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HCCS Board of Directors Meeting November 20, 2024

5:30 p.m., Lebanon Conference Room, 12 Centerra Parkway, Lebanon, NH

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AGENDA

HCCS Board of Directors Meeting

November 20, 2024

5:30 p.m.

Lebanon Conference Room

Time	Agenda Topic	Page	Board Action
5:30	Settle and check-In...		Listen
	Community Standards and Consent Agenda October 23, 2024 Meeting Minutes	3	Reflect & Decide
5:40	Quick Learning (Board Secretary)		
5:45	Member Input		Listen
5:50	Board Budget (Board Treasurer)	6	Decide
6:30	Lebanon Store Tour (Marybeth Fenton, Store Manager)		Learn
7:00	CCM Update <ul style="list-style-type: none"> • GM Update 		Listen
7:15	Scheduled Monitoring EL 4 – Employee Well-Being	8	Decide
7:25	Policy Considerations (from Governance Committee) General new language, GP 5.2.1, EL 1.2.1	16	Discuss/Decide
7:30	Final Thoughts & Adjournment		

DRAFT MEETING MINUTES
October 23, 2024
5:30 p.m., Hanover Board Room

Present: Nick Clark, Eric DeLuca, Mike Eigenbrode, Rosemary Fifield, Jessica Giordani, Alice Kennedy, Peggy O'Neil (remote), Eileen O'Toole, Infiniti Sanderfer, Lynn Ellen Schimoler (remote)

Absent: Conicia (CJ) Jackson, Cate Tierney

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager), Tom Ripley (Hanover Store Manager), Jamie Shechtman (Director of Finance), Thomas White (remote/Retail Inventory Cost Accountant)

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

Consent Agenda: August 28, 2024 Meeting Minutes

MOTION: Rosemary Fifield moved to accept the Consent Agenda with two edits the Appendix in the meeting minutes – replace “excising” with “exercising” and “will preside” with “presides”. Jessica Giordani seconded the motion.

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

Member Input

None.

Board Budget

Peggy O'Neil, Board Treasurer, presented the board budget through the 3rd quarter. A draft FY25 will be submitted for the November board meeting. The Board discussed allocating \$10,000 for strategic planning with an operational match.

Scheduled Monitoring

EL 1 Financial Stability

The Board discussed non-compliance with days cash on hand and that it would be useful to have a graph with trend line to show progress.

MOTION: Eileen O'Toole moved to accept EL 1 Financial Stability as having a reasonable interpretation and sufficient evidence of compliance with the exception of EL 1.1 Days Cash on Hand. Eric DeLuca seconded the motion.

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

Policy Consideration: EL 1.2.1

The Board discussed the proposed EL 1.2.1 policy and deferred action to the November board meeting to further clarify the language.

(Jamie Shechtman and Thomas White left the meeting at 6:40 p.m.)

Hanover Store Tour

Tom Ripley, Hanover Store Manager, and Josh Watson, Assistant Store Manager provided an information tour of the Hanover store.

EL 3.3 (from August)

MOTION: Nick Clark moved to accept the EL 3.3 monitoring report as resolving the former non-compliance. Eileen O'Toole seconded the motion.

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

GM Update

The GM provided a brief update.

(Peggy O'Neil left the meeting at 7:45 p.m.)

Policy Considerations

The general new language is deferred back to Governance Committee.

MOTION: Nick Clark moves to revise B-GM 3.4.1 & GP 11.2, as well as GP 7.4 as presented in the board packet (See Appendix A). Lynn Ellen Schimoler seconded the motion.

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

Board Monitoring

Reports were submitted as written.

The meeting adjourned at 7:56 p.m.

Respectfully submitted,

April Harkness

ESG Program Manager

Eileen O'Toole

Board Secretary

Appendix A

Policy Revisions

B-GM 3.4.1: After monitoring a policy, the board will seek to answer the following questions:

- Can the policy language be reasonably interpreted?
- Does the policy conflict with the organization's Vision, Values, and other policies?
- Are there any recommendations for changes to the policy?

GP 11.2: Monitoring teams will present their findings in written reports included in board meeting packets. The findings should address the following questions:

- Can the policy language be reasonably interpreted?
- Have the policy requirements been met, and what evidence supports this?
- Does the policy conflict with the organization's Vision, Values, and other policies?
- Are there any recommendations for changes to the policy?

