

MEETING MINUTES, October 28, 2020
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Jessica Giordani, Ed Howes, Manish Kumar, Peggy O'Neil, and Jessica Saturley-Hall

Employees: 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: September 23, 2020 Meeting Minutes and September 2020 Share Redemption Requests

MOTION: Ed Howes moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

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

Member Linkage

No comments

Monitoring

EL 2 – Financial Condition & Performance

MOTION: Rosemary Fifield moved that EL 2 – Financial Condition & Performance monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Peggy O'Neil seconded the motion.

Discussion: Given that *EL 2.3 Any requirements of contracts, payroll, loans, or other financial obligations to be unmet or overdue 2. Payment to vendors* indicates non-compliance due to Accounts Payable amount outstanding 61 days or more is \$698, the board discussed altering the policy to reflect minor discrepancies, but due to the *de minimis* nature of the amount, decided against it.

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

EL 14 – Cooperation Among Cooperatives

MOTION: Rosemary Fifield moved that EL 14 – Cooperation Among Cooperatives monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Marta Ceroni seconded the motion.

Discussion: Following a board member suggestion, Paul offered to provide year to year comparisons of direct purchases from other cooperatives in future reporting.

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

General Manager Report

Paul Guidone updated the board on preparations for an uptick in COVID-19 cases, the 2021 budgeting process, the implications of the PPP loan and workforce planning.

Monitoring Planning

GP/B-GM Monitoring Planning

Board members signed up for policy monitoring for the coming year. See Appendix I highlighted sections for those additions.

Board Planning

Open Board Seats

MOTION: Ed Howes moved to fill the 2 open board seats in a timely manner and to do so by soliciting at least 3 past board members for their interest in filling the open position until the election and to vote to fill the positions at the next board meeting or at a special meeting of the board. Nick Clark seconded the motion.

Discussion: After polling each board member on their thoughts about filling the open board seats or remaining at 10 board members, the vote was called.

VOTED: 0 in favor. 5 opposed. (Emmanuel Ajavon, Rosemary Fifield, Jessica Giordani, Ed Howes, Jessica Saturley-Hall). 4 abstained. (Kevin Birdsey, Marta Ceroni, Manish Kumar, Peggy O'Neil). 1 no vote cast (Nick Clark was temporarily away from the meeting). The motion failed.

Authorization to Retain Legal Counsel

MOTION: Peggy O'Neil moved to ratify the authorization of the Executive Committee to engage legal counsel in September 2020. Ed Howes seconded the motion.

VOTED: 8 in favor. 0 opposed. 2 abstained. (Kevin Birdsey, Nick Clark). Kevin Birdsey asked to note the reason he abstained was because he temporarily left the room and didn't participate in the full discussion.

2021 Board Budget

Board Treasurer Peggy O'Neil presented the draft 2021 Board Budget for board discussion. After receiving several board comments and clarifying questions, she will work with Director of Finance Mark Langlois to refine the budget and bring back to the board at the November board meeting. The final budget will be approved no later than December.

Planning for 2020 Audit

Planning for the 2020 audit between the board and the auditors will take place at the November board meeting with board specific recommendations to occur in Executive Session. The final audit will be presented to the board in February 2021.

Committee Updates

Diversity Equity & Inclusion Committee

Chair Kevin Birdsey presented two options for Diversity Equity and Inclusion policies to the board. One is a proposed stand-alone policy and one is integration of the proposed sub-policies into existing policy. It was decided that the policy language needs work. The policy will be re-submitted to the board after revisions.

HCCF Advisory Committee

Chair Kevin Birdsey presented the HCCF Advisory Committee proposed list of 2020 HCCF award recipients and asked the board to consider setting HCCF fundraising goals for the Co-op. That point will be revisited at a later date.

MOTION: Ed Howes moved to accept the HCCF Advisory Committee proposed list of 2020 HCCF award recipients. Rosemary Fifield seconded the motion.

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

Adjournment

The meeting adjourned at 7:17 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Appendix I

Board Self-Monitoring*
2020-2021

Items in italics have been completed.

Task	Reference	Who	By When	Date done
GP 12 – Member Linkage	Written report with examples of why conclusion was reached*	N/A	N/A	
GP 5 – President's Role	written report based on board input; discuss; deliver results to board president	Kevin Birdsey	November	
GP 3 – Governance Development	Written report with examples of why conclusion was reached*	Ed Howes	December	
GP 2 – Board Deliverables	Written report with examples of why conclusion was reached*	Peggy O'Neil	January	
GP 10/GP 11 –Board Committees	Evidence-based written report; to include annual reports from committee chairs	Jessica Giordani	January	
GP 4 – Board Members' Code of Conduct	Written report with examples of why conclusion was reached*	Emmanuel Ajavon	February	
B-GM 2 – Accountability of the GM	Written report with examples of why conclusion was reached*	Rosemary Fifield	February	
B-GM 3 – Delegation to the GM	Written report with examples of why conclusion was reached*	Rosemary Fifield	February	
B-GM Global	Written report with examples of why conclusion was reached*	Peggy O'Neil	March	
B-GM 1 – Unity of Control	Written report with examples of why conclusion was reached*	Peggy O'Neil	March	
B-GM 4 – Monitoring GM Performance	Written report with examples of why conclusion was reached*	Kevin Birdsey/Rosemary Fifield	March	
GP Global	Written report with examples of why conclusion was reached*	Manish Kumar	April	
GP 1 – Governing Style	Written report with examples of why conclusion was reached*	Manish Kumar	April	
GP 7 – Monitoring Board Performance	Written report with examples of why conclusion was reached*	Jessica Saturley-Hall	May	

Board Self-Monitoring*
2020-2021

GP 8 – Cooperative Giving Programs	Written report to include annual reports from HCCF and Allen & Nan King award	Marta Ceroni	May	
GP 6 – Board Process for Recruitment	Written report with examples of why conclusion was reached*	Nick Clark	June	
	<i>*author can poll other board members, research past board minutes, or interview 3rd parties.</i>			