

MEETING MINUTES, November 17, 2021  
Virtual Meeting via ZOOM

Present: Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Peggy O'Neil, Orin Pacht

Absent: Emmanuel Ajavon, Manish Kumar

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

Guests: Doug deLara, Jeffrey Wheeler, Auditors (Baker Newman Noyes)

Members: Marc Morgan

President Nick Clark called the meeting to order at 5:16 p.m.

**Consent Agenda: October 27, 2021 Meeting Minutes, November 3, 2021 Special Meeting Minutes, October 2021 Share Redemption Requests**

**MOTION:** Rosemary Fifield moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

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

**Presentations**

Director of Administrative Operations Lori Hildbrand updated the board on the Lebanon store infrastructure investment including the progress to date, the budgeting process, refrigeration, LED lighting, and HVAC systems. She reviewed the energy efficiency benefits of the upgrade and thanked those working on the project.

Director of Finance Mark Langlois reviewed the basics of financial statements, forecasting, sales and operating expenses, workforce planning, capital budgets, assumptions, outcomes, and multi-year financial planning.

**General Manager Search Committee**

The board discussed the composition of the GM Search Committee. The goal is to have equal balance of member-owners and board members. The board agreed to Nick Clark as Chair of the GM Search Committee. Additional member-owners will be presented for consideration at a future board meeting.

**Executive Session**

**MOTION:** Nick Clark moved to enter into Executive Session at 6:05 p.m. to discuss employees as it pertains to the composition of the GM Search Committee. Conicia Jackson seconded the motion.

**VOTE:** 8 in favor. 0 opposed. The motion passed.

The board came out of Executive Session at 6:19 p.m.

**MOTION:** Nick Clark moved to appoint Kevin Birdsey, Orin Pacht, Peggy O’Neil and Sherice McCarthy Hill to the GM Search Committee and to include Director of Administrative Operations Lori Hildbrand as a non-voting member. Kevin Birdsey seconded the motion.

**VOTE:** 8 in favor. 0 opposed. The motion passed.

## **Board Planning**

### **Pre-Audit Presentation**

Doug deLara and Jeffrey Wheeler, Auditors from Baker Newman Noyes, updated the board on the annual audit process and answered questions.

### **Board Budget Planning**

Board Treasurer Peggy O’Neil received feedback from the board on the FY2021 HCCS Board of Directors Budget Unaudited. The board discussed the allocation of funds for the GM Search.

## **Member Input**

Marta Ceroni brought forward input from a member concerned about the Co-op’s plan toward net zero emissions. The board will use the Vermont Energy Investment Corp. (VEIC) recommendations and action plan as a member linkage opportunity. Nick and Marta will invite the member to the December board meeting presentation from VEIC.

## **Monitoring**

### **EL 1 Finances**

### **GP 5 President’s Role**

Rosemary Fifield submitted the GP 5 President’s Role highlighting concern around responsibility for new board member orientation. The policy will be sent to Governance Committee for minor revisions based on board member feedback.

## **General Manager Report**

The General Manager submitted the report as written and received no questions.

## **Committee Updates**

### **Diversity Equity and Inclusion Committee**

**MOTION:** Orin Pacht moved to accept member-owner Julia Pupko as a new DEI Committee member. Nick Clark seconded the motion.

**VOTE:** 8 in favor. 0 opposed. The motion passed.

### **Election Committee**

Election Committee Chair Conicia Jackson updated the board on activities including bi-weekly communications to the membership and a December 6<sup>th</sup> Zoom forum for people to meet the board and learn more about board work.

### **Ends Committee**

Ends Committee Chair Marta Ceroni updated the board of the next committee date, December 7, where they'll continue to work on the Ends Survey with a consultant. The committee plans to draft a timeline for new draft Ends language.

### **Adjournment**

The meeting adjourned at 7:29 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary