

MEETING MINUTES, May 25, 2022
Virtual Meeting via ZOOM

Present: Peter Bouchard, Kevin Birdsey (outgoing Board Member), Marta Ceroni, Nick Clark, Eric DeLuca, Rosemary Fifield (Outgoing Board Member), Jessica Giordani, Conicia Jackson, Manish Kumar, Peggy O'Neil, Orin Pacht, Jennifer Tietz, Lindsay Smith

Absent: Mary Lou Aleskie

Employees: Amanda Charland (General Manager), April Harkness (Governance & Community Engagement)

Guests: Matthew Cropp (Vermont Employee Ownership Center), Anne Jenness (Gallagher, Callahan & Gartrell)

Members: Edward Fox, Paul Guidone, Lori Hildebrand, Mark Langlois

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

Consent Agenda: April 27, 2022 Meeting Minutes; April 2022 Share Redemption Requests

MOTION: Peggy O'Neil moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

VOTED: 10 in favor. 0 opposed. The motion passed.

MOTION: Eric DeLuca moved to add an agenda item to discuss the board budget and conference planning. Peter Bouchard seconded the motion.

VOTED: 2 in favor. 8 opposed. The motion failed.

Election of Officers

MOTION: Eric DeLuca nominated Nick Clark for **President**. Orin Pacht seconded the motion.

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

MOTION: Peggy O'Neil nominated Conicia Jackson for **Vice President**. Nick Clark seconded the motion.

VOTED: 9 in favor. 0 opposed.

MOTION: Conicia Jackson nominated Peggy O'Neil for **Treasurer**. Nick Clark seconded the motion.

VOTED: 8 in favor. 0 opposed. 1 abstained (Eric DeLuca). The motion passed.

MOTION: Conicia Jackson nominated Orin Pacht for **Secretary**. Jessica Giordani seconded the motion.

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

(Jennifer Tietz joined the meeting)

Presentation

Matthew Cropp from the Vermont Employee Ownership Center spoke to the board about multi-stakeholder cooperative ownership, employee stock ownership plans (ESOPs), and other ownership options. He provided examples of businesses and cooperatives using this approach and talked about the major components of ownership split, governance, patronage, and valuation and taxation. The board asked several questions and is interested in learning more.

Executive Session

MOTION: Nick moves to enter into **Executive Session** at 6:02 p.m. for legal and personnel issues and to include the General Manager and Anne Jenness (attorney representing HCCS). The employee director will participate in the legal portion but not the personnel portion of the Executive Session. Orin Pacht seconded the motion.

VOTED: 10 in favor. 0 opposed. The motion passed.

MOTION: Conicia Jackson moved to come out of **Executive Session** at 6:42 p.m. Orin Pacht seconded the motion.

VOTED: 10 in favor. 0 opposed. The motion passed

Board Planning

Juneteenth

CJ updated the board on Juneteenth planning and Co-op's donations towards the event.

Meeting Schedule and Mode

The board will continue to meet remotely for the time being and will consider a quarterly in-person meeting in the Fall.

(Marta Ceroni joined the meeting at 6:45 p.m.)

Member Input

Paul Guidone, Lori Hildebrand, and Edward Fox read statements to the board. (Appendix A). Nick Clark read the following statement:

Thank you to all who came to share your thoughts and ideas with us this evening, and to those who have reached out to the board or individual board members in the past few days. We can not and will not offer comments on any personnel matters. What I can offer is this, it is both the Board of Directors and the Co-op's top priority to maintain a safe and equitable workplace for every member of our team, and it's also our commitment to our membership.

Regarding the general manager position, the Board worked hard to provide a fair application, interview, and decision process. We are confident that we have hired the right person in the right position at the right time to better serve the Co-op's members AND our team. Amanda Charland has our full confidence.

This Board and the Leadership team will not tolerate any verbal or physical abuse of the Co-op's employees, members, or other guests in our stores. We take the accusations made within the Valley News article very seriously.

We are consistently looking for ways to improve ourselves, our processes, and how we conduct business to uphold our mission and our commitment to our team and our members. Again, thank you for sharing with us this evening.

Monitoring

EL Global

General Manager Amanda Charland presented EL 1 Global and said that while she'll continue to track data from past EL reporting, she will also offer new interpretations and data moving forward.

MOTION: Orin Pacht moved that the board assessed EL Global monitoring report as demonstrating compliance and providing a reasonable interpretation of the policy. Jessica Giordani seconded the motion.

