

SPECIAL MEETING MINUTES, September 8, 2020
Virtual Meeting via ZOOM

- Present: Emmanuel Ajavon, Kevin Birdsey, Marta Ceroni, Nick Clark, Rosemary Fifield, Ed Howes, Manish Kumar, Peggy O'Neil, Jessica Saturley-Hall
- Absent: Jessica Giordani
- Employees: Paul Guidone (Interim General Manager), April Harkness (Governance & Community Engagement), Lori Hildbrand (Director of Administrative Operation), Mark Langlois (Director of Finance)
- Members: D. Maurice Kreis, Jane Tomes, Linda, L Carl Pedersen, Susan Taylor, Liz Ryan Cole, Charlie Goldensher, Diane Guidone, Nancy Carter, Richard Balagur, Anthony Roisman, Richard Shramm, and seven unnamed members.

Acting President Jessica Saturley-Hall called the meeting to order at 7:01 p.m.

Agenda Approval

MOTION: Kevin Birdsey moved to extend the Member Comment period and to postpone the Election of a Board President and Selection of a Search Committee Chairperson until the regularly scheduled September 23, 2020 board meeting. Rosemary Fifield seconded the motion.

MOTION: Nick Clark amended the motion to retain the Selection of a Search Committee Chairperson on the agenda.

VOTE on the Amendment to the Motion: 6 in favor. 0 opposed. 3 abstained (Marta Ceroni, Manish Kumar, Peggy O'Neil). The motion passed.

VOTE on the Amended Motion: 9 in favor. 0 opposed. The motion passed.

Update from Acting President

Jessica Saturley-Hall stated that the board appreciated the member and employee input received in the previous days and that the board was listening and wanted to hear their opinions. The board remained interested in hiring Paul Guidone as General Manager. The board was putting together thoughts to share with the members and employees. She also clarified that the discussions did not concern employee welfare or pay. The board anticipated sharing more information at the end of the week.

Member Comments

Four Co-op members spoke and several submitted comments via the chat feature available to all in attendance. Members in attendance urged the board to work in partnership with Paul Guidone to retain his services. They asked to see the thirteen requests that Paul submitted to the board on August

30, 2020 (see Addendum I) and stated that the board's response to those requests should take place in the public portion of the meeting, not in executive session.

Selection of a Search Committee Chairperson

MOTION: Kevin Birdsey moved to nominate Nick Clark and Rosemary Fifield to Co-Chair a Search Committee.

VOTED: 8 in favor. 0 opposed. 1 abstained (Peggy O'Neil). The motion passed.

MOTION: Nick Clark moved to have the Board President read the thirteen requests that Paul Guidone submitted to the board on August 30, 2020 without commentary and distribute as appropriate. Manish Kumar seconded the motion.

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

Jessica Saturley-Hall read the thirteen requests to the members present.

Executive Session

MOTION: Nick Clark moved to enter into Executive Session at 8:21 p.m. to discuss a personnel matter and to include the employee board members. Kevin Birdsey seconded the motion.

VOTED: 8 in favor. 0 opposed. 1 abstained (Marta Ceroni). The motion passed.

The board came out of Executive Session at 9:14 p.m.

Peggy O'Neil left the meeting.

MOTION: Kevin Birdsey moved to post the thirteen requests on the board page of the Co-op website. Ed Howes seconded the motion.

VOTED: 8 in favor. 0 opposed. The motion passed.

Adjournment

Motion to adjourn at 9:21 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

Addendum I

Terms and Conditions which could lead me to consider rescinding my resignation, effective 9/25/20:

1. A written agreement detailing the items on this list and signed by all sitting Board Members. New Board members appointed or elected to fill vacant positions or those of retiring directors will also be bound by these terms.
2. Term of employment 3 years, option to continue (e.g., one year rolling term) if mutually agreed.
3. New Board President: Someone who I can work with that understands the difference between Board fiduciary oversight and getting involved in day to day operations.
4. GM reports directly to the Board President, and no one else.
5. Since the Board “speaks with one voice” per the By-laws, all communication from any director will be sent in writing to the Board President, who will review and decide if it should be sent to the GM.
6. The GM will reply to any and all requests from the Board President in writing.
7. Any and all requests for employees to support the Board, including participation on committees, must be asked in writing and sent through the Board President to the GM. No exceptions. The GM will reply in writing.
8. The Board having already voted 9-2 in favor of instituting terms limits as part of changes to the By-laws, stands by their vote and recommends the term limit By-law change to members.
9. Board meetings: Reporting on EIs and Monthly GM report to occur after the member comments section. Upon completion of the GM report, the GM and any leadership team member in attendance will be free to leave the Board meeting. Should any information arise during the remainder of the meeting that the GM should be aware of, such information will be furnished to the GM in writing by the Board President.
10. Compensation must be determined in conjunction with HR providing market-based data, no guessing by the Board.
11. Annual reviews will be held in conformity to BGM 4, and only with the Board President. If the annual review is not held in accordance with BGM 4, any delay will result in a salary increase equal to twice the rate of the trailing 12-month Consumer Price Index (CPI). Such increase to be effective no later than 30 days after the date prescribed in BGM 4.
12. Except in the event of a true emergency, my hours of availability are between 8 am and 5pm, Monday-Friday through either work email, office phone or office mobile phone.
13. Failure of the Board to comply with anyone of these terms, will result in the Board having to rectify such failure within 15 days. If the Board does not rectify the failure within 15 days, this agreement becomes null and void immediately and triggers my resignation effective 15 days thereafter.

Paul Guidone

August 30, 2020