

MEETING MINUTES, May 24, 2017

- Present:** Ann Sargent Shriver, Don Kreis, Thomas Battles, Dana Grossman, Kevin Birdsey, Ed Howes, William Craig, Anthony Roisman, Victoria Fullerton, Benoit Roisin, Elizabeth Blum
- Absent:** Harrison Drinkwater
- Staff:** Ed Fox, General Manager; Paul Guidone, Director of Finance; April Harkness, Board Administrator; Amanda Charland, Member Services & Outreach Director; Lori Hildbrand, Director of Human Resources; Allan Reetz, Director of Public Relations
- Guests:** Bertil Agell and Carl Etnier, Hunger Mountain Co-op Council Members
- Members:** Diane Guidone

Tony called the meeting to order at 6:05 p.m. in the Culinary Learning Center of the Lebanon, NH, store.

**ELECTION OF OFFICERS**

Discussion: Tony Roisman stated that because of a pending job opportunity he is unsure if he'll be able to commit to serving as President of the Board.

**MOTION:** Ed Howes moved to nominate Bill Craig for position of President of the Board.

Tom Battles seconded the motion.

Discussion: Dana Grossman suggested that the Board wait to decide on the Presidency until Tony knows whether or not he's been offered and has accepted the new job.

**MOTION:** Dana Grossman moved to table the decision on President of the Board until Tony receives notice of the job opportunity.

Benoit Roisin seconded the motion.

Discussion: After further discussion on whether Tony would accept the Presidency before he receives word about the job opportunity (which he expects will be very soon) and a review of the related Bylaws, it was decided as a group that electing Tony to the Presidency, even if very temporary, would allow the Board more time to process the information and consider an alternative President.

**MOTION:** Dana Grossman withdrew her motion to table the decision of President and made the motion to nominate Tony Roisman for President of the Board with the understanding that conditions may soon prevent him from being able to serve as President.

Benoit Roisin seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

Discussion: Tony Roisman accepted the Presidency with the qualifier that all Board members make themselves available to attend a properly warned Special Meeting of the Board, if necessary, on Thursday, June 1<sup>st</sup> from 6:00 – 6:15 p.m. at the CLC in the Lebanon store to fill an officer vacancy.

**MOTION:** Victoria Fullerton moved to nominate Liz Blum as Vice President of the Board.

Dana Grossman seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

**MOTION:** Liz Blum moved to nominate Dana Grossman as Secretary of the Board.

Bill Craig seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

**MOTION:** Bill Craig nominated Benoit Roisin as Treasurer of the Board.

Tom Battles seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained, 1 absent. The motion passed.

## **CONSENT AGENDA**

### **April 26, 2017 Meeting Minutes, and May 2017 Share Redemption Request**

**MOTION:** Liz Blum moved to accept the April 26, 2017, meeting minutes.

Dana Grossman seconded the motion.

**VOTED:** 7 in favor, 0 opposed, 3 abstained, 1 absent. The motion passed.

**MOTION:** Ed Howes moved to approve the May 2017 Share Redemption Request.

Dana Grossman seconded the motion.

**VOTED:** 7 in favor, 0 opposed, 3 abstained, 1 absent. The motion passed.

## **GENERAL MANAGER UPDATE**

Ed Fox introduced the Council Members from Hunger Mountain Co-op and thanked them for joining us. Liz encouraged our Board members to attend other Co-ops' Board meetings as a great way to interact with other organizations and see how other Boards operate.

Ed also reminded the new Board members that asking questions via email about the contents of the packet before the Board meeting is always welcome and the answers will be shared with all members of the Board.

There was discussion about ongoing communications with the Vermont State Employee Credit Union (VSECU); in mid-June, they will join us in a meeting to talk about how we can expand the cooperative economy among different types of co-ops. Don also expressed his enthusiasm for cultivating cooperation between us and the VSECU.

Dana noted that the Lebanon store and Community Market sections of the GM Report seem a little briefer than those of the other locations, and Ed said that in the future he'll provide a more consistent and comprehensive narrative among all locations.

Ann asked about having a conversation about the general decline in sales and the process for getting information and being able to respond as a Board to these larger issues. Paul reminded her that this can be accomplished through monitoring mechanisms such as EL 2.5, and looking at actuals vs. budgeted on a quarterly, rather than on a yearly basis, as he and Ed have suggested.

## **POLICY MONITORING (click [here](#) for link to the Co-op's Policies below)**

### **Monitoring Report: EL 9 – Cooperative Giving Program**

The Co-op Giving Program will contribute to the quality of life in the Upper Valley and promote cooperation.

**MOTION:** Ed Howes moved to accept EL 9 as in compliance.

Bill Craig seconded the motion.

