

MEETING MINUTES, March 22, 2017

- Present:** Dana Grossman, Michael Bettmann, Sarah Blum, Kevin Birdsey, Harrison Drinkwater, Ed Howes, Elizabeth Blum, Benoit Roisin, William Craig
- Participated via Skype:** Anthony Roisman
- Absent:** Victoria Fullerton
- Staff:** Ed Fox, General Manager, Paul Guidone, Director of Finance; April Harkness, Board Administrator, Amanda Charland, Member Services & Outreach Director
- Members:** Don Kreis, Terry Appleby, Ann Shriver Sargent

Tony called the meeting to order at 6:00 p.m. in the Culinary Learning Center, Lebanon store, NH.

Consent Agenda: February 22, 2017 Meeting Minutes, and March 2017 Share Redemption Request

MOTION: Dana Grossman moved to accept the February 22, 2017 meeting minutes.

Liz Blum seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

MOTION: Dana Grossman moved to approve the March 2017 Share Redemption Request.

Liz Blum seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

General Manager Update

Benoit Roisin asked why year-to-date sales were still below budget, given the Co-op's conservative budget plan for 2017. Paul Guidone explained that, although sales are below budget, our expenses are also lower than budget, so savings before taxes are actually inline with our targeted figure. Department sales in stores are trending up, but more important, the new store manager for the Lebanon is now in place and will help his Lebanon team reach their store goals. Tony Roisman asked that Paul Guidone and Ed Fox identify for the Board, the actions that need to happen at the Lebanon store to get back on track and report back for the regular April board meeting. Ed Fox noted that Doren Hall, the new store manager, already has a list of those action items.

There is proposed legislation in New Hampshire that could potentially cut funding and restrict access to Supplemental Nutrition Assistance Program (SNAP). Amanda Charland circulated a letter from the Hunger Council of the Upper Valley (see attached), outlining provisions in NH Senate Bill 7 that could reduce the number of people eligible for SNAP benefits by changing financial eligibility and other requirements. After review of the letter, the Board agreed to support efforts to protect the integrity of

SNAP by rejecting efforts to cut benefits. Amanda noted that in addition to education and outreach on these important issues, the Co-op also does a food drive in June and will participate in an end-hunger campaign in the Upper Valley in July.

MOTION: Tony Roisman moved to provide the letter from The Hunger Council of the Upper Valley dated March 24, 2017 to Vice President of the Board, Michael Bettmann for signature, if necessary.

Liz Blum Roisin seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

Policy Monitoring (click [here](#) for link to the Co-op's Policies below)

Monitoring Report: ENDS - Global

Liz Blum commended Ed Fox on the report and proposed that it be available online as well as at the upcoming Annual Meeting. Amanda Charland circulated a draft of the new look for the Ends Report, which will have a more info-graphic look and multi-purpose use. The report could be provided during other events, such as the Producer's Fair.

MOTION: Kevin Birdsey moved to approve the Ends Report.

Michael Bettmann seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

GP 2 Board Deliverables, GP 3 Governance Development, GP 4 Board Members Code of Conduct, GP 7 Monitoring Board Performance

Discussion: GP 2.1.1 The Board ensures that there is adequate communication between members and the organization and that there are working mechanisms to determine member needs.

Benoit noted that the survey results show that the board is split on this topic. The board continues to be challenged with trying to find the most effective ways to communicate with the membership. There was a lengthy discussion on what the board can do and is doing to address communications and engage members. Everyone agreed that it's an issue that deserves attention. Sarah Blum reminded the board of the communications matrix that Benoit created and that it's a good starting point. In addition, the Co-op is in the process of creating more systems to encourage two-way communication between board and members. The message still needs to be determined and focusing on what makes us different is one avenue to explore. Ed Fox noted that internally, communication is happening and with a new Customer Relationship Management tool, we can work on external communications. The board needs to determine what they want to convey and how to represent that. Bill Craig noted that the Member Engagement Committee is working on this, including website changes, and that they can re-focus again after elections. Tony Roisman reminded the Board that there is a member newsletter that goes out via email as well as an online blog and asked each Board member to volunteer to write something for each coming month.

Tony asked that the Board spend more time reviewing the survey results and individual comments on each policy and come up with suggestions for the future.

Member Comments

Ann Shriver Sargent (member and board candidate) asked if the Co-op had considered providing tablets at the register as one way to get more email addresses for members allowing the board to communicate better. Don Kreis (member and board candidate) told the board that he's enjoying being a candidate and is happy to see how this board operates in a positive and affirming culture.

Annual Meeting Committee update (Appendix C)

Liz Blum presented the agenda for the Annual Meeting and also suggested that Tony introduce the Board and staff at the beginning of the *Seat at the Table* portion. Bill Craig asked the Board to consider increasing the candidate speech time to 5 minutes, rather than 2. After some discussion, it was determined that while the speech time will remain at 2 minutes, it won't be a strict timeline and candidates won't be cut off at 2 minutes exactly. Liz also said that the committee will circulate a sign-up sheet for board members to volunteer for specific duties before, during and after the meeting.

Benoit also presented his Financial Report to the Board for review prior to his PowerPoint presentation at Annual Meeting.

Hanover Consumer Cooperative Fund Advisory Committee update (Appendix D)

Harrison reported that the Advisory Committee is laying the foundation for a scholarship fund in honor of the Gerstenberger family and their contributions to the Hanover Co-op over the years. April Harkness gave a brief update on the 2017 Golf Tournament, which is the primary source of funds for the HCCF and will take place on June 14th at Crown Point Country Club in Springfield, VT. Board and members are welcome and encouraged to attend.

Nominating Committee update

Bill Craig informed the Board that the 5 candidates will be signing up for in-store campaign times during the month of April. There was some discussion about the low turn-out for candidates (only 5 candidates for 5 seats) and the Board agreed that the call for candidates should go on throughout the year.

Vision Team update (Appendix E)

Ed Fox gave an overview of the process of determining a "vision statement" as tasked by the board following the 2nd retreat and working with the consultant, Co-op staff and board. The vision statement is "A well-nourished community cultivated through cooperation". Overall, the Board is happy with the vision statement and Michael Bettmann suggests that if Board members have specific comments related to the "Superpowers", to please share them with Ed Fox. Ed Fox also noted that the members of the team will be evolving to include more staff and members over time, with Dana Grossman as the Board representative, so that the strategies and execution will become the focus.

MOTION: Ed Howes moved to accept the vision statement as presented.

Dana Grossman seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

New Business:

Tony Roisman thanked outgoing board members Sarah Blum and Michael Bettmann for their good work on the board and their service to the Co-op. They've both played an extremely important role and we're grateful for their service.

Executive Session – 7:45 p.m.

MOTION: Dana Grossman moved to go into Executive Session at 7:45 p.m. to discuss B-GM 4 Performance Review – General Manager and to invite both employee directors and the General Manager to attend.

Liz Blum seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

Executive Session ended – 8:08 p.m.

MOTION: Liz Blum moved to come out of Executive Session at 8:08 p.m.

Dana Grossman seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

ADJOURNMENT:

MOTION: Liz Blum moved to adjourn the meeting at 8:09 p.m.

Harrison Drinkwater seconded the motion.

VOTED: 9 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

Respectfully submitted,

April Harkness
Board Administrator

Harrison Drinkwater
Board Secretary