

MEETING MINUTES
March 22, 2023
5:30 p.m. Hanover Board Room/Hybrid

Present: Marta Ceroni, Nick Clark, Eric DeLuca, Conicia (CJ) Jackson, Peggy O'Neil, Orin Pacht, Jennifer Tietz

Absent: Mary Lou Aleskie, Jessica Giordani, Manish Kumar, Lindsay Smith

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager),

2023 Board

Candidates: Tracey Cutter, Eileen O'Toole, Cate Tierney

Guests: Doug DeLara, Jeffrey Wheeler (Baker Newman Noyes)

President Nick Clark called the meeting to order at 5:38 p.m.

Consent Agenda: February 22, 2023 Meeting Minutes: February 2023 Share Redemptions

MOTION: CJ Jackson moved to accept the Consent Agenda. Orin Pacht seconded the motion

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

Audit Presentation

Doug DeLara and Jeffrey Wheeler from Baker Newman Noyes presented the 2022 Audit Results to the Board of Directors. There were no significant adjustments, misstatements or concerns.

MOTION: Jennifer Tietz moved to accept the audit report as presented. CJ Jackson seconded the motion.

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

Peggy O'Neil left the meeting at 6:25 p.m.

Member Input

Orin Pacht wished those who celebrate a Happy Ramadan.

Monitoring

EL 1 - Finances

Amanda Charland presented EL 1 – Finances to the Board of Directors. There was a question as to whether it would be more useful to compare the Co-op debt ratios to the multi-store cooperative category from National Co-op Grocers rather than conventional grocery stores.

MOTION: Orin Pacht moves that the board assessed EL 1 - Finances and that the report provided a reasonable interpretation of the policy and evidence of compliance. CJ Jackson seconded the motion.

VOTED: 6 in favor. 0 opposed. The motion passed.

Ends Report

Amanda Charland presented the 2022 Ends Report to the Board of Directors. Several board members spoke in appreciation of the new design and improved readability and content of the report. One board member noted the drop in Pennies for Change contributions. The General Manager answered some questions about margins and affordability.

MOTION: Eric DeLuca moves that the board assessed the 2022 Ends Report and that the report provided a reasonable interpretation of the policy and evidence of compliance. Orin Pacht seconded the motion.

VOTED: 6 in favor. 0 opposed. The motion passed.

Board Self-Monitoring

Board President Nick Clark suggested that the May board self-monitoring reports be moved to April and that they only be discussed if there's an item of concern. If the item is related to policy language then the policy will be referred to the Governance Committee. A board member suggested a digital repository for all monitoring and other board documents.

DRAFT Ends

The board discussed the draft Ends. The full board is invited to the next Governance Committee on April 11 to continue the work.

General Manager Report

Amanda Charland provided an update to the Board.

Board Planning

Presidents Update

Board President Nick Clark provided a brief update.

Vice Presidents Report

The Board Vice President CJ Jackson provided a brief update on board development.

Annual Meeting Update

The Board continued planning for the 2023 Annual Meeting.

Executive Session

MOTION: The board moved to enter into Executive Session at 7:49 p.m. and to include the General Manager.

VOTED: 6 in favor. 0 opposed. The motion passed.

The board came out of Executive Session at 8:10 p.m.

The meeting adjourned at 8:10 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary