

MEETING MINUTES

November 15, 2023

5:30 p.m. Hanover Board Room, Hanover, NH

Present: Mary Lou Aleskie, Nick Clark, Eric DeLuca, Conicia (CJ) Jackson, Eileen O'Toole, Orin Pacht, Lynn Ellen Schimoler, Cate Tierney, Jennifer Tietz

Absent: Tracey Cutter, Jessica Giordani, Peggy O'Neil

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager), Mary Saritelli (Director of Human Resources)

Guests: Adam Prescott (Bernstein Shur)

Members: Kevin Birdsey, Alice Kennedy (potential board candidate)

Board President Nick Clark called the meeting to order at 5:35 p.m.

Consent Agenda: October 25, 2023 Meeting Minutes, Monthly Share Redemptions.

MOTION: CJ Jackson moved to accept the Consent Agenda with the addition of an Executive Session at the end of the meeting to discuss a real estate matter. Eric DeLuca seconded the motion.

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

Member Input

None.

Eileen O'Toole entered the meeting online at 5:46 p.m.

Bylaw Amendment

Eric DeLuca, Bylaws Committee Chair, presented draft revision language to the board. Adam Prescott, attorney from Bernstein Shur, provided background research into other food cooperative bylaws language and the desire to allow for board flexibility while maintaining member-owner control. The board plans to vote on final bylaw revisions at the January board meeting and have rationale language ready for an owner linkage event in late January.

2024 Board Budget

(Lynn Ellen jumped off the call at 6 p.m.)

The board agreed to change the CCMA *program registration* line item to CCMA *conference*. The board also agreed to integrate the DEI Training line item to Board Training. The board encouraged committees to be thinking about their 2024 budgets, if any.

MOTION: Mary Lou Aleskie moved to accept the board budget as drafted with the changes to the CCMA and DEI training line items. CJ Jackson seconded the motion.

VOTED: 8 in favor. 1 abstained (Eileen O'Toole – *in her car*). The motion passed.

(Eileen O'Toole arrived in person at 6:30 p.m.)

Monitoring

EL 4 – Employee Well-Being

Amanda Charland presented EL 4 – Employee Well-Being as in compliance. The board asked a few clarifying questions including one related to the study of wage equity and compensation. It was agreed there's more work to do in this area.

MOTION: Orin Pacht moved to assess EL 4 – Employee Well-Being as providing a reasonable interpretation and sufficient evidence of compliance. Cate Tierney seconded the motion.

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

GP 9 and 10

The board self-monitoring team presented the findings as submitted with a comment related to the challenge for newly seated board members to select which committees to serve on at their first board meeting. Feedback from this self-monitoring will go to Governance Committee for review.

(Lynn Ellen left the meeting at 6:48 p.m.)

FYI

- Taste of Seasons is Dec 7, 8 and 9 and board participation is welcome
- The Bylaws Committee is hosting a panel on Dec 6 on the *Value of Employee*
- Nick has met with two people interested in board candidacy
- Marketing won an award for the recent NCG/Co-op sales event

- The Co-op was runner up for New Hampshire Businesses for Social Responsibility Sustainability Slam for our at-cost ordering program with food access partners

Executive Session

MOTION: Nick Clark moved to enter into Executive Session at 6:53 p.m. to discuss a real estate matter and to include employee board members and the General Manager. CJ Jackson seconded the motion.

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

The board came out of Executive Session at 7:37 p.m.

The meeting adjourned at 7:37 p.m.

Respectfully submitted,

April Harkness
ESG Program Manager

Orin Pacht
Board Secretary