GP 7.4

GP 7.4: The Treasurer has no authority to modify an approved budget or authorize expenditures unless explicitly authorized by the board. Therefore, the Treasurer does not have the authority to supervise the General Manager, the Director of Finance, or any other Co-op employee. **The Treasurer may authorize travel-related reimbursements in alignment with the Co-op's relevant policies and practices.**

Board Budget

November 13, 2024

To: HCCS Board Members

From: Peggy O'Neil, Treasurer

cc. Amanda Charland, General Manager and Jamie Shechtman, Director of Finance

Re: Draft of Proposed 2025 Board Budget

Dear Board Members, We will discuss the 2025 Board budget in our November 20th board meeting. As a framework for our discussion, please find a draft of the proposed 2025 Board Budget. This memo provides additional context and details on how this draft budget was developed. I look forward to your input and discussion at our November board meeting.

- **Overall 2025 Board Budget Amount Reduction of 15%:** The HCCS prior year's percentage of sales determines the following year's budget amount. The Board's budget cannot exceed this amount. With input from Jamie Shechtman, Director of Finance, the Coop, through the 9 month period in 2024, is running ~2% behind budget on sales. If this is the case through Q4, the Coop will end with net sales of approximately \$89.3 million. This gives the Board a maximum budget of \$178,600. I am recommending the Board approve reducing its budget allocation by 10%. Further input from Jamie includes this: We have a continued focus for 2025 on reducing administrative costs. It is suggested Board budgeting consider at least a 10% reduction of maximum.
- **Bylaws Committee** recommending \$5000 in legal fees to support potential bylaws changes.
- **Strategic Planning Consultant.** The Board and Operations will jointly support a strategic planning consultant. The Board's portion will be \$10,000.
- **Member Linkage Committee** suggests same levels of funding as 2024.
- **Zoom Subscription.** New line item to cover costs of using Zoom for board-related meetings.
- **Printing** is increased to anticipate printing costs related to possible Bylaws changes.
- **Board Discounts.** Remains the same based on 100% usage.
- **Contingency.** This is the remaining allocation. Funds in contingency require the Board to approve allocation.

FY2025 HCCS Board of Directors Budget			\$161,000
		<u>2025 Proposed Budget</u>	NOTES
Professional Fees			
	Technical Assistance/Consultants/Legal		
	Legal	\$ 5,000	ByLaws Committee recommends \$5000 for potential legal fees
	Audit	56,500	Per audit agreement with BNN
	Consultant Strategic Planning	10,000	
	SubTotal	\$ 71,500	
Insurance			
	Directors & Officers Insurance	\$ 12,200	Added 4.5% increase to FY24 amount as cost may be increased
	SubTotal	\$ 12,200	
Board Development			
	Conference Registration	\$ 3,200	FY25 Totals used for Board training. Board to establish a training plan?
	Training; Retreat	2,000	Same as FY2024
	Books, Supplies, Misc.	500	
	Board Training	10,000	
	SubTotal	\$ 15,700	
Member Linkage			
	Member Meetings/Annual Meeting	\$ 2,500	
	Printing	10,000	Higher costs for potential bylaws changes and member printing
	Member Linkage Committee	2,500	Member Linkage recommends same as FY2024
	SubTotal	\$ 15,000	
Contributions: Cooperative and Community Support			
	King Award	\$ 500	
	SubTotal	\$ 500	
Equipment			
	Zoom Subscription	\$ 3,600	New line item. Based on FY2024 costs
	Equipment - Survey & Ballot System	8,200	Reduced based on costs
	SubTotal	\$ 11,800	
Travel & Entertainment			
	Monthly Board Meeting Food	\$ 900	
	Travel, Meals & Entertainment	5,000	
	SubTotal	\$ 5,900	
Board Discount			
	Discount to Board Expenses	\$ 19,200	
	SubTotal	\$ 19,200	
	Subtotal	\$ 136,100	
General Contingencies			
	Contingencies	\$ 24,900	Contingency is total 2025 Budget Allowance minus total of above line items
	SubTotal	\$ 24,900	Board to determine its process to allocate contingency funds throughout the year.
	Total Board Expenses	\$ 161,000	
Total not to exceed 0.2% of annual sales			
\$161,000		160740	
0.2% of 2024 sales = \$178,600 minus 10% to align with operations expectation			Rounded to \$161,000
Operations Input: Through the 9 month period, we are running ~2% behind budget on sales. If this is the case through Q4, we will end with net sales of approximately \$89.3 million, which would give the Board a max budget of \$178,600. We have a continued focus for 2025 on reducing administrative costs. It is suggested Board budgeting consider at least a 10% reduction of maximum.			

