

MEETING MINUTES, May 26, 2021
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Jennifer Byrne, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia (CJ) Jackson, Manish Kumar, Ryan Madden, Peggy O'Neil (intermittently due to power loss), Orin Pacht, and Jessica Saturley-Hall (until 5:25 p.m.)

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

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

Consent Agenda: April 28, 2021 Meeting Minutes, May 1, 2021 Special Meeting Minutes and April 2021 Share Redemption Requests and 2 additions to the agenda: Under Board Planning: 5 minutes for Committee Charter discussion and under Committee Updates: 5 minutes for DEI Committee update.

MOTION: Nick Clark moved to accept the Consent Agenda and 2 additions to the agenda. Kevin Birdsey seconded the motion.

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

Outgoing Board President Jessica Saturley-Hall welcomed four new board members to the 86th HCCS Board of Directors: Jennifer Byrne, CJ Jackson, Ryan Madden and Orin Pacht.

Election of Officers

MOTION: Kevin Birdsey nominated Nick Clark for President, Jessica Giordani for Vice President, Rosemary Fifield for Secretary, and Peggy O'Neil for Treasurer. Orin Pacht seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Nick Clark now presided over the meeting.

Committee for Board Year 2021-2022

MOTION: Kevin Birdsey nominated Rosemary Fifield Chair of the **Bylaws Committee**. Marta Ceroni seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Rosemary Fifield). The motion passed.

MOTION: Manish Kumar nominated Kevin Birdsey Chair of the **Diversity, Equity, and Inclusion Committee**. Orin Pacht seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Kevin Birdsey). The motion passed.

MOTION: Kevin Birdsey nominated Ryan Madden Chair of the **Election Committee**. Jessica Giordani seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Ryan Madden). The motion passed.

MOTION: Manish Kumar nominated Marta Ceroni Chair of the **Ends Committee**. Rosemary Fifield seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Marta Ceroni). The motion passed.

MOTION: CJ Jackson nominated Rosemary Fifield Chair of the **Governance Committee**. Marta Ceroni seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Rosemary Fifield). The motion passed.

MOTION: Rosemary Fifield nominated Orin Pacht Chair of the **HCCF Advisory Committee**. Marta Ceroni seconded the motion.

VOTED: 10 in favor. 0 opposed. 1 abstained (Orin Pacht). The motion passed.

MOTION: Marta Ceroni nominated Jessica Giordani Chair of the **Member Linkage Committee**. Ryan Madden seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Member Comments

None.

Monitoring

EL Global

General Manager Paul Guidone provided a brief overview of the EL Global report as submitted in the board packet.

MOTION: Rosemary Fifield moved that EL Global provided a reasonable interpretation of the policy and sufficient evidence of compliance. CJ Jackson seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

GP 7 – Monitoring Board Performance

GP 7 requires the board to seek continuous improvement in its own performance through rigorous self-monitoring throughout the year. A review of the past year’s meeting minutes, along with input solicited from board members, showed consistent progress in creation and discussion of monitoring reports.

GP 8 – Cooperative Giving Programs

GP 8 as reported on by Marta Ceroni reviewed the board’s two giving programs - the Hanover Cooperative Community Fund and the Allen and Nan King Award. Reports provided by Kevin Birdsey and Manish Kumar showed successful board administration of both giving programs.

General Manager Report

General Manager Paul Guidone updated his GM Monthly Report with recent events since the report was published in the board packet and answered questions from the board.

Board Planning

Board Member Training

The ongoing board training in Policy Governance was then reviewed, with each board member weighing in on their progress in completing the 10 modules provided by Governance Coach and the recent online meeting with consultant Richard Stringham.

Governance Coach Contract Renewal

MOTION: Rosemary Fifield moved to renew the Governance Coach contract for another year. Orin Pacht seconded the motion.

VOTE: 11 in favor. 0 opposed. The motion passed.

Audit Proposal

The proposal for contracting the services of auditing firm Baker Newman Noyes was discussed. The Board Treasurer and the General Manager recommended renewal to the board with the condition that the auditors notify the Board Treasurer and the Director of Finance if there are any anticipated cost overruns.

