

MEETING MINUTES, March 23, 2022  
Virtual Meeting via ZOOM

Present: Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Peggy O'Neil, Orin Pacht

Absent: Emmanuel Ajavon, Manish Kumar

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

2022 Board

Candidates: Mary Lou Aleskie, Eric DeLuca, Lindsay Smith

President Nick Clark called the meeting to order at 5:15 p.m.

**Consent Agenda: February 23, 2022 Meeting Minutes; March 11, 2022 Special Meeting Minutes; February 2022 Share Redemption Requests**

**MOTION:** Peggy O'Neil moved to accept the Consent Agenda with correction to the draft February 23, 2022 meeting minutes – remove the word *Special* from the title and correct the spelling of Mary Lou Aleskie. Jessica Giordani seconded the motion.

**VOTED:** 7 in favor. 0 opposed. The motion passed.

Orin Pacht joined the meeting at 5:18 p.m.

### **Board Planning**

#### **Annual Meeting Update**

Jessica Giordani provided an update on Annual Meeting planning. The virtual meeting will be held Saturday, April 2<sup>nd</sup> at 10 a.m. The guest speaker is Gerstenberger Scholarship awardee author Melissa Scanlon.

#### **CCMA Planning**

The Board and Co-op employees will be presenting the member engagement work and Member Linkage Plan at the 2022 CCMA. The event is hybrid and Jessica Giordani will appear virtually. Marta Ceroni will consider going in person.

#### **Member Input**

2022 Board Candidate Eric DeLuca spoke in favor of sending board members to CCMA.

## **Monitoring**

### **Ends Global**

Paul Guidone presented the Ends Global report and answered questions from the board.

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

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

### **B-GM Global**

Peggy O'Neil presented the B-GM Global monitoring report and noted areas that need improvement.

### **B-GM 1 – Unity of Control**

Peggy O'Neil presented the B-GM 1 – Unity of Control monitoring report and noted areas that need improvement. It was suggested that input from the GM on this policy may be useful in the future.

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

Kevin Birdsey presented the B-GM 4 – Monitoring GM Performance monitoring report and noted areas that need improvement.

## **Governance Process**

### **Draft GP 4 – Board Members' Code of Conduct**

Rosemary Fifield presented Draft GP 4 – Board Members' Code of Conduct and received feedback from the Board. Governance Committee has been working on these revisions for quite some time.

**MOTION:** Rosemary Fifield moved to accept GP 4 – Board Members' Code of Conduct (Appendix A) as written. Marta Ceroni seconded the motion.

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

## **General Manager Report**

Paul Guidone presented the report as written.

### **Committee Update**

#### **Election Committee**

Conicia Jackson updated the board on next steps for the candidates including the Candidate Forum immediately following the Annual Meeting.

#### **Ends Committee**

Marta Ceroni updated the board on the Ends Survey which is now live and encouraged board members to share with their networks.

### **Adjournment**

The meeting adjourned at 6:34 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

## Appendix A

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

The Board commits itself and its members to ethical, responsible, and lawful conduct.

Accordingly, Board members must

**GP 4.1:** act in good faith.

**GP 4.2:** demonstrate unconflicted loyalty to the interests of the ownership at large over those of advocacy, stakeholder, or interest groups or their personal interest.

**GP 4.2.1:** avoid self-dealing or any conduct of private business or personal services between the director and the cooperative.

**GP 4.2.2:** disclose to the whole board any actual or potential conflict of interest<sup>i</sup> on an annual basis, as well as disclosing any subsequent actual or potential conflict of interest that may arise.

**GP 4.2.3:** not use their positions on the Board to influence operational decisions, including hiring.

**GP 4.3:** exhibit a high standard of behavior and performance.

**GP 4.3.1:** be civil, courteous, respectful, and professional, with no violent, oppressive, racist, or discriminatory behaviors or speech.

**GP 4.3.2:** prepare for, attend, and participate fully in all board meetings, retreats, trainings, and linkage events.

**GP 4.4:** maintain the confidentiality appropriate to issues of a sensitive nature and continue to honor confidentiality after leaving board service.

**GP 4.5:** use electronic communications in a manner consistent with this policy and the responsibilities of a board member.

**GP 4.5.1:** respond to requests for a reply to emails or polls in a timely fashion.

**GP 4.6:** support the legitimacy and authority of the board’s decision on any matter, irrespective of their personal position on the issue.

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<sup>i</sup> A conflict of interest exists when the director or a family member has a material financial interest in an issue or matter pending for discussion or decision by the Board. An employee member who becomes a Board member does not have a “material financial interest” by virtue of their employment relationship to the Cooperative.