Monitoring

EL 4 – Employee Well-Being

The General Manager shall not cause or allow employees' well-being to be jeopardized.

I interpret this to mean that the Co-op will operate in a people-centric way, building policies and programs that help enhance the whole being of Co-op employees.

Compliance will be demonstrated when EL 4.1 through 4.5 are found in compliance.

Further, without limiting the scope of the foregoing by this enumeration, the General Manager shall not allow:

EL 4.1: Inadequate or inequitable employee compensation and benefits.

I interpret this to mean that the Co-op will provide employees with fair wages that are competitive in our market, as well as non-wage compensation packages that support employee well-being. Fair wages are determined through a variety of measures including industry data from a third party, reviews by the People and Culture (PC) team, and assessments of positions across the Co-op network.

Compliance will be demonstrated when data indicates equity reviews have occurred and that wages fall within competitive ranges based on third party assessments. Additionally, compliance will be demonstrated when the Co-op demonstrates that it provides a comprehensive benefits package.

Data:

A review of employee benefits indicates the following:

- 228 employees are enrolled in the dental insurance – 67% engagement
- 218 employees are enrolled in the health insurance – 64% engagement
- 223 employees are enrolled in the vision insurance – 66% engagement
- 287 employees, on average, receive safe harbor contributions quarterly – 84% of employees receive contributions

Initial data trends from the current employee survey indicate employees feel there is room for compensation growth within the organization. A review of wage data received from Korn Ferry wage study indicates the Co-op is in line with the market for wages. The Co-op is above the 50th percentile in every area and is above the 75th and 90th percentiles in many areas. After a review of the wage data from Korn Ferry, roughly 47 employees could use an equity adjustment (13% of the employee population)

Compliance Determination: I report compliance

EL 4.2: Inadequate or inequitable opportunities for employee development.

I interpret employee development to mean opportunities provided by our cooperative to our employees to expand upon and improve their skills and knowledge. Opportunities provided should be equitable, meaning that employees have fair access to the opportunities available to them. Development opportunities should also be based on the Co-op's continued evaluation of what skills and knowledge are necessary to operate in our business and where gaps of knowledge may exist.

Compliance will be demonstrated when the Co-op provides a variety of types of training, opportunities have a fair selection process, and the Co-op achieves levels of participation in training based on the predetermined goals set for each type of training.

Data:

The following trainings and employee participation occurred within the reporting period:

Fire and Code Adam drills - # of participants

Total Fire: 157

- Hanover: 56
- Lebanon: 33
- WRJ: 34
- Service Centers: 13
- Kitchen: 14
- CCM: 7

4 Code Adam drills at the locations with the highest probability for potential events.

Anti-Harassment – 73% of those assigned complete; 10% overdue
Q3 Micro lessons – 77% complete

Trainings offered included gender identity and pronouns, unconscious bias, macroaggression's, social and political issues, helping a co-worker on a bad day, and managing our frustrations.

37 Individuals attended at least a Core session from the Leadership Development series:

Coaching – 27 (4 classes)

Communication – 27 (4 Classes)

Feedback – 14 (2 classes- Pilot only)

Delegating – 15 (3 classes)

Conflict Management – 16 (2 Classes pilot only will become a stand-alone series)

People & Culture conducted and completed a needs assessment at all food store locations, meeting with Location and Department Managers to determine training gaps and areas for focus. In addition, Gabby Davis from NCG, came on site and engaged in listening sessions through town halls to determine training needs and provided feedback on DEI areas to bolster training.

Compliance Determination: I report compliance.

