifield rejoined the meeting by phone at 7:10 p.m.

Bylaws Committee

Bylaws Committee Chair Rosemary Fifield and Treasurer Peggy O’Neil asked for board permission to spend funds on counsel necessary to ensure proposed bylaws revisions are legally accurate.

MOTION: Rosemary Fifield moved to approve a board budget expenditure of up to \$5,000 for legal counsel regarding proposed bylaw revisions. Peggy O’Neil seconded the motion.

VOTE: 9 in favor. 0 opposed. (Nick Clark, Jessica Giordani, Orin Pacht were not present). The motion passed.

Governance Committee

Governance Committee Chair Rosemary Fifield recommended that the board postpone discussion and decision on proposed revisions to committee charters until the July board meeting. The board agreed.

HCCF Advisory Committee

Last year’s HCCF Advisory Committee Chair Kevin Birdsey updated his written report on feedback received from 2020 project grant recipients and stated that a late report from another recipient will be included in the next board packet. Only one project grant recipient has not sent a report on how the funds were used.

Adjournment

The meeting adjourned at 7:19 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary