

MEETING MINUTES, October 23, 2019

Present: Emmanuel Ajavon, Tom Battles, Kevin Birdsey, Liz Blum, Rosemary Fifield, Victoria Fullerton, Jessica Giordani, Ed Howes, Benoit Roisin, Jessica Saturley-Hall and Allene Swienckowski

Absent: Ann Shriver Sargent

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: Heiko Phol

Guests: Phil Kastan (Hartford Police Chief), Arlene Silva (ContinuityWorks)

Rosemary Fifield called the meeting to order at 6:00 p.m. at the Co-op Resource Center, White River Jct., VT.

Agenda Approval

MOTION: Tom Battles moved to approve the agenda as written. Jessica Giordani seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

Action Items Review

All action items achieved.

Consent Agenda: September 25, 2019, Meeting Minutes and September 2019 Share Redemption Requests

MOTION: Tom Battles moved to accept the September 25, 2019, Meeting Minutes and the September 2019 Share Redemption Requests. Allene Swienckowski seconded the motion.

VOTED: 10 in favor, 1 opposed (Victoria Fullerton). The motion to accept passed.

Hartford Police Chief Phil Kastan

Hartford Police Chief Phil Kastan spoke about the work of his Department and thanked the Co-op for its support as well as its support of other critical service agencies in the community, such as LISTEN Community Services and the Upper Valley Haven.

Member Comments

Member Heiko Pohl introduced himself and encouraged the Co-op to support a “plastic free” shopping experience. He shared some specific suggestions and left his contact information to be connected with Member Education Manager Emily Rogers and the sustainability work currently underway.

Liz Blum shared a letter from member Penny McConnell with suggestions on reusable containers.

Arlene Silva, ContinuityWorks

Arlene Silva, Certified Business Continuity Professional (CBCP), described the 3-year process underway at the Co-op to support resiliency and disaster recovery. The goal is to protect the Co-op from significant business interruptions, loss or irreparable harm and to improve processes to be more effective. We are in the analysis stage, which will result in an Emergency Plan, Deployment and Training.

Monitoring

Monitoring Report EL 2 – Financial Condition and Performance

MOTION: Ed Howes moved to assess EL 2 – Financial Condition and Performance as demonstrating compliance with the exception of EL 2.5 which shows compliance projected for year end. Liz Blum seconded the motion.

Ed Fox pointed out an error on page 12: under *Data* it should read “greater than” budget rather than “less than” budget.

VOTED: 7 in favor. 3 opposed (Emmanuel Ajavon, Jessica Giordani and Jessica Saturley-Hall). 1 abstained (Allene Swienckowski). The motion passed.

Executive Session

MOTION: Rosemary Fifield moved to enter into Executive Session at 7:15 p.m. to discuss a financial matter and to include employee board members, senior management team and the board administrator. Ed Howes seconded the motion.

VOTED: 11 in favor. 0 opposed. The motion passed.

MOTION: Liz Blum moved to go out of Executive Session at 8:25 p.m. Kevin Birdsey seconded the motion.

VOTED: 10 in favor. 1 opposed (Kevin Birdsey). The motion passed.

MOTION: Rosemary Fifield moved to authorize the refinance with Bank A to pay off the amount presented for payment by the current commercial mortgage and to use the balance for significant infrastructure projects in accordance with our bylaws. Liz Blum seconded the motion.

VOTED: 10 in favor. 1 opposed (Tom Battles). The motion passed.

Rosemary Fifield will update Ann Shriver Sargent on the information provided during the Executive Session.

Governance Process

EL 5 – Employee Experience (revision) – postponed to November board meeting.

EL 6 – Compensation and Benefits (revision) – postponed to November board meeting.

Member Linkage Committee Charter – postponed to November board meeting.

New Business

2020 Board Budget Planning – postponed to November board meeting.

Tom Battles and Victoria Fullerton left the meeting at 8:30 p.m.

Monitoring Report EL 14 – Cooperation Among Cooperatives

MOTION: Kevin Birdsey moved to assess EL 14 – Cooperation Among Cooperatives as demonstrating compliance. Benoit Roisin seconded the motion.

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

Monitoring Report GP 9 – Working with Neighboring Co-ops

Ed Howes submitted his report on GP 9 – Working with Neighboring Co-ops with a few recommendations including to continue to support board member opportunities and to remove the reference to “neighboring” Co-ops to extend even further. He noted there is room for improvement, including working with Co-ops other than food Co-ops.

Next month: GP 5 – President’s Role – Rosemary reminded the board that Ann Shriver Sargent is the board member tasked with reporting on GP 5 and that Ann will be asking for input from all board members, other than the president. The president will write her own report. The monitoring will be discussed in Executive Session.

GM Monthly Update

Ed thanked the board members for their confidence and continued support of the long-term health of the organization. He updated the board on the finances and the status of open positions which are down to 10 full-time and 7 part-time. He reminded the board of the employee survey results presentation on Tuesday, October 29th. The Draft Business Plan will be available to the board on Friday, October 25th.

The customer survey is closing on November 3rd with currently just under 1700 respondents.

Adjournment

Motion to adjourn at 8:47 p.m.

Respectfully submitted,

April Harkness

Board Administrator

Emmanuel Ajavon

Board Secretary