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

GM Update

Amanda provided a verbal update with a brief overview of financials, the final push to redeem B-shares, the Co-op's Cornerstone Award, joining the New England Organics Partnership, our ongoing *local* campaign, and open leadership positions.

Governance Process

GP Global and GP 1 – Governing Style – Orin offered to complete these overdue monitoring reports.

GP 6 – Board Process for Recruitment and Continuity – CJ will do the GP 6 report.

Committees

Ends Committee Update

Marta Ceroni updated the board on the Ends Survey. There were 561 responses and 177 people indicating they would like to stay involved. The work is being undertaken to distill the data, share with the Ends Committee, and then present recommendations to the board. The Ends Committee plans to sunset when the board is ready to begin drafting policy language.

Appoint Committee Chairs

MOTION: Nick Clark nominated Lindsay Smith Chair of the **Diversity, Equity, and Inclusion Committee**. Jennifer Tietz seconded the motion.

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

MOTION: Eric DeLuca nominated Marta Ceroni Chair of the **Ends Committee**. Orin Pacht seconded the motion.

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

MOTION: Peggy O'Neil nominated Orin Pacht of the **Governance Committee**. Conicia Jackson seconded the motion.

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

MOTION: Peter Bouchard nominated Jessica Giordani Chair of the **Member Linkage Committee**. Jennifer Tietz seconded the motion.

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

Adjournment

The meeting adjourned at 7:34 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary

Appendix A

Paul Guidone read the following letter during the 5/25/22 board meeting and submitted via email 5/25/22 at 7:26PM:

Co-op Board meeting May 25, 2022

With respect to the allegations made by Co-op employee Doren Hall, as reported by and in the Valley news article – Discrimination in Store – dated May 22, 2022, I have the following prepared comments. It is important to remember that since I retired, I no longer have access to my emails, and I am recalling these details to the best of my recollection.

- 1) May 2021 incident was reported/communicated incorrectly. Doren Hall did reach out to the police as I recall but the police do not issue No Trespass letters. Just because the police are called does not guarantee that a No Trespass letter will be issued. We have a process for issuing No Trespass letters that is not reflected in Doren Hall's accounting.
 - a) Doren raised this issue with our Directors of Administrative and Business Unit Operations, respectively, and with me.
 - b) The three of us reviewed the video from our store cameras. Our cameras do not capture voice.
 - c) We requested and reviewed written statements from the employee involved and those who witnessed and/or overheard the encounter between Doren and the woman.
 - d) After reviewing and discussing the above, the three of us agreed a No Trespass letter was warranted.
 - e) I reviewed, edited, and signed the letter, which was sent by registered mail to the woman and the Lebanon police were notified the letter had been issued.
 - f) When we received the registered mail return receipt, we informed the police departments of Lebanon, Hanover and WRJ that the letter was in effect precluding her from visiting and shopping at any of our retail locations.
 - g) The steps I outlined are our standard operating procedure – for all prospective actions that result from socially unacceptable behavior towards Co-op employees.

A key point here is that the police do not issue No Trespass letters, management does. The police ensure the No Trespass is enforced.

- 2) The statement that I lifted the ban is a true statement. But as with the rest of this allegation, it is void of fact and detail. For example, during our review of the factual material previously mentioned, we had no knowledge of, or concern for, whether the woman was known to the Board or not. We all know many members so that fact is irrelevant. What matters are the facts of the situation.

- 3) Several days after the receipt of the No Trespass by the woman, to my surprise her husband had emailed me on her behalf. His initial email was questioning why she received the No Trespass and was very aggressive in tone and substance.
- 4) As previously stated, although I do not have access to the email exchanges between the woman's husband and myself, it was clear that once her husband understood that not only did his wife disrespect our employee, she also was argumentative and disrespectful to the police officer, details the police officer put into his written report.
- 5) It was at this point that her husband began to soften his aggressiveness. He further began to open-up about his wife's tendencies and behavior (that is all I will say in a public setting as the individuals have a right to privacy). The more we exchanged emails it began to appear to me and the Directors of Administrative and Business Unit operations that although her behavior was reprehensible, there may be extenuating circumstances in this situation that did not exist in any of the other situations where I issued a No Trespass letter. For the record, I have issued 9 No Trespass letters during my tenure as GM. Eight letters were the result of inappropriate and disrespectful member behavior towards our employees. Half of those letters were issued for the Lebanon store. The ninth letter was for shoplifting.

Throughout these exchanges, I kept the Board's Executive Committee, as constructed at the time, informed. At no time throughout these updates did the Board or the Executive Committee pressure me to rescind the No Trespass or imply or state that the woman is known to the Board.