EL 4.3: Inadequate support for employees facing challenges that are:

I interpret this to mean that the Co-op will provide resources for employees to help navigate aspects of their life that extend beyond job performance but could impact the well-being of the employee as an individual. These things include aspects of employee's lives that they may be experiencing personally, meaning outside of work, professionally, meaning obstacles in their workplace that are beyond the scope of technical skill development for job functions, and systemically, meaning organization-wide obstacles that are part of the business culture or a byproduct of business operations as a whole that may present barriers for employees.

Compliance will be demonstrated when the Co-op has resources available to employees that help employees navigate each of these challenges.

Data:

The following is an example of ways in which the Co-op provides resources to employees facing personal challenges:

- On-site grief counseling was provided twice this year to assist staff navigate the unexpected loss of a co-worker
- EAP utilization continually rose through the reporting period, with the highest engagement in October at 18%
- Several staff have engaged in a 30-day leave period to navigate personal matters
- Resources at Work, a community partner program, is on site at all locations at least once a month and provides financial resources, fuel assistance, winter tire resources, housing resources, loan resources, tax assistance
- The internal auto loan program continues to be heavily utilized by staff which allows their car to run safely without causing major financial strain

The following is an example of ways in which the Co-op provides resources to employees facing professional challenges:

- Recommended training programs through Emtrain, and other outside training platforms
- Individual or group training provided by People & Culture
 - o Topics included food safety, general safety, communication, and providing feedback
 - o People & Culture are on site at all locations for monthly office hours, which allows staff access to discuss professional concerns and receive support to resolve them. There is increased and high utilization of these office hours

To address systemic challenges an employee survey was launched in October with questions geared to the employment environment. Once the survey is closed, data will be available to determine systemic areas in need of attention. In addition, the Co-op has been designated a Recovery Friendly Workplace, which provides information and training to reduce stigma surrounding recovery and addiction and creates employment opportunities for those in recovery. There is continued DEI training through Emtrain. In addition, the Bereavement policy has been updated to reflect chosen family rather than defining who is a family member for staff.

In addition to the work of People & Culture, Public & Government Affairs work to support employees and the broader community that may face challenges. Examples include:

- One-on-one meetings with municipal planners and experts in Lebanon and Hartford to push for specific housing rezoning, development, and infrastructure to address critical affordable housing shortage.
- Facilitated multiple meetings and coordinated follow-up between commercial real estate property managers/owners and municipal leaders to improve the business environment where our employees work.
- Provided specific recommendations to county and community development corporations and their consultants on matters including transportation improvements for people who lack a car, who use public transit, and who rely on walking or bicycling.

- Proactively engages on matters of food access, availability of locally sourced foods, and funding for community food security initiatives.
- Work on the VT Paid Family and Medical Leave steering committee to address *systemic challenges employees face throughout their working lives*
 - The paid leave program coalition of almost 100 businesses and organizations envisions enabling people working in Vermont to access paid time away from work to address events like a personal or familial illness, bereavement, growing families, to give care for aging family members, for safe leave in circumstances of domestic violence and harm, and for times of transition with military exigency. These are all periods where financial instability can have an enormous destabilizing impact, and often many workers don't have access to any paid time or can't afford to lose their job and/or paycheck so miss being present in these vulnerable and special times.
 - Paid leave is seen as a way to make the work force a more equitable opportunity for folks throughout their lives and experiences, and a way to aid small businesses, entrepreneurs, and seasonal businesses in providing real-life benefits for their employees. You can see the coalition's website [here](#).
 - The bottom line is that paychecks are important, and there's a cooperative way to provide pay continuity across the state that makes it more affordable and accessible for everyone.

Compliance Determination: I report compliance

EL 4.4: Inadequate opportunities and incentives for community involvement, including volunteering.

I interpret this to mean the Co-op will find ways to make it easier for employees to support organizations that seek to address critical needs and improve our community by contributing their time to these organizations.

Compliance will be demonstrated when the Co-op has mechanisms in place that support employee community involvement and that there is an effort to build awareness and utilization of these mechanisms.

Data:

The Co-op's employee led Social Impact Team spent time in 2024 thinking about how to help provide more opportunities and incentives for community involvement including volunteering. One of the team's proposals includes the ability to expand volunteer hours to include more individualized options for those hours. For example, in the past employees were given a list of approved and eligible organizations, but the team would like to allow employees to choose which organizations or activities are meaningful to them (within certain guidelines). The Social Impact Team also advocated for the ability to use up to 4 hours of the 16-hour volunteer time for civic duties including attending town meetings, working the polls, or similar activities with civic benefit. This proposal has been approved by People & Culture and will be reflected in the revised policy. Lastly, the Social Impact Team is offering to help coordinate planned volunteer opportunities for Co-op employees to easily sign up and attend along with members of their team. Making community involvement and volunteering easy and accessible and celebrating achievements is the goal.

