

FINAL MINUTES, November 15, 2017

**Present:** Anthony Roisman, Kevin Birdsey, Harrison Drinkwater, Ed Howes, Elizabeth Blum, Benoit Roisin, Dana Cook Grossman, Victoria Fullerton, Don Kreis, Ann Shriver Sargent

**Absent:** William Craig, Thomas Battles

**Staff:** Ed Fox (General Manager), Mark Langlois (Director of Finance), April Harkness (Board Administrator)

**Members:** Terry Appleby

Liz Blum called the meeting to order at 6:00 p.m. in the Hanover Board Room, Hanover, NH, store.

**Consent Agenda: October 25, 2017, Meeting Minutes (Appendix A) and October 2017 Share Redemption Requests**

**MOTION:** Dana Grossman moved to accept the Consent Agenda, which include the October 25, 2017, meeting minutes and the November Share Redemption Requests.

Harrison Drinkwater seconded the motion.

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

**General Manager Report**

Ed described a recent Institute for Local Self Reliance event he attended in Burlington, featuring a discussion of how anti-trust policies and regulations in Vermont and New Hampshire and across the country are affecting local retail commerce and public policy. The event was sponsored by Vermont Public Radio, Vermont Digger, and the Main Street Alliance. Once the program is made available on VPR, it will be shared on our website. Ed would like to plan a similar event with the Vermont State Employees Credit Union and the HCCS discussing the triple bottom line and other co-op topics.

The Board also discussed the possibility of interim labeling of hydroponic organics, differentiating between soil grown and hydroponically grown produce, but Ed Fox explained that given the strict regulations around labeling, we should continue to work with Dave Chapman of Long Wind Farm and others on a more long-term approach to making that distinction in organic labeling.

The Board asked for month-to-month breakdowns of the department-by-department sales trends, as on the top of page 9 in this month's Board packet, to see how and if the Lebanon store is beginning to close the gap on YTD budgeted versus actual sales.

**Policy Monitoring**

**Monitoring Report: EL 10 – Appropriate Architecture and Design**

**MOTION:** Benoit Roisin moved to accept *EL 10 – Appropriate Architecture and Design* as in compliance.

Don Kreis seconded the motion.

**DISCUSSION:** The Board discussed the upcoming Lebanon store improvements, which will be supported by a landlord contribution to permanent facility upgrades that will benefit both the landlord and the Co-op. The General Manager and other key staff are reaching out to potential architects to share the baseline of the current facilities. Some Board members asked how the potential architects had been selected, making the point that it is important to establish appropriate selection criteria from the outset, so the pool of possibilities is as strong as possible. Ed Fox explained that the process is in its very early stages, so if there are Board members who have experience working with architects or building projects, this is a good time for them to provide input to Ed directly.

**VOTED:** 12 in favor, 0 opposed. The motion passed.

### **GP 5 – President’s Role** - (see Executive Session)

**Member Comments** - No member comments.

### **Committee Updates**

**Annual Meeting update** – Ann presented a proposal to the Board and is in the process of building a committee. Her goals for the meeting are to increase member engagement and members’ understanding of the organization’s challenges, to bring in younger members and families (by having something for kids to do), and to promote local vendors. She suggested holding the meeting in one of the stores and producing a short video with key highlights as ways to achieve those goals.

Ed suggested that the committee include Amanda Charland and Missy Fleming, as well as the relevant store manager, to allow for feedback and input. Ann agreed.

**Charitable Giving Task Force (Appendix B)** – Benoit presented some further revisions made by the Task Force to *GP 8 – Co-op Giving Programs* and *EL 9 – Co-op Giving Programs*, based on feedback from the October meeting. Mark informed the board that as long as we remain a conduit from customer to charitable organization, we are following generally accepted accounting principles. There was some discussion regarding the specifics outlined in GP 8 and whether they were too prescriptive.

**MOTION:** Kevin Birdsey moved to approve the revisions to *GP 8 – Co-op Giving Programs*, after removal of the following passage highlighted in red: *GP 8.1: General Principles (1) Food assistance to alleviate hunger, (with priority given to assisting people help themselves over handouts).*

Ed Howes seconded the motion.

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

*EL 9 – Co-op Giving Programs* will be voted on next month, after changing the wording in EL 9.2 from “discriminate (based on race and other federally designated groups)” to “discriminate on the basis of race, creed, gender, national origin, age, sexual orientation, or physical disability.”

**Election Committee (Appendix C)** – Kevin let the board know that the Election 2018 web page is up and running and Declaration of Candidacy applications are available online. He will nail down with

Member Services in-store recruiting times and the availability of a recruiting table at the Taste of Traditions.

**Establish Strategic Planning Committee** – Liz informed the Board of the Board Chair’s appointments of Ed Fox, Bill Craig, Liz Blum, Don Kreis, and Benoit Roisin to the Strategic Planning Committee. They met briefly earlier in the week and are working on several key areas that include the following:

- Looking at all stores - do we have the right stores and the best combination of stores
- The Service Station
- The Community Market
- The Co-op’s health care costs
- The relationship with NCG
- A review of new business options with a higher profit margin than groceries

The proposed structure is to establish break-out groups to study each area and include key staff and members to provide useful input. Tony suggested the committee consider adding one more focus, as follows:

- Emergency response (including unforeseeable circumstances or crises, such as a devastating fire)

Ann suggested that there are a few filters that each category could be viewed through, such as financial impact (which is knowable), public response (member input), and serving the cooperative principles. Tony suggested one of those filters could be our Ends Statements.

**Create New Board Process for Agenda & Meetings** -It was decided that creating a new board process be postponed until the Board Chair is present.

**Draft Business Plan 2018** – Ed reminded the Board that the final Business Plan will be presented at the December Board meeting. Benoit wanted more specifics on leveraging investments and wanted to know the status of the next member survey. Ed reminded the board members to provide questions or comments about the Business Plan to him directly before the plan is voted on in December.

## **GP 5 - President’s Role**

### **Executive Session:**

**MOTION:** Ann Shriver Sargent moved to go into Executive Session at 7:45 p.m. to discuss the *GP 5 – President’s Role* survey results and to include all employees present (Kevin Birdsey, Ed Howes, Ed Fox, Mark Langlois, and April Harkness)

Benoit Roisin seconded the motion.

**DISCUSSION:** Some members of the Board expressed concern over whether or not GP 5 should be discussed in Executive Session, but it was pointed out that it is written into the policy as such. Some members still had reservations as to that action.

**VOTED:** 7 in favor, 2 opposed, 1 abstained. The motion passed.

**MOTION:** Tony Roisman moved to come out of Executive Session at 8:07 p.m.

Ann Shriver Sargent seconded the motion.

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

**MOTION:** Tony Roisman moved to adjourn at 8:20 p.m.

Kevin Birdsey seconded the motion.

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

Respectfully submitted,

April Harkness  
Board Administrator

Dana Cook Grossman  
Board Secretary