

MEETING MINUTES, November 18, 2020  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni (joined the meeting at 6:04 p.m.), Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil, and Jessica Saturley-Hall

Employees: Amanda Charland (Director of Cooperative Engagement), 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: October 28, 2020 Meeting Minutes and October 2020 Share Redemption Requests

**MOTION:** Peggy O'Neil moved to accept the Consent Agenda. Manish Kumar seconded the motion.

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

*(Zoom recording began here)*

Member Linkage

No comments.

Monitoring

**EL 10 – Appropriate Architecture & Design**

**MOTION:** Peggy O'Neil moved that EL 10 – Appropriate Architecture & Design monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Manish Kumar seconded the motion.

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

**GP 5 – Presidents Role**

**Discussion:** As the board member tasked with reporting on GP 5 – Presidents Role, Kevin Birdsey provided an opportunity for board member feedback via a survey, but only two board members completed the survey prior to the meeting, so a round robin discussion took place. Ed Howes felt that not enough people were involved in the initial discussions of topics and that a transparency issue existed. It was noted that the board had

experienced three different presidents over the last year, and that the current president had only a few months in the position. It was suggested that the discussion center around the policy itself rather than the current president's performance. No suggestions were given as to how the board might improve this policy.

### General Manager Report

Paul Guidone updated the board about year-to-date losses through November which were less than plan. He also commented that he expects the full year to show a profit as a result of strong holiday sales and other income/expense reductions associated with the repayment of the Payroll Protection Plan loan.

### 2021 Organizational Business Plan

The board will schedule an off-cycle session with the GM and Leadership Team to review the 2021 Business Plan and have an opportunity to ask clarifying questions.

*(Marta Ceroni joined the meeting at 6:04 p.m.)*

### Board Planning

#### Member Linkage Planning

Amanda Charland, Director of Cooperative Engagement, provided an overview of next steps for the board to participate in the ongoing Member Engagement Project with the Outreach Department and Beth Saunders Associates. This project will help the board with succession planning and providing opportunities for owners to participate in the organization. Committee Chairs were asked to consider participating in the six one-hour coaching sessions with members of the Outreach Department and the consultants.

#### Audit Planning Presentation (Newman Baker Noyes)

Jeffrey Wheeler, Audit Principle, and Doug Delara, Audit Manager, from Newman Baker Noyes presented their 2020 audit planning process to the board.

### Executive Session

**MOTION:** Peggy O'Neil moved to enter into Executive Session at 6:44 p.m. to discuss specifics with the auditors and to include employee board members, but exclude all other employees including the General Manager. Manish Kumar seconded the motion.

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

The board came out of Executive Session at 7:12 p.m.

*(Nick Clark left the meeting).*

Paul Guidone and Mark Langlois rejoined the meeting. Paul noted that a conversation regarding the Payroll Protection Plan money would be held with the auditors on November 30, 2020. Jeff Wheeler and Doug Delara left the meeting.

Before beginning committee updates, Jessica Saturley-Hall asked that the minutes reflect action taken in response to a board vote at the September meeting, namely that the president should provide an official warning of breach of confidentiality to one of the board members. She stated that the warning had been sent and received.

### Committee Updates

#### **Election Committee**

Election Committee Chair Emmanuel Ajavon stated that he and committee members Peggy O'Neil and April Harkness updated the 2021 board candidate materials. He asked all board members to reach out to potential candidates, and noted the deadline was the end of January. Kevin Birdsey noted that the bylaws require the committee to include one non-director Co-op member; Emmanuel stated he had someone in mind.

#### **Ends Committee**

Ends Committee Chair Marta Ceroni provided an update on the Ends Committee work.

#### **Adjournment**

The meeting adjourned at 7:29 p.m.

Respectfully submitted,

April Harkness  
Governance & Community Engagement

Rosemary Fifield  
Board Secretary