Compliance Determination: I report compliance.

EL 4.4.1: Inadequate opportunities and incentives for
A. Participation in internal committees, or
B. Process or systems improvement in any regular job function.

I interpret this to mean that the Co-op will provide opportunities for employees to participate in groups that help improve or oversee processes at the Co-op. There should be opportunities for employees to both join organized groups with a specific focus (such as Co-op committees or teams) and/or to provide regular input through their daily work on ways to enhance their work processes.

Compliance will be demonstrated when the Co-op shows that there are committees available to employees, committees are actively promoted to employees to encourage participation, and employees are kept financially whole during their participation. Additionally, compliance will be demonstrated when the Co-op shows there are mechanisms for employees to bring feedback forward on process improvements.

Data:

In addition to the work providing opportunities for community involvement and volunteering, the Social Impact Team submitted a proposal to People & Culture to further incentivize participation in internal committees. The proposal includes a base monetary stipend per committee meeting for non-salaried employee participation. Committees include Lighthouse Committee, Social Impact Team, Safety Team, Food Safety, Food Safety Advisory Team and Zero Waste Committee (not yet established). The hope is that by providing a small monetary incentive, along with clear expectations for time commitment, and guidance and expectations for supervising managers to allow and plan for employee participation that employees will be more likely to participate and engage in internal committee work.

The Co-op continues to operate with open book principles and conduct frequent departmental meetings, town halls, and has thought boxes throughout the organization for anonymous employee feedback. In addition, employees are asked for input on standard operating procedure (SOP) development with the goal of soliciting input on process improvements and streamlining and maximizing job functions. We created a new internal position of Operations Analyst to directly work with store and service center teams on constant process improvement. In addition, employee input is solicited on business plan development and execution.

Compliance Determination: I report compliance

EL 4.4.2: Work schedule requirements or the loss of compensation to impede an employee's reasonable opportunity to participate in the respective local, state, or federal elections of their district of residence.

I interpret this to mean that the Co-op will support employee's participation in democratic processes and work to ensure that employees are able to do so without repercussions to their job.

Compliance will be demonstrated when the Co-op has shown that a process exists for employees to be able to participate in local elections.

Data:

During the reporting period of October 2023 to October 2024, the Co-op added language to the handbook that encourages and provides protection for employees' participation in elections.

The Employee Handbook states the following:

‘The Co-op encourages participation in the voting process. Your supervisor will work with you to arrange your schedule in order for you to vote in local and national elections. Please talk with your supervisor at least three days in advance of elections to arrange your schedule.’

Additionally, during the 2024 reporting period, the Co-op has begun encouraging active participation in elections through providing reminders to employees about local election locations and hours.

Compliance determination: I report in compliance.

EL 4.5: Inadequate transparency with employees, including transparency regarding the relationship between operational performance and profit sharing.

I interpret this to mean that the Co-op will be open and honest about its employment practices and business practices with employees. This includes ensuring all employees are aware of expectations, have mechanisms to ask questions or communicate feedback, and have opportunities for evaluation. The Co-op will ensure that information is provided in a variety of ways to make it accessible to employees and that those mechanisms are impartial and open to all employees.

Additionally, I interpret this to mean that the Co-op should be proactive in providing information to employees in a variety of ways around how profit-sharing, meaning distribution of funds to employees that are in addition to their regular wages, will be distributed and what targets are required in order to reach a profit-share.

Compliance will be demonstrated when the Co-op can show a system of transparency that includes clear communication of expectations, opportunities for dialogue with employees and clear communication of profit-sharing information.

Data:

Our transparency in practices at the Co-op can be broken down into the following system:

First, the Co-op provides employees with a set of expectations and in return commits to supporting employees in a variety of ways. These agreements between employer and employee are outlined in the job descriptions and employee handbook. Every employee receives a copy of their job description and the employee handbook, and signs that they have received and understand the information. During the reporting period of October 2023 to October 2024 a review of records indicates that all new hires received and signed off on job descriptions. In addition, all employees have digital access to an employee handbook on shared drives at the Co-op.