MOTION: Peggy O’Neil moved to have the HCCS enter into a 3-year contract with Baker Newman Noyes for auditing purposes. Kevin Birdsey seconded the motion.

VOTE: 12 in favor. 0 opposed. The motion passed.

Committee Updates

Ends Committee

Ends Committee Chair Marta Ceroni updated the board on the Ends Committee progress including the next step of getting feedback from the members.

DEI Committee Update

DEI Committee Chair Kevin Birdsey invited board members to participate in the Juneteenth Celebration scheduled on June 19 in Lyman Park in Hartford. He noted the opportunity for member linkage as well as showing Co-op support for the event organized by the Hartford Committee on Racial Equality and Inclusion (HSCOREI).

Wrap-up

After a roundtable in which each Director specified which Committees they were interested in joining, the President asked each Committee Chair to bring a list of Committee members to the June meeting for Board approval. He then asked all Committee Chairs to come to the June board meeting prepared to state what their Committee hoped to accomplish in the coming year.

Before closing the meeting President Clark stated his desire to have every board member engage in long-term thinking, asking each to prepare for a discussion next month about what the Co-op should be doing in five years that it's not doing now.

Adjournment

The meeting adjourned at 7:06 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Appendix I

B-GM 4 – Monitoring GM Performance

Systematic and rigorous monitoring of General Manager performance will be solely against the only expected General Manager job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

Accordingly,

- B-GM 4.1:** Monitoring is simply to determine the degree to which the Board policies are being met. Therefore, the General Manager shall define metrics to measure results, set standards, and provide data that show performance relative to those standards.
- B-GM 4.2:** The Board will acquire monitoring data by one or more of three methods:
- (a) by internal report, in which the General Manager discloses compliance information to the Board;
 - (b) by external report, in which an external, disinterested third party selected by the Board assesses compliance with board policies, and
 - (c) by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- B-GM 4.3:** In every case, the standard for compliance shall be any reasonable General Manager interpretation of the Board policy being monitored.
- B-GM 4.4:** All policies that instruct the General Manager will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend upon a routine schedule.
- B-GM 4.5:** The Board will review the performance of the General Manager **at least** annually, based on a summary of the monitoring reports received during the previous calendar year.
- B-GM 4.5.1:** The anniversary date of the General Manager’s employment shall be the date used for annual performance review.
- B-GM 4.5.2:** The Board will complete its review and consider possible action with regard to the General Manager’s employment and/or adjustment to the General Manager’s compensation ~~no later than 1 March~~, **at the regular board meeting preceding the anniversary date of the General Manager’s employment.**
- B-GM 4.5.3:** A letter summarizing the review and possible adjustment to the employment and compensation rate of the General Manager will be prepared by the President, approved by the Board members in attendance at the regular ~~March Board Meeting, and hand delivered to the General Manager within two weeks following~~, **board meeting immediately following the anniversary date of the General Manager’s employment, and hand delivered to the General Manager within two weeks thereof.**

B-GM 4.5.4: Any adjustment to the General Manager's compensation made during the annual performance review shall become effective on that year's anniversary date of the General Manager's employment.

Appendix II

EL Global – Executive Limitations

The General Manager (GM) shall not cause or allow any organizational practice, policy, activity, decision, or circumstance that is unlawful, imprudent, unethical, or inconsistent with cooperative principles and values or the organization's Ends.

EL 1 – Finances

The GM shall not cause or allow the long-term financial health of the organization to be jeopardized. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 1.1: Indebtedness or illiquidity that jeopardizes the ability of the organization to repay its current and long-term debts and meet its financial obligations to lenders, vendors, employees and tax authorities in a timely and efficient manner.

EL 1.2: Operations that generate inadequate net annual income.

EL 1.3: Compensation packages that are based on revenues that cannot be safely projected.

EL 1.4: Inadequate or irregular financial reporting to the Board that excludes an accurate balance sheet, statement of cash flows, net income statement, or such additional indices and reports as deemed useful in the discharge of Board's fiduciary responsibilities.

