

MEETING MINUTES, May 22, 2019

Present: Emmanuel Ajavon, Tom Battles, Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Benoit Roisin, Ann Shriver Sargent and Allene Swienckowski

Absent: Jessica Saturley-Hall (participated by phone briefly)

Staff: Ed Fox (General Manager), April Harkness (Board Administrator), Lori Hildbrand (Director of Human Resources), Mark Langlois (Director of Finance)

Members: Dana Cook Grossman, Nelson Kasfir

Liz Blum called the meeting to order at 6:00 p.m. in the Board Room at the Hanover, NH, store.

Liz welcomed newly elected board members Emmanuel Ajavon and Allene Swienckowski to the table. While they were welcome to participate in the meeting, they were not yet eligible to vote pending state liquor licensing approval.

Election of Officers – President, Vice President, Secretary and Treasurer

MOTION: Benoit Roisin nominated Rosemary Fifield for Board President

Liz Blum seconded the motion.

VOTED: 8 in favor, 0 opposed. Rosemary Fifield abstained. The motion passed.

MOTION: Victoria Fullerton nominated Liz Blum for Vice President

Benoit Roisin seconded the motion.

VOTED: 8 in favor, 0 opposed. Liz Blum abstained. The motion passed.

MOTION: Tom Battles nominated Jessica Giordani for Secretary

Liz Blum seconded the motion.

VOTED: 8 in favor, 0 opposed. Jessica Giordani abstained. The motion passed.

MOTION: Ann Shriver Sargent nominated Benoit Roisin for Treasurer

Liz Blum seconded the motion.

VOTED: 8 in favor, 0 opposed. Benoit Roisin abstained. The motion passed.

As newly elected Board President, Rosemary Fifield then presided over the meeting.

Consent Agenda: April 24, 2019, Meeting Minutes (Appendix A), and April 2019 Share Redemption Requests

MOTION: Kevin Birdsey moved to accept the April 24, 2019, Meeting Minutes and the April 2019 Share Redemption Requests.

Tom Battles seconded the motion.

VOTED: 7 in favor, 0 opposed, Benoit Roisin and Ann Shriver Sargent abstained. The motion passed.

General Manager Report

Ed Fox said that the Co-op continues to do well. We are approximately \$125,000 ahead of budget, even with a slight loss for the month.

The Norwich Service Center is about 3 months behind after awaiting approval as a Vermont state inspection location. Projected savings before taxes have been lowered to \$15-25,000, predominately due to delays in hiring and marketing our services. Four large marketing programs are ready to go in June and July, including announcing the opening for repairs on Saturdays. The 10% discount coupon redemption rate has been 20%.

The Lebanon remodel plan is 90% complete. Fixtures and equipment have been identified, and we are in the process of reviewing quotes. We've also been talking with area banks regarding loan consolidation. As the Co-op has paid down approximately 40% of the Hanover store renovations, we're not looking to add debt at this time. The General Manager will report back to the board before the end of the year after continued debt consolidation inquiries and market research.

A board member asked if any short term fixes on key areas in the store were identified in the process. As many of the needs are related to equipment upgrades and purchases, no short term fixes are feasible at this time.

The Strategic Planning team—including Paul Guidone (former Director of Finance and current Strategic Advisor to the GM), Lori Hildbrand (Director of Human Resources), Ed Howes, Dana Grossman (outgoing board member) and Bill Craig (former board member)—has completed its work. The GM will work with the new Board President on next steps.

The Co-op has renegotiated the agreement with Associated Grocers New England (AGNE) for a better percentage returned on our purchases and will realize an additional income of \$60-70,000 over the year.

The move of Co-op support services to the Gilman Office Complex is well underway. We will plan for the June board meeting to be held there.

ECRS is moving ahead with opening perpetual inventory, and we have a program in place for online ordering.

The Co-op recently sent a representative to Concord, NH, to testify on the new single-use plastic bags bill and help negotiate the language of the bill.

