

MEETING MINUTES, October 27, 2021  
Virtual Meeting via ZOOM

Present: Emmanuel Ajavon, Kevin Birdsey, Nick Clark, Rosemary Fifield, Jessica Giordani, Conicia Jackson, Manish Kumar, Peggy O’Neil, Orin Pacht

Absent: Marta Ceroni

Employees: Amanda Charland (Director of Cooperative Engagement), Bruce Follett (Director of Business Unit Operations), Paul Guidone (General Manager), April Harkness (Governance & Community Engagement), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance), Allan Reetz (Director of Public & Governmental Affairs)

Members: Gary Gletow

President Nick Clark called the meeting to order at 5:17 p.m.

**Consent Agenda: September 22, 2021 Meeting Minutes, September 2021 Share Redemption Requests**

**MOTION:** Peggy O’Neil moved to accept the Consent Agenda. Jessica Giordani seconded the motion.

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

**Presentations**

Director of Cooperative Engagement Amanda Charland and Director of Business Unit Operations Bruce Follett presented the Co-op’s Local Initiative project, purpose and process. The project is to support local farmers and producers based on consumer demand and as a business opportunity. The purpose is to create a stronger local economy, to be a vendor marketplace, to have a resilient supply chain, and to improve shopper access. The process is to define local, set goals, and build alignment.

Director of Public & Governmental Affairs Allan Reetz presented an overview of his work on behalf of the Co-op in support of agriculture, housing, transportation and other important issues that affect our members and the communities in which we live.

**Board Planning**

**Board Budget Planning**

Board Treasurer Peggy O’Neil presented the FY2021 HCCS Board of Directors Budget Unaudited for feedback from the board on any adjustments in advance of the vote to accept the board budget at the November or December board meeting. No adjustments were suggested.

**Board Vacancies Vote**

**MOTION:** Orin Pacht moved to not fill the two board vacancies until the next election. Kevin Birdsey seconded the motion.

**VOTE:** 9 in favor. 0 opposed. The motion passed.

### **Member Input**

Board President Nick Clark recommended the member email contained in the board packet be deferred to the board's Diversity, Equity, and Inclusion Committee for review. It was clarified that while the board does not have a policy on dress code, a review of current board policies that may address the member concern is warranted.

### **Monitoring**

#### **EL 1 Finances**

General Manager Paul Guidone asked the board for recommendation regarding EL 1.1 data and whether the board would like to continue to see the comparisons to IBIS and other cooperatives. He also said that short of audited quarterly financials, the accuracy of the statements is attested to.

**MOTION:** Kevin Birdsey moved that the EL 1 Finances monitoring report provides a reasonable interpretation of the policy and sufficient evidence of compliance. Peggy O'Neil seconded the motion.

**VOTE:** 9 in favor. 0 opposed. The motion passed.

#### **GP 12 Board Linkage with Ownership**

Jessica Giordani presented the annual monitoring report on GP 12 Board Linkage with Ownership as submitted, with acknowledgement of the lack of Member Linkage activity over the last year and board agreement that much of the Member Linkage work is now underway.

### **Election Committee Chair**

**MOTION:** Jessica Giordani moved to nominate Conicia Jackson as Election Committee Chair. Manish Kumar seconded the motion.

**VOTE:** 9 in favor. 0 opposed. The motion passed.

### **General Manager Report**

The General Manager updated the board on the plan for the Vermont Energy Investment Corporation (VEIC) to provide a report by November 11, 2021, and to present to the board at the November board meeting. The Co-op has also hired a third-party Human Resource consultant to begin looking at our wage data.

### **Committee Updates**

#### **Bylaws Committee**

Bylaws Committee Chair Rosemary Fifield presented the final proposed revisions to the HCCS, Inc. May 1, 2017 Bylaws, specifically to Article V Section 9 Majority Rule.

**MOTION:** Rosemary Fifield moved to accept the revision of Article V Section 9 to read: "Remote participation by a director or directors is allowed, provided that the director is able to vote." Kevin Birdsey seconded the motion.

**VOTE:** 9 in favor. 0 opposed. The motion passed.

### **Ends Committee**

No update.

### **Member Linkage Committee**

Member Linkage Committee Chair Jessica Giordani updated the board on the Committee work and the plan to submit a draft 3-year Member Linkage Plan for board input at the December board meeting.

### **Executive Session**

**MOTION:** Rosemary Fifield moved to enter into Executive Session at 7:04 p.m. and to include the employee board member, but no other employees for a personnel matter. Peggy O'Neil seconded the motion.

**VOTE:** 9 in favor. 0 opposed. The motion passed.

### **Adjournment**

The Board came out of Executive Session at 8:00 p.m. and the meeting adjourned.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary