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HCCS Board of Directors Meeting  
August 27, 2025  
Co-op Resource Center, 224 Holiday Dr. WRJ, VT  
5:30 p.m.

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## AGENDA

### HCCS Board of Directors Meeting

August 27, 2025

5:30 p.m.

Co-op Resource Center, WRJ, VT

Time	Agenda Topic	Page	Board Action
5:30	Check In		Reflect & Decide
	Community Standards and Consent Agenda July 23, 2025 Meeting Minutes	3	
5:45	Member Input		
6:00	Monitoring	6	Decide
	EL 2 – Asset Protection	11	
	EL 3 – Operational Capacity		
6:15	GM Update		Information
6:25	Owner Linkage Committee (Eileen O’Toole)	18	Discuss
	- Member-owner values		
7:10	Board Development Update (Eric DeLuca)	19	Information
	- Upcoming trainings		
7:15	Adjournment		

Draft MEETING MINUTES

July 23, 2025

Co-op Resource Center

**Present:** Kyle Creevy (remote), Eric DeLuca, Mike Eigenbrode, Emily Hurd, Conicia (CJ) Jackson, Alice Kennedy, Peggy O’Neil (remote), Eileen O’Toole, Mary Patterson, Infiniti Sanderfer (remote)

**Absent:** Lynn Ellen Schimoler

**Employees:** Amanda Charland (General Manager), April Harkness (ESG Program Manager), Jamie Shechtman (Director of Finance)

Board President CJ Jackson called the meeting to order at 5:40 p.m.

After a brief check-in, Board Secretary Eileen O’Toole reviewed the community standards.

**Consent Agenda:** May 28, 2025 Meeting Minutes

**MOTION:** Eric DeLuca moved to accept the Consent Agenda.

**VOTED:** 11 in favor. 0 opposed. The motion passed.

### **Board Monitoring Schedule**

Board monitoring triads have been established and an updated board self-monitoring calendar is included in each board-meeting packet. The board accepted the new monitoring schedule and requests a reminder two months prior to the due date for the reports.

### **Board Budget Review**

Peggy O’Neil, Board Treasurer, presented the FY2025 board budget with YTD data through Q2. She reviewed available funds for line items and contingency. She noted that the Board will focus on developing its FY26 budget in Q4 2025. Conicia Jackson, Board President, noted that review of the Board Compensation policy will be an upcoming topic and invited Board-member input on how compensation is allocated.

### **MONITORING**

#### **EL Global**

EL Global was submitted as read with a note that much of the compliance determination of this policy is

through third party mandates such as inspections and licensing requirements.

**MOTION:** Eileen O'Toole moved that the GM provided a reasonable interpretation and sufficient evidence of compliance.

**VOTED:** 11 in favor. 0 opposed. The motion passed.

## **EL 1 Financial Stability**

Jamie Shechtman, Director of Finance, noted:

- EL 1.2.2 is not in compliance. YTD contributions to capital reserves or investments are 2/3 of the policy threshold. The Director of Finance indicated the threshold would be reached by the end of Q3 2025.
- *Within EL 1.1, days of cash on hand* was in compliance with metric data from NCG Co-op Metrics for this time period. However the Co-op did not reach its internal goal of 30 days of cash on hand, although it improved by 3 days from this time last year.

The General Manager and Director of Finance presented an update on the Co-op Community Market asset and implications for potential impairment exposure based on several plausible scenarios that are compliant with Generally Accepted Accounting Principles.

**MOTION:** Eric DeLuca moved that the GM provided a reasonable interpretation and sufficient evidence of compliance with the exception of EL 1.2.2, for which a reasonable corrective action plan was specified.

**VOTED:** 11 in favor. 0 opposed. The motion passed.

## **Owner Linkage Committee**

Eileen O'Toole, Owner Linkage Committee Chair, reminded the board of sign-up sheets for co-op events. The Committee recommends the board establish annual board-level goals for owner linkage in August 2025. The Committee will present a summary of 2024 member-owner survey data and is in-process on collating 2025 ballot results related to voter feedback on Co-op vision and values statements. Eileen will send the info to Board members at least two weekends in advance of the August Board meeting and ensure ample time within its agenda for an in-depth discussion.

## **Board Development**

Onboarding trainings for new Board members have been completed on Anatomy of a Board Meeting and Into to Policy Governance. Co-op Finance 101 is the next training in the onboarding series. There will also be an opportunity to meet the operational director team. Eileen, as Vice President, leads this group. The team will share other outside learning opportunities ensuring they're in alignment with the board budget and Board Development priorities.

## **CCMA 2025**

Board members Eric DeLuca and Alice Kennedy and ESG Program Manager April Harkness presented a brief overview of the major takeaways from their attendance at the 2025 CCMA conference, including future Board discussion opportunities.

## **GM Update**

Amanda Charland provided an update on the strategic planning process. Input from stakeholders is the next step, starting with employees in August and September 2025 and followed by customers/member-owner. The board will be invited to give insight into the strategic roadmap after the stakeholder data is assembled.

Amanda updated the board on an external boycott initiative related to products coming from Israel. The Co-op's Product Cultivation Team is addressing the issue with a general approach of researching the topic, considering where our sphere of influence is, and potentially offering additional, Palestinian products.

The meeting adjourned at 7:40 p.m.

Respectfully submitted,

April Harkness

ESG Program Manager

Eric DeLuca

Board Secretary

## Monitoring

### EL 2 – Asset Protection

**The General Manager shall not cause or allow assets to be jeopardized. Further, without limiting the scope of the foregoing by this enumeration, the General Manager shall not allow:**

**EL 2.1: Inadequate insurance coverage, including an annual comprehensive disclosure to the Board.**

**Interpretation:** I interpret this to mean that the Co-op maintains insurance coverage to ensure the financial stability of the organization in the event of unexpected occurrences that could cause major business disruptions.

**Data:** For the 2025 reporting period (August 2024 - August 2025), the Co-op has a variety of policies in place based on third-party recommendations through Acrisure (formerly Hickok & Boardman) that reflect the standard protection for companies of our size and sales volume. On November 7, 2024, Brian Aitchison, Senior Vice President with Acrisure, and his successor, Jeff LaBonte, Vice President and Client Advisor, met with Director of Finance and Director of People and Culture at the Co-op's Resource Center to discuss renewal options and pricing for 2025.

The Co-op currently insures the business in the following areas:

- a) Buildings and contents (personal property)
- b) Business income insurance
- c) General liability insurance
- d) Privacy/cyber insurance
- e) Workers' Compensation insurance
- f) Commercial automobile coverage Compliance will be demonstrated when the Co-op has retained recommended coverage values in the areas listed above for the reporting year.

A review of insurance policies for the Co-op on August 13<sup>th</sup>, 2025 indicates that all policies have been renewed for this reporting period.

Compliance Determination: **In compliance**

**EL 2.1.1: Inadequate liability insurance for Board members.**

**Interpretation:** I interpret this to mean that the Co-op maintains insurance coverage with value limits in excess of the likely damages that could result from lawsuits against the Board.

**Data:** For the 2025 reporting period (August 2024 - August 2025), the Co-op maintains a Directors & Officers insurance policy that includes coverage over employment practices with an aggregate limit of \$2 million as suggested by Acrisure based on the size and complexity of our organization.

Compliance Determination: **In compliance**

**EL 2.2: Premises or Property that are inadequately:**

- A. cleaned**
- B. maintained, or**
- C. secured**

**Interpretation:** I interpret this to mean that all buildings and capitalized equipment at the Co-op is regularly cared for, mindfully preserved, and reasonably protected. The Co-op prioritizes stewardship of its assets in a sensible way so that the business can achieve and maintain the full potential of the value of its investments.