Policy Monitoring

Monitoring Report: EL 9 – Cooperative Giving Programs

MOTION: Tom Battles moved that the board had assessed the monitoring report for EL 9 – *Cooperative Giving Programs* as providing evidence of compliance with recognition that EL 9.1 is not in compliance.

Kevin Birdsey seconded the motion.

VOTED: 8 in favor, 0 opposed, Ann Shriver Sargent abstained. The motion passed.

DISCUSSION: EL 9.2 and EL 9.5 were missing a statement of compliance. It was also noted that EL 9.1 is not in compliance, because there is a flaw in the policy language. EL 9 and GP 8 are in the process of a complete re-write and will be presented to the board for approval at the June board meeting.

Monitoring Report GP 8 – Cooperative Giving Programs

MOTION: Benoit Roisin moved to accept the report on GP 8 – *Cooperative Giving Programs*.
Ann Shriver Sargent seconded the motion.

DISCUSSION: It was noted that Governance Policies do not need to state compliance and that the language should be removed from the report.

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

Governance Coach Report for April

- GP 10 – Board Committees – Rosemary will begin work on this policy as Jessica Saturley-Hall is out on maternity leave.
- Ed Howes is working on revision to GP 2 – Board Deliverables and will work with Kevin and Richard Stringham via email.

Member Comments

Outgoing board member Dana Grossman shared items from her trip representing the board in Washington D.C. during Terry Appleby’s induction into the Cooperative Hall of Fame.

New Business

Ends Workshop Report

It was decided to postpone this discussion until the June board meeting and to bring questions and concerns at that time.

Governance Coach Coaching Agreement

MOTION: Tom Battles moved to enter into the Governance Coach Coaching Agreement (Appendix C).

Ann Shriver Sargent seconded the motion.

DISCUSSION: The board was reminded that monitoring some of the Executive Limitation policies, such as EL 2 – *Financial Condition and Performance* and EL 3 – *Asset Protection*, may involve outside third-party experts whose services will require funds in addition to those spent on Governance Coach.

VOTED: 7 in favor, Benoit Roisin and Ann Shriver Sargent opposed. The motion passed.

CCMA attendance

Based on budget concerns and the potential of additional consulting costs in the future, the board decided to withdraw one of the three registrations for the CCMA conference in June. Ann ceded her registration to Emmanuel as she’s too busy and Emmanuel is available and interested in attending.

Board Facilitator

Victoria updated the board on her interviews with local meeting facilitators. She described the process of getting to know them and how to proceed with next step options. While many on the board spoke in favor of the idea for several reasons including equitable participation among board members and removing this challenging role from the Board President, ultimately the board decided to continue with the new Board President conducting the meetings and to keep the option for future consideration. A quick poll revealed 4 in favor, 4 against and 2 abstaining.

Correspondence Task Force

As required in the Board Handbook, the board created a Correspondence Task Force comprised of Victoria Fullerton, Tom Battles, and Allene Swienckowski.

Newsletter

The board discussed the pros and cons of creating a hard copy newsletter to be placed at registers. There was discussion on whether the board would contribute all of the articles and create the newsletter and if they had the capacity to do so, or if the board would like the organization to create a newsletter that they could contribute to. The Co-op does an e-newsletter and the board is able to contribute an article monthly. It was decided that this topic may be included as a tool to reach members through a new member linkage policy being drafted by Victoria and Jessica Giordani.

Ann is scheduled to write the board article for June.

Committee Updates

HCCF Advisory Committee Charter

MOTION: Liz Blum moved to accept the HCCF Advisory Committee Charter.

Benoit Roisin seconded the motion.

DISCUSSION: The Chair and the committee members will be set next month when Emmanuel and Allene are able to vote.

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

Governance Committee Charter

MOTION: Tom Battles moved to accept the Governance Committee Charter.

Liz Blum seconded the motion.

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

Diversity Committee Charter

The board postponed approving the Diversity Committee Charter until the June board meeting.

Adjournment

MOTION: Benoit Roisin moved to adjourn at 8:25 p.m.

Kevin Birdsey seconded the motion.

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

Respectfully submitted,

April Harkness

Board Administrator

Jessica Giordani

Board Secretary

Appendix A