- 6) Through further email discussion, her husband asked if there were any conditions or circumstances that could lead to her No Trespass being rescinded.
- 7) In my reply, I made it clear that the conditions by which the No Trespass would be rescinded will require his wife to interact with our employees in a respectful manner consistent with socially acceptable behavior. In my email, I enumerated those conditions.
- 8) Through further email discussion, her husband agreed to ensure his wife would abide by and follow those conditions enumerated and acknowledged in writing that further violations would result in a permanent reinstatement of the No Trespass.
- 9) At this juncture I informed the Executive Committee of the outcome and several members expressed appreciation that we were able to reach a reasonable solution given the difficult choice at hand.

In addition, the police departments were notified that the No Trespass order had been rescinded, that the Directors of Administrative and Business Unit Operations, and Doren received copies of the final documents. These three individuals had been kept informed as to the progress, nature of the discussions and rationale for the outcome throughout the entire process. There were no surprises.

- 10) Subsequently, I had to reissue a No Trespass letter to the woman for not abiding to the agreed conditions. At that time, her husband did not email me to complain about the No Trespass.

That was the background and the facts. Now for the obvious unanswered questions:

- 1) Doren refers to Coop leadership in the article. He sums up by saying 'My goal is to bring to light how the board and the (coop's) leadership treat people. What they are doing is not ok'. To whom is he referring when he says Coop leadership? If it is me, then why did he and his team present me with a desk card holder name plate that reads Paul Guidone, Best-Ever GM and offer other effusive comments about my leadership skills and care for employees at the retirement party he and his team held for me on April 27th, two days before I retired? Additionally, the Director of Administrative Operations was also presented a name plate by Doren and his team that reads Lori Hildbrand, Awesome Director of Administration. So again, who is the Coop leadership that Doren is referring to?
- 2) Why didn't the Valley News reporter reach out to me for comment after such an incendiary and libelous allegation was directed at me? Could it be there was concern that the facts might not support the narrative of bias? If the Valley news had done a simple Google search of their own past reporting, in less than 2 minutes they would have found the June 14, 2020, letter to the editor, written by me and then Board President Allene Swienkowski, stating unequivocally that the Hanover Co-op does not tolerate racism and bigotry. The article was titled "Interesting times we're living in" and may be found at vnews.com/Forum-June-15-34740251. The results of the search should have begged the question – what has changed at the Co-op – and a source check with me would have been in order. But as I asked before, could it be there was concern that the facts might not support the narrative of bias?
- 3) As this allegation involves a situation that occurred while I was the GM, and the Board's only employee, what response in my defense will the board provide to members and the community-at-large, considering the comments I have made tonight?

To that end, I also respectfully request that my written comments be distributed to employees, members and the community-at-large through the usual communication

channels – an all-employee email, a GM special update to members and posted to the Co-op website.

Thank you for your time and the opportunity to speak this evening. As a retired GM, and a member-owner, I await the Board's reply to my final question.

Lori Hildbrand summarized her statement during the 5/25/22 board meeting and submitted via email 5/26/22 at 10:58 AM:

Comments made by Lori Hildbrand at the Hanover Consumer Cooperative Society, Inc. Board Meeting – May 25, 2022 with reference to a recent article about racism and discrimination at our organization in the Valley News written by Jim Kenyon.

My comments were made extemporaneously, and therefore I don't remember exactly what I said. Here is what I remember:

"When new hires attend orientation on their first day at the Co-op, one of the first things we state is that the Co-op does not discriminate. On any basis. We don't list those bases because there is no way to include all possible forms of discrimination. At the end of employment, as part of the exit interview, employees are asked if they have experienced or witnessed any discrimination in their time at the Co-op. I can't say what the practice is since I left, but I assume that these practices continue.

All claims of discrimination are thoroughly investigated and dealt with accordingly. If you have any questions, you know how to reach me."

In addition to my statement that we do not discriminate on any basis to new hires at orientation, I should have added the following: "I would continue on to say that if they experienced or witnessed any discrimination that they were to get in touch with me."

Ed Fox read the following statement during the 5/25/22 board meeting and submitted via email 5/26/22 8:35 AM

During my tenure as GM of this coop the fundamental principle we held, which was always on a board in my office. Was to protect the organization. This was the employees, the members, the finances, the infrastructure, and the reputation.

With every thought, decision and action I can guarantee Paul, Lori, Mark and Amanda fulfilled this 200%. I have absolutely no doubt this carried on after my departure.