Second, the Co-op provides a number of opportunities to communicate with employees regarding information relating to employment practices and the business. During the reporting period, the following communication channels were utilized to distribute information and collect feedback from employees: Town Halls sessions, a monthly People and Culture Newsletter, All Staff Emails (from PC, the GM, Finance, Operations, and Directors), office hours with the PC team on a monthly basis, huddles with Location Leadership at every location, and thought boxes (employee suggestion boxes) installed at every location.

Third, the Co-op provides a checkpoint to have further dialogue with employees on the status of the agreement between employee expectations and the Co-op’s commitment to employees. This happens through a standardized, formal review process required for all employees and managers to participate in three times a

year. PC ensures that all employees participate in this process and holds records of each evaluation. During the reporting period our evaluation process was updated to include a section where employees can also give feedback on managers.

In 2024, targets were set for profit sharing and communicated in trainings held at each location.

2024 Targets

	Budget	Scenario 1	Scenario 2	Scenario 3
Net savings w/ PS	\$ 39,221	\$ 200,000	\$ 300,000	\$ 400,000
Profit Share	\$ -	\$ 75,000	\$ 150,000	\$ 225,000
Net savings w/o PS	\$ 39,221	\$ 259,250	\$ 418,500	\$ 577,750
% of Profit Shared	0%	29%	36%	39%

Cash Flow Implication

Net Savings w/ PS	\$ 39,221	\$ 200,000	\$ 300,000	\$ 400,000
Add: Depreciation	\$ 803,400	\$ 803,400	\$ 803,400	\$ 803,400
Less: FA Purchases	\$ (855,207)	\$ (855,207)	\$ (855,207)	\$ (855,207)
Less: Principal Debt Pmts	\$ (215,000)	\$ (215,000)	\$ (215,000)	\$ (215,000)
Plus: NECU	\$ 50,000	\$ 50,000	\$ 50,000	\$ 50,000
Plus: Net proceeds stock	\$ 45,000	\$ 45,000	\$ 45,000	\$ 45,000
Increase (decrease) in cash	\$ (132,586)	\$ 28,193	\$ 128,193	\$ 228,193

Note: If Net Savings were to fall between two scenarios, the profit share dollar amount would be pro-rated accordingly.

Compliance Determination: I report compliance

EL 4.6: Inadequate understanding of employee climate and culture.

I interpret this to mean that the Co-op, especially the leadership of the cooperative, should have mechanisms in place to capture how employees are feeling about their workplace. The Co-op should be able to effectively

monitor and support the internal environment for employees, working to ensure that it is fostering a positive culture aligned with our cooperative values in which employees feel safe and able to engage in their work.

Compliance will be demonstrated when the Co-op shows there are mechanisms in place to capture how employees are feeling about the workplace culture.

Data:

A comprehensive employee survey was launched on October 31, 2024. The results of the survey, along with frequent, topic specific pulse surveys will provide much needed information on employee climate and culture from the employee perspective. This was a significant undertaking that will have long lasting effects on the understanding and direction the Co-op takes to ensure employee satisfaction and engagement in the future.

In addition to the survey, People & Culture are onsite at all locations for monthly open office hours. This provides employees with the opportunity to discuss any concerns and receive support. There is increased and high utilization of these office hours.

Quarterly Town Halls also occur at all locations. Presenters rotate between location managers and Directors. Town Halls allow staff to provide direct feedback, access to location managers and Directors, and hear updates about the Co-op.

Emtrain (our online training platform) data informs our understanding of the culture at the Co-op and provides understanding and direction for future areas of focus for additional training. We've added the Leadership track of Emtrain training for location managers and Directors.

Lastly, we use exit interview information to help gauge why people are leaving. General exit interview trends indicate that those leaving the Co-op are primarily leaving as they are moving out of the area. The second highest given reason was the need for a change, something different than retail.

Compliance Determination: I report compliance.