EL 2 – Assets

The GM shall not cause or allow assets to be unprotected, unreasonably risked, or inadequately maintained. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 2.1: Inadequate insurance coverage, including liability insurance for Board members.

EL 2.2: Inadequate maintenance, cleanliness, and security of premises and property.

EL 2.3: Inadequate protection of sensitive or proprietary information.

EL 2.4: The creation or purchase of any subsidiary corporation.

EL 2.5: Financial record-keeping systems that are inadequate or out of conformity with generally accepted accounting practices (GAAP).

EL 3 – Relationship to Employees

The GM shall not cause or allow employees to be treated in any way that is discriminatory, unfair, unsafe, unclear, or otherwise interferes with their ability to perform their duties. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 3.1: Inadequate, inequitable, inconsistent, or inaccessible personnel policies.

EL 3.2: Inadequate or inequitable opportunities for employee development.

EL 3.3: Inadequate support for employees facing personal, professional, or systemic challenges.

EL 3.4: Retaliation against any employee for non-disruptive expression of dissent.

EL 3.5: Anyone other than the GM to authorize the parameters for employee discipline

EL 3.6: Anyone other than the GM to authorize termination of employment.

EL 4 – Relationship to the Board

The GM shall not cause or allow her, his, or their relationship to the Board to deviate from that of employee-employer. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 4.1: Changes to her, his, or their own compensation package, except as those benefits that are consistent with a package for all other employees, without Board approval.

EL 4.2: Anyone under the GM's authority, including the GM, to attempt to unduly influence the Board or Board policies, or bias for or against individual Board members.

EL 4.3: Inadequate, inaccurate, untimely, or unclear reporting or presentation of:

- a) Monitoring data;
- b) Any actual or anticipated noncompliance with any policy of the Board;
- c) All items delegated to the GM yet required by law, regulation, or contract to be Board-approved;

- d) Direct evidence that the organization is not in compliance with any obligations that may trigger the personal legal liability of Board members;
- e) Relevant trends, public events, or internal and external changes that may be important to the Board; or,
- f) A multi-year business plan.

EL 4.4: Inadequate operational and administrative support to the Board.

EL 5 – Integrity

The GM shall not cause or allow the long-term integrity of the organization to be undermined. Further, without limiting the scope of the foregoing by this enumeration, the GM shall not allow:

EL 5.1: Conflicts of interest.

EL 5.2: Damage to the organization's good will, public image, or credibility.

EL 5.2.1: Inadequate cooperation with other cooperatives.

EL 5.2.2: Operational conduct that may jeopardize any of the organization's giving programs.

EL 5.3: Products that are unreasonably dangerous to human health, including tobacco products, and the use of said products on property owned or leased by the organization except in designated areas where appropriate.

EL 5.4: Inadequate consideration for the diverse communities the organization serves.

EL 5.5: Long-term environmental damage directly resulting from operations.

EL 5.5.1: Infrastructure and equipment investments that fail to minimize or eliminate greenhouse gas emissions and long-term environmental damage when economically and technologically reasonable.

EL 5.5.2: Net positive greenhouse gas emissions beyond 2030.

Appendix III

Proposed monitoring calendar

Month	Reported by GM	Reported by Board
May	EL Global	GP 8 - Giving Programs
June	EL 2 - Assets	GP 6 - Recruitment/Continuity
July	EL 1 - Finances (Q2)	
August		
September	EL 3 - Relationship to Emp.	
October	EL 1 - Finances (Q3)	GP 9 - Neighboring Co-ops
November		GP 5 - President's Role
December	EL 4 - Relationship to BoD*	GP 3 - Gov Development
January	EL 5 - Integrity	GP 10/11 - Committees, GP 2 - Board Deliverables
February	EL 1 - Finances (Q4, End of Year)	GP 4 - Code of Conduct, B-GM 2 - GM Accountability, B-GM 3 - Delegation to GM
March	Ends Global	B-GM Global B-GM 1 - Unity of Cntrl B-GM 4 - Monitoring GM Performance
April	EL 1 - Finances (Q1)	GP Global GP 1 - Governing Style GP 7 - Monitoring Board Performance