**Data:** The Co-op uses a multi-layered approach to facilities management, integrating third-party services and internal systems to uphold cleanliness, maintenance, and security standards:

a) External Contracts

- The Co-op maintains active contracts with third-party vendors for cleaning, preventive maintenance, and security services, ensuring professional oversight and service delivery in each of these areas.

b) Internal Procedures

- Standard Operating Procedures (SOPs): SOPs are established and maintained for all core facility-related tasks
- Digital Work-Order System: This system enables staff to report, track, and manage maintenance issues in real time.
- Preventive Maintenance Schedules: These are used to proactively address wear-and-tear and avoid operational disruptions.

c) Compliance Monitoring

- Documentation Review: As of August 15, 2025, a review of records from August 2024 to August 2025 confirms consistent application of SOPs, work-order systems, and contract utilization across all locations.

The Co-op's adherence to these practices ensures effective preventive measures, consistent maintenance, and prompt reporting, in its facility management.

Compliance Determination: **In compliance**

**EL 2.3: Inadequate protection of sensitive or proprietary information.**

**Interpretation:** I interpret this to mean that the Co-op will be diligent about maintaining confidential data, ensuring that data used to conduct business is not used in a way that has not been intended nor in such a way that it could put people or businesses at risk.

**Data:** The Co-op has several primary areas where confidential information is used for business purposes:

a. ***People & Culture – employee data***

- Employee personnel files are maintained at the Resource Center in locked cabinets.
- 3<sup>rd</sup> party platforms: The People & Culture team utilize platforms including Paycom for payroll processing, Empower for 401(k) management, and Paycom for benefits management
- Confidential network drive for People & Culture team use.

b. ***Member Services/Retail IT – customer data***

- Since the last reporting period, Member Services/Retail IT has been working to draft an internal policy around the use of member and customer data and once complete will make that information available on our website and through other avenues to ensure safety and transparency in data.
- Hard copy membership applications used to enter the data into Salesforce/Catapult.
- Our two software systems that house customer data are Salesforce and Catapult.
  - *Salesforce:* a cloud-based Customer Relationship Management (CRM) system that is used to store member data, including contact information, equity data, and stock certificates. Access is limited to employees based on their role within the organization, with level of access tailored by role. This system also requires multi factor authorization.
  - *Catapult:* ECRS Catapult is a point-of-sale (POS) system used by the Co-op in multiple departments within the organization including in-store operations, front end departments, inventory control, receiving, and merchandising. Accounts for employees are created that require strong passwords which need to be changed every 90 days and permissions are assigned based upon their position using authorization security within the Catapult system. With regards to credit cards, Catapult is a PCI compliant program which does not store credit card data locally.

c. ***Finance – employee, customer, vendor and financial data***

- *Employee:* the finance team maintains many employees as vendors within Microsoft Great Plains (GP) for the purpose of issuing checks for expense reimbursements to employees. The only employee data that is contained within those vendor files are name and address. GP access is restricted only to members of the finance team
- *Customer:* the finance team maintains customers as vendors within GP for the purpose of issuing patronage refund checks and share redemption checks.
- *Vendor:* the finance team maintains vendor profiles within GP for purposes of processing vendor invoices and issuing check payments and ACH payments. Banking information provided by vendors for the purpose of setting them up to receive ACH payments is maintained within GP, with access to the system only belonging to the finance team.

d. ***Merchandising – vendor/pricing data***

- The merchandising team maintains vendor data, including pricing information, on the merchandising drive within the Co-op's network drives. Members of this team are the only individuals with access to this data, aside from the leadership team. The



Co-op has an Antitrust Policy which all members of the merchandising and inventory control teams are required to read annually and send an email to confirm that they read and understand the policy.

e. ***IT – collective Co-op data and cybersecurity***

- ***Permissions:*** The primary Database for internal access is Active Directory (“AD”). The ticketing system is used to track the additions and removals of users and group memberships of those users. Five members of IT and two members of People and Culture have access to make changes within AD. A ticket is created quarterly and assigned to the Associate Director of IT to verify file permissions, and reported to the audit team during the year-end audit. Local systems default data to an