

MEETING MINUTES, March 24, 2021  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil and Jessica Saturley-Hall

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

Members: Gary Gletow

2021 Board

Candidates: Conicia Jackson, Orin Pacht

Jessica Saturley-Hall called the meeting to order at 5:15 p.m.

**Consent Agenda: February 24, 2021 Meeting Minutes, March 11, 2021 Special Meeting Minutes, and February 2021 Share Redemption Requests**

**MOTION:** Rosemary Fifield moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

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

**Member Comments**

None.

**Monitoring**

**EL 2 Financial Condition & Performance (from Feb.)**

**MOTION:** Ed Howes moved that the monitoring report for EL 2 – Financial Condition & Performance provided a reasonable interpretation of the policy and sufficient evidence of compliance. Peggy O'Neil seconded the motion.

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

**Ends Global**

**MOTION:** Manish Kumar moved that the Ends Global monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Kevin Birdsey seconded the motion.

**VOTED:** 8 in favor. 0 opposed. 2 abstained (Marta Ceroni and Nick Clark).

## **GP 4 – Board Members’ Code of Conduct**

Postponed until April 2021.

## **B-GM 4 – Monitoring GM Performance**

Kevin Birdsey, the board member responsible for board self-monitoring of B-GM – Monitoring GM Performance, submitted the report as written with the recommendation to adjust the timing of monitoring this policy to occur after the GM’s Ends Report submission.

## **General Manager Report**

The General Manager updated his monthly GM Report of Co-op activities and performance. He stressed that we are now heading into the anniversary of when COVID began to influence sales. The increased buying that occurred in 2020 will begin to show as higher sales for the same period last year, causing current sales to show an apparent decrease in growth. However, week-to-week sales to date this year remain consistent, thereby showing continued strength.

## **Board Planning**

### **New Board Member Training**

**MOTION:** Jessica Saturley-Hall moved to engage consultant Governance Coach using Option A presented in the board packet to educate new and current board members and with the expectation that all board members to be seated in May will complete the modules by the May board meeting. Emmanuel Ajavon seconded the motion.

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

## **Annual Meeting**

Jessica Giordani, the board member tasked with planning the 2021 Annual Meeting, provided an update to the board and indicated a draft agenda will be circulated by the end of the week.

## **Allen & Nan King Award**

Due to the lack of King Award nominations this year, Manish Kumar, board member tasked with planning the 2021 King Award, offered the alternative of choosing a non-profit at Annual Meeting to receive \$500.

**MOTION:** Manish Kumar moved to identify Upper Valley non-profits in four categories with at least two organizations in each and to select one at the 2021 Annual Meeting by vote of the membership. Marta Ceroni seconded the motion.

**VOTE:** 10 in favor. 0 opposed. The motion passed.

## **Approve Audit Fees**

Treasurer Peggy O’Neil reported a cost overrun by the auditors of approximately \$22,000 and asked for the board’s suggestions on how to proceed. She noted that the auditors had suggested a 50/50 split of the cost overrun, thereby seeking \$10,000 from the Co-op.

**MOTION:** Kevin Birdsey moved to offer the auditors \$5,000 in addition to the contract amount of \$44,000. Manish Kumar seconded the motion.

**VOTED:** 9 in favor. 1 opposed. (Nick Clark). The motion passed.

### **Governance Committee Update**

**MOTION:** Rosemary Fifield to accept the proposed revision to B-GM 3 – Delegation to the GM as presented in the board packet. Nick Clark seconded the motion.

**VOTE:** 10 in favor. 0 opposed. The motion passed.

### **Executive Limitation Revisions**

The board reviewed the proposed Executive Limitations as presented in the board packet. No changes were suggested and no action was taken. The proposal will be brought to the board for final approval at its regularly scheduled April meeting.

### **Election Committee Update**

Emmanuel Ajavon, Election Committee Chair, provided an update to the board. One candidate has withdrawn from the 2021 Board Candidacy due to unexpected circumstances and another is planning to move out of the area in late summer.

**MOTION:** The board unanimously moved to authorize Emmanuel Ajavon, as Election Committee Chair, to request that Yolanda Huerta withdraw their candidacy now and to express appreciation for their willingness to run (twice).

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

### **Executive Session**

#### **GM Annual Performance Review**

**MOTION:** Nick Clark moved to go into Executive Session with only non-employee board members to discuss the General Manager’s annual performance review. Manish Kumar seconded the motion.

**VOTE:** 10 in favor. 0 opposed. The motion passed.

All non-board members and the employee board members left the meeting.

The board went into Executive Session at 7:52 p.m.

The board came out of Executive Session at 8:42 p.m.

**MOTION:** Nick Clark moved to accept the performance letter to the General Manager with the edits discussed in executive session. Peggy O’Neil seconded the motion.

**VOTE:** 8 in favor. 0 opposed. The motion passed.

### **Adjournment**

The meeting adjourned at 8:44 p.m.

Respectfully submitted,

April Harkness  
Governance & Community Engagement

Rosemary Fifield  
Board Secretary