Policy Considerations

General new language:

Replace: *Further, without limiting the scope of the foregoing by this enumeration*

With: *Additionally, this list does not limit the scope of what was previously mentioned.*

GP 5.2.1: The President ensures that board deliberations are fair, open, and thorough, while also maintaining timeliness, orderliness, and adherence to topics within the board's jurisdiction. The President ~~manages~~ **limits** the time spent on ~~self-monitoring~~ reports by ~~limiting~~ **discouraging** discussion unless a report indicates an ~~issue~~ **policy violation**.

EL 1.2.1

“...GM shall not allow... annual contributions to capital reserves or **financial** investments to be less than 5% of net savings, except in those years where the sum of cash used in investing activities and cash used in financing activities exceed cash produced by operations, as a result of:

- a) significant capital investments in alignment with the Co-op’s strategic plan; or
 - b) budgeted losses resulting from new initiatives or business units in alignment with the Co-op’s strategic plan;
- or
- c) significant principal payments on existing debt; or
 - d) significant **unforeseen liabilities**.

Board Meeting & Monitoring Schedule

1. **May 22 5:30 PM**

- a. Board: Vision, Values
- b. Board: Review of 3-year Ownership Linkage Plan

2. **June - No Regular Meeting**

3. **July 24 5:30 PM**

- a. Board: Monitoring Team B - GP Global, 1, 2, 3, 4, 11
- b. Board: Budget Review
- c. GM: EL Global
- d. GM: EL 1 - Q2 Finances

4. **August 28 5:30 PM**

- a. GM: EL 2 - Asset Protection
- b. GM: EL 3 - Operational Capacity

5. **September - No Regular Meeting**

6. **October 23 5:30 PM**

- a. Board: Monitoring Team A - GP 5, 6, 7, 8 (Officers)
- b. Board: Budget Review
- c. GM: EL 1 - Q3 Finances

7. **November 20 5:30 PM**

- a. Board: Monitoring Team C - GP 9, 10 (Owner Linkage, Committees)
- b. Board: Approval of next year's Board Budget
- c. GM: EL 4 - Employee Well-Being

8. **December - No Regular Meeting**

9. **January 22 5:30 PM**

- a. GM: EL 5 - Community Engagement
- b. GM: EL 6 - Environmental Impact

10. **February 26 5:30 PM**

- a. Board: Budget Review
- b. GM: Ends
- c. GM: EL 1 - Year-end Finances (fluctuates with audit)

11. **March - No Regular Meeting**

12. **April 23 5:30 PM**

- a. Board: Monitoring Team D: B-GM Global, 1, 2, 3
- b. Board: GM Performance Review
- c. Board: Budget Review
- d. GM: EL 1 - Q1 Finances

Commonly Used Co-op Acronyms

- AG Associated Grocers Inc.; a cooperative wholesaler of which the Co-op is a member. AG is the Hanover Co-op's largest supplier of grocers. www.agne.com
- B-GMs Board-General Manager policies; In Policy Governance B-GMs describe the relationship between the Board and the General Manager and acknowledges the board's sole official connection to the operational organization, it's achievements and conduct is through the General Manager.
- CCMA Consumer Cooperative Management Association; the national annual conference for food cooperative directors, management, staff, and sector allies. The conference is held in early June and is organized by the University of Wisconsin Center for Cooperatives. www.ccma.coop
- CDF Cooperative Development Foundation; foundation located in Washington DC that supports cooperative development. Funds managed include the Howard Bowers Fund. Also sponsor of the Cooperative Hall of Fame. <https://www.cdf.coop/>
- CDI Cooperative Development Institute; a regional nonprofit supporting cooperative development in the Northeast. <https://cdi.coop/>
- CFNE Cooperative Fund of the Northeast; advancing community-based, cooperative, and democratically owned and managed enterprises through ethical borrowing. <https://cooperativefund.org/>
- EL Executive Limitations; In Policy Governance Executive Limitations policies establish the boundaries of accountability and ethics within which the GM can make decisions and how things are done. The Board establishes these limitations in writing to define their expectations about operational means.
- FCI Food Co-op Initiative; provides guidance and resources on how to start a strong and sustainable cooperative, facilitating opportunities, co-creating strategies, serving as an advocate, and promoting the food co-op model. <https://fci.coop/>
- FSC Federation of Southern Cooperatives; 57-year old regional cooperative and rural economic development organization that provides cooperative economic development, land retention, and advocacy to Black farmers, landowners, cooperatives, and other low-income rural people in the South. <https://www.federation.coop/>
- GP Governance Policies; In Policy Governance, governance policies describe the board's philosophy, work and structure.
- HCCF Hanover Cooperative Community Fund; Fund created by the HCCS Board of Directors in 2000 to support cooperatives from many sectors across the country by raising money and contributing to the Twin Pines Cooperative Foundation (see TPCF). The interest on our contribution to the TPCF is returned annually and distributed locally as HCCF grants and scholarships.

