

MEETING MINUTES, November 20, 2019

- Present:** Kevin Birdsey, Rosemary Fifield, Victoria Fullerton, Ed Howes, Benoit Roisin, Ann Shriver Sargent, Jessica Saturley-Hall and Allene Swienckowski
- Absent:** Emmanuel Ajavon, Tom Battles, Liz Blum and Jessica Giordani
- Employees:** Ed Fox (General Manager), April Harkness (Board Administrator), Paul Guidone (Strategic Advisor to the General Manager), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)
- Members:** None
- Guests:** Jeff Wheeler, Audit Principal (Baker, Newman & Noyes)

Rosemary Fifield called the meeting to order at 6:00 p.m. at the Co-op Resource Center, White River Jct., VT. She confirmed that the seven board members present at the time constituted a quorum and reminded all that the meeting was being recorded.

Temporary Secretary: In the absence of Board Secretary Emmanuel Ajavon, Victoria Fullerton agreed to act as Secretary for the meeting.

Addition to Agenda: Proposed Special Meeting of the board to be discussed after Executive Session.

Agenda Approval

MOTION: Kevin Birdsey moved to approve the agenda with the one addition. Jessica Saturley-Hall seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

Action Items Review

All action items achieved.

Consent Agenda: October 23, 2019, Meeting Minutes and October 2019 Share Redemption Requests

MOTION: Ed Howes moved to accept the October 23, 2019, Meeting Minutes and the October 2019 Share Redemption Requests. Benoit Roisin seconded the motion.

VOTED: 6 in favor, 0 opposed, 1 abstained (Ann Shriver Sargent). The motion passed.

Allene Swienckowski arrived at 6:05 p.m.

Member Comments

Ann Shriver Sargent relayed a question from a member regarding the pricing of a specific item. Ed will provide her with an answer to send back to the member.

Q & A with Auditors

Jeff Wheeler, Audit Principal with Newman, Baker & Noyes, outlined the 2019 audit planning process for the Co-op, and board members were offered an opportunity to make specific requests.

Monitoring

Monitoring Report EL 10 – Appropriate Architecture & Design

MOTION: Allene Swienckowski moved to assess EL 10 – Appropriate Architecture & Design as demonstrating compliance. Ann Shriver Sargent seconded the motion.

VOTED: 8 in favor. 0 opposed. The motion passed.

Monitoring GP 5 – President’s Role

Executive Session – President’s Evaluation

MOTION: Ann Shriver Sargent moved to enter into Executive Session at 6:55 p.m. for the purpose of the President’s evaluation and to include employee board members and the General Manager but exclude the board president. Jessica Saturley-Hall seconded the motion.

VOTED: 8 in favor. 0 opposed. The motion passed.

MOTION: Ann Shriver Sargent moved to go out of Executive Session at 7:25 p.m. Ed Howes seconded the motion.

VOTED: 7 in favor. 0 opposed. 1 abstained (Rosemary Fifield). The motion passed.

Ann will meet with the Board President to review notes from the meeting.

Proposed Special Meeting

The General Manager asked to have a special meeting of the board prior to the regular board meeting in January to review the 2020 Business Plan and pro-forma 2020-2025 budgets (capital and operational). The meeting will include the senior team. The Board Administrator will help schedule the meeting.

Victoria Fullerton left the meeting at 7:50 p.m.

Ann Shriver Sargent agreed to act as Secretary for the remainder of the meeting.

New Business

2020 Board Budget Planning

The board discussed budget items including continued board development, new board member orientation, and additional funds for legal and professional financial services to assist them in board

work. The funds may be moved from attending CCMA conferences and board food and travel. Board Treasurer Benoit Roisin will provide a revised board budget for the December board meeting.

Governance Process

EL 5 – Employee Experience (revision)

MOTION: Ann Shriver Sargent moved to accept the revision to EL 5 – Employee Experience with the following addition in italics:

EL 5.12 Allow anyone other than the General Manager to *set the parameters* to determine what constitutes proper cause for corrective action, including discharge.

Jessica Saturley-Hall seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

EL 6 – Compensation and Benefits (revision)

MOTION: Kevin Birdsey moved to accept the revision to EL 6 – Compensation and Benefits. Ed Howes seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

EL 3 – Asset Protection (revision)

MOTION: Ann Shriver Sargent moved to accept the revision to EL 3 – Asset Protection. Allene Swienckowski seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

EL 2 – Financial Condition & Performance (revision)

MOTION: Ann Shriver Sargent moved to accept the revision to EL 2 – Financial Condition & Performance. Allene Swienckowski seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

GP 9 – Working with Neighboring Co-ops (rescind)

MOTION: Ed Howes moved to rescind GP 9 – Working with Neighboring Co-ops. Allene Swienckowski seconded the motion.

VOTED: 7 in favor. 0 opposed. The motion passed.

Member Linkage Committee Charter

MOTION: Ann Shriver Sargent moved to accept the Member Linkage Committee Charter. Allene Swienckowski seconded the motion.

VOTED: 6 in favor. 0 opposed. 1 abstained (Benoit Roisin). The motion passed.

Jessica Saturley-Hall left the meeting at 8:45 p.m.

General Manager Report

General Manager Ed Fox said that the Co-op is at 3% growth over last year's sales and down to 18 open positions. The employee survey results have been presented at all locations, and the customer survey is now closed. Those results will be presented to the board outside of a board meeting in January or February.

Adjournment

Motion to adjourn at 8:50 p.m.

Respectfully submitted,

April Harkness

Board Administrator

Ann Shriver Sargent

Acting Board Secretary