**VOTED:** 11 in favor, 1 absent. The motion passed.

## **GP Global – Governance Process Commitment and GP 1 – Governing Style**

There was discussion about the Survey Monkey questions and responses. It's through these Governance Policies that the Board can self-monitor, but there is concern as to whether or not this is the best avenue and if the questions are formulated in the most effective way. After further discussion, Tony established a Governance Policy Evaluation Committee to evaluate the working of our policies and the way we monitor them. Kevin, Bill, and Paul will be on the Committee and will make recommendations to the Board.

## **MEMBER COMMENTS**

Diane Guidone asked how organizations get information about the Co-op's charitable giving opportunities. Benoit told her that there is a form to fill out, but there's also a Committee that's reviewing the current policies around giving, in addition to evaluating the many programs that are currently in place.

## **COMMITTEE UPDATES**

### **Member Engagement/Treatment of Employees Committee (Appendix D)**

Victoria said that the Committee met for a second time, and they recently consulted with an attorney regarding removing the existing at-will language from the 2017 Employee Handbook. The Committee is finalizing work on reconciling the language in the Handbook with EL 5 to be sure there's consistency and to remove all references to at-will employment. The next Committee meeting will be June 5, and they'll be moving on next to the issue of communication between the Board and members. Tony said that this Committee is an excellent example of employees, Board members, and members of the Co-op working together to look at an issue and make recommendations to enhance the relationships among them. There will be a re-issue of the Employee Handbook on July 1, and Lori will circulate a draft of all proposed changes to the Committee in the next week or so.

### **Charitable Giving Committee**

Benoit said that the Committee had its first meeting to take stock of where we are with the eight programs that donate to various organizations in the area and the objectives of each program. They're looking at the process for requesting donations and how to have the greatest impact. Tony reminded the Board that this Committee does not take the place of those people that are currently overseeing these long-running programs. The Committee may provide general objectives and themes, but management of the programs rests with the teams already in place.

### **HCCF Golf Tournament Committee**

April gave an update on the 2017 HCCF Golf Tournament and told the Board that registrations are on track for the event on June 14 at Crown Point in Springfield, VT. Tony reminded the Board and the members that it's open to the membership, and even if you aren't participating, you're welcome to come watch and enjoy the food and beverages from our generous vendors and donors.

## **NEW BUSINESS**

### **Election Committee**

The Board must elect a Chair of the Election Committee annually; Kevin was elected for the coming year. Ann and Bill will be on the Committee, and Ed will remain on it while he helps with the summary and recommendations from the previous year. Once that's complete, he will remove himself from the Committee. Kevin will work on finding two additional non-Board Co-op members to serve on the Committee. The Committee will report to the Board and provide an agenda item for the next Board meeting.

### **Class B Shares Maturity Date (Appendix E)**

Paul offered his recommendation to the Board based on the membership's vote to exchange existing Class B shares for new redeemable Class B shares.

**MOTION:** Liz made the motion to offer new Class B shares (New Class B shares) to all members holding existing Class B shares as of May 1, 2017 (Old Class B shares), in exchange for Old Class B shares on a one-for-one basis;

The New Class B shares have a fixed maturity date of ten (10) years from the date of said exchange of New Class B shares for Old Class B shares;

The Coop must notify its members of the offer and exchange of said New Class B shares in accordance with said Consent Agreement;

Old Class B shares not exchanged for New Class B shares within the five (5) year period agreed to under the Consent Agreement shall be cancelled without compensation to the member/holder of Old Class B shares; and

The Coop's General Manager, by and through his delegees, is authorized and directed to take any and all such further steps as the General Manager deems appropriate in order to a) meet the Coop's obligations under the Consent Agreement and b) otherwise effectuate the exchange, including, without limitation, establishing the actual date of exchange for each Old Class B share and the process for cancelling Old Class B shares.

Dana Grossman seconded the motion.

**VOTED:** 11 in favor, 0 opposed, 1 absent. The motion passed.

## **EXECUTIVE SESSION**

**MOTION:** Benoit Roisin moved to go into Executive Session at 8:20 p.m. to discuss a legal matter and to allow the employee Board members, the General Manager, and the Board Administrator to stay.

Liz Blum seconded the motion.

**VOTED:** 11 in favor, 0 opposed, 1 absent. The motion passed.

**MOTION:** Benoit Roisin moved to come out of Executive Session at 8:30 p.m.

Bill Craig seconded the motion.

**VOTED:** 11 in favor, 0 opposed, 1 absent. The motion passed.

## **ADJOURNMENT**

**MOTION:** Tom Battles moved to adjourn the meeting at 8:30 p.m.

Kevin Birdsey seconded the motion.

**VOTED:** 11 in favor, 0 opposed, 1 absent. The motion passed.

Respectfully submitted,

April Harkness

Board Administrator

Dana Cook Grossman

Board Secretary