- HCCS Hanover Consumer Cooperative Society, Inc. The incorporated name of the Co-op Food Stores and Service Centers entities established by 17 charter members in 1936 as a small buying club. Now has over 27,000 members, employs over 300 people, and generates close to \$90 million in annual sales.
- ICA International Cooperative Alliance; an independent association created in 1895 that unites, represents and serves cooperatives worldwide. It is the apex body representing cooperatives across the world providing a global voice and forum for knowledge, expertise and coordinated action for and about cooperatives. ICA is the guardian of the Statement on the Cooperative Identity which includes a definition, 10 values and 7 operational principles. <https://ica.coop/en>
- NCB National Cooperative Bank; A cooperative bank serving businesses that seek to make a positive social impact focused on those most in need, supporting low-income communities and the expansion of sustainable communities. <https://www.ncb.coop/>
- NCBA-CLUSA – National Cooperative Business Association CLUSA International; The primary voice in the U.S. for people who use cooperatives to build a better future; developing, advancing, and protecting the cooperative enterprise through leveraging shared resources, engaging, partnering and empowering people and advocacy, public awareness and thought leadership. <https://ncbaclusa.coop/>
- NCG National Co-op Grocers; A business services cooperative for retail food co-ops located throughout the U.S. representing 164 food co-ops operating over 230 stores in 39 states with combined annual sales over \$2.6 billion and serving over 1.3 million consumer owners. NCG provides capacity of the a chain while maintaining autonomy of individual co-ops to optimize operational and marketing resources, strengthening purchasing power, and offering more value. <https://www.ncg.coop/>. Hanover Co-op is a member of this Co-op.
- NFCA The Neighboring Food Co-op Association; A federation of food co-ops across New England and New York State working toward a shared vision of a thriving cooperative economy, working to support shared success of food co-ops through peer collaboration and innovation, education and advocacy, food system development, and partnership with likeminded organizations. <https://nfca.coop/>. Hanover Co-op has historically been a member of this Co-op.
- NRECA National Rural Electric Cooperative Association; Represents over 900 consumer-owned, not for profit electric cooperatives, public power districts, and public utility districts in the U.S. <https://www.electric.coop/>
- OBM Open Book Management; A business practice of creating transparency by sharing financial information with employees helping them do their jobs more effectively and understanding how they contribute to the success of the business. OBM is sometimes used by cooperatives as a highly interactive way to educate and engage employees on financial and non-financial metrics.
- P6 Principle Six; Cooperative Principle 6 - *Cooperation among Cooperatives* seeks to strengthen the cooperative movement by working together through local, national, regional and international structures. NCBA CLUSA created a P6 Initiative to identify and scale opportunities

for cooperative to work together across sectors to elevate the cooperative identity and demonstrate its value to members and communities. <https://ncbaclusa.coop/p6/>

TPCF Twin Pines Cooperative Foundation; A foundation established in 1964 to provide education and funding to cooperatives across all sectors in the U.S. Many food co-ops across the U.S. contribute to the TPCF endowment through fundraising and educational activities by creating their own Cooperative Community Fund. Hanover Co-op began contributing in 2000 and continues to do so today. Funds are raised through product sales, donations, and events. <https://www.community.coop/>

UNFI United Natural Foods Inc.; The largest publicly traded wholesale and retail distribution company for natural, organic and specialty food in the U.S. and Canada. Hanover Co-op does a considerable amount of business with this company. <https://www.unfi.com/>

USFWC US Federation of Worker Cooperatives; A national grassroots membership organization for worker cooperatives and democratic workplaces with a mission to build thriving ecosystems for worker-owned and controlled businesses and cooperative leaders. The federation has over 400 business and organizational members representing approximately 1,000 worker co-ops and 10,000 workers across the country. <https://www.usworker.coop/en/>