

MEETING MINUTES, October 25, 2022  
ZOOM, 5:30 p.m.

- Present:** Mary Lou Aleskie, Peter Bouchard, Marta Ceroni, Nick Clark, Eric DeLuca, Jessica Giordani, Conicia (CJ) Jackson, Manish Kumar, Orin Pacht, Lindsay Smith, Jennifer Tietz
- Employees:** Amanda Charland (General Manager), April Harkness (ESG Program Manager), Allan Reetz (Director of Public Policy & Governmental Affairs), Jamie Shechtman (Director of Finance)
- Members:** Kevin Birdsey
- Guests:** Steve Voigt (former CEO, King Arthur Baking)

President Nick Clark called the meeting to order at 5:30 p.m.

**Consent Agenda: September 28, 2022 Meeting Minutes; September 2022 Share Redemption Requests**

**MOTION:** Peter Bouchard moved to accept the Consent Agenda. Orin Pacht seconded the motion

**VOTED:** 11 in favor. 0 opposed. 1 abstained (Jennifer Tietz). The motion passed.

**Member Input**

None

**Employee Stock Ownership Governance & Culture**

Former CEO of King Arthur Baking (KAB) Steve Voigt discussed KAB's move to employee stock ownership, offering reflections, suggestions, and resources.

**Monitoring**

**EL 1 – Finances**

Director of Finance Jamie Shechtman went over the interpretations and data for this policy and discussed whether different metrics may be more useful to the Board. To be further discussed at the December Board training on Finances.

**MOTION:** Orin Pacht moved to assess EL 1 – Finances as providing a reasonable interpretation and evidence of compliance with the exception of non-compliance with EL 1.4 and the anticipation of compliance with that sub policy by October 31, 2022. Mary Lou Aleskie seconded the motion.

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

## **GP 10 – Board Ownership Linkage**

Member Linkage Committee Chair Jessica Giordani reviewed the results of the GP 10 survey. Board members asked to see a current copy of the 3-Year Member Linkage Plan.

## **Board Planning**

### **Presidents Update**

Board President Nick Clark asked the Board if they were willing to commit to working with Deo Mwano Consulting on diversity, equity, and inclusion and how it fits into the schedule of the Board's Ends Policies revisions. See Motion under Board Budget item below.

## **Board Development**

CJ Jackson reminded the Board of the upcoming sessions:

- Nov – IT
- Dec – Finance
- Jan – Leadership Team

## **Board Budget**

Board Treasurer Peggy O'Neil reviewed the status of the FY2022 Board budget. A Draft FY2023 Board Budget will be presented in November.

**MOTION:** Peggy O'Neil moved the Board use \$15,000 of their remaining FY2022 Board budget to share the total cost of the Deo Mwano Consulting fees with HCCS Operations. Lindsay Smith seconded the motion.

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

## **Executive Session**

**MOTION:** Nick Clark moved to enter into Executive Session at 6:57 p.m. with the General Manager to discuss a legal matter. Peter Bouchard seconded the motion.

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

The board came out of Executive Session at 7:09 p.m.

## **Ends Retreat**

Ends Committee Chair Marta Ceroni presented the products in the draft Ends Committee Report that the Board will work on at the Board Ends Retreat on November 18, 2022. Retreat time was increased to four hours.

**Final Thoughts & Adjournment**

Each board member and employee shared final thoughts before adjournment.

The meeting adjourned at 7:27 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Orin Pacht

Board Secretary