

MEETING MINUTES, September 22, 2021
Virtual Meeting via ZOOM

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

Employees: Amanda Charland (Director of Cooperative Engagement), Paul Guidone (General Manager), April Harkness (Governance & Community Engagement), Lori Hildbrand (Director of Administrative Operations), Mark Langlois (Director of Finance)

President Nick Clark called the meeting to order at 5:15 p.m.

Consent Agenda: August 25, 2021 Meeting Minutes, September 8, 2021 Special Meeting Minutes, August 2021 Share Redemption Requests

MOTION: Peggy O'Neil moved to accept the Consent Agenda with the addition of Lori Hildbrand's job title to the September 8, 2021 Special Meeting Minutes. Kevin Birdsey seconded the motion.

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

Orin Pacht joined the meeting at 5:17 p.m.

Confirm GM Performance Letter

Nick Clark confirmed for the minutes that the board met to discuss the GM's annual evaluation and a letter was drafted and delivered to Paul.

Vote to Accept Board Member Resignations

Nick Clark read the resignations of HCCS Board Members Jennifer Byrne and Ryan Madden (see Appendix I) submitted via email.

MOTION: Rosemary Fifield moved to accept the letters of resignation. Jessica Giordani seconded the motion.

VOTE: 9 in favor. 0 opposed. The motion passed. (*Orin Pacht appeared to have a bad connection and did not participate in this vote*).

Decide next steps on Board Vacancies

The board discussed the two vacancies left by the board member resignations, but delayed any decisions until a discussion of candidate recruitment could be shared at the October 2nd Board Retreat.

Member Input

No members present at the meeting.

Monitoring

EL 3 – Relationship to Employees

General Manager Paul Guidone and Director of Administrator Operations Lori Hildbrand answered questions regarding the equity of professional development opportunities as well as concern around the focus of availability rather than metrics as criteria for compliance determination.

The Co-op does have mandatory trainings, such as anti-harassment and does do a regular review of the Employee Handbook policies. The board was informed of a 3rd party independent source that will be doing a comprehensive review of the Co-op's pay scale structure.

MOTION: Rosemary Fifield moved that the EL 3 Relationship to Employees monitoring report provided a reasonable interpretation of the policy and sufficient evidence of compliance. Kevin Birdsey seconded the motion.

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

Member Engagement Presentation

Director of Cooperative Engagement Amanda Charland presented the Co-op's member engagement strategy to the board.

General Manager Report

The General Manager updated the board on the Co-op's understanding of the federal vaccination mandate and the strategy to encourage more employees to get vaccinated.

Committee Updates

Bylaws Committee

Bylaws Committee Chair Rosemary Fifield presented proposed revisions to the HCCS May 1, 2017 Bylaws, walking through the sections with substantive changes. (See Appendix II). In addition to the proposed revisions provided in the board packet, one additional statement was proposed for Article V, Section 10, Majority Rule: "A director may be considered present through any electronic means that enables their full participation in the dialogue of the meeting." Board Member Conicia Jackson asked that the board take time to discuss the definition of "full participation" at the October 2 retreat before approving the proposed revision.

MOTION: Nick Clark moved to amend Article V Section 1 of the Bylaws to change the number of Directors from 12 to 9. Rosemary Fifield seconded the motion.

VOTE: 1 in favor (Nick Clark). 6 opposed (Emmanuel Ajavon, Marta Ceroni, Rosemary Fifield, Jessica Giordani, Manish Kumar, Peggy O'Neil). 3 abstained (Kevin Birdsey, Conicia Jackson, Orin Pacht). The motion failed.

Rosemary Fifield asked for a sense of the board regarding all proposed revisions other than the addition of the statement regarding participation via electronic means. After discussion at the October 2 retreat, Rosemary will bring a final draft of the proposed revisions to the October Board Meeting for approval.

Ends Committee

Ends Committee Chair Marta Ceroni updated the board on the Committee's work as it begins to get employee and member feedback. The Committee is planning to send out a member survey soon.

Adjournment

MOTION: Marta Ceroni moved to adjourn at 7:04 p.m. Conicia Jackson seconded the motion.

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

The meeting adjourned at 7:04 p.m.

Respectfully submitted,

April Harkness

Governance & Community Engagement

Rosemary Fifield

Board Secretary

APPENDIX I

Sent bod@board.coopfoodstore.com and Aprilharkness@coopfoodstore.com 8/31/2021 6:40 PM
From Jenniferbyrne@board.coopfoodstore.com

Hello, please accept this email as notice of my resignation from this board.

Thank you.

Sincerely,
Jennifer Byrne

Sent bod@board.coopfoodstore.com and Aprilharkness@coopfoodstore.com 9/10/2021 1:51 AM
From Ryanmadden@board.coopfoodstore.com

I apologize for writing this but have made the unfortunate, yet necessary, decision to give notice to the Coop board. My Dad's health has quickly deteriorated, and I must take care of him. It would simply be too much for me to both look after him and be on the board. Thus, I hereby resign from the Coop as a board member. I am sorry for any inconvenience that may arise as a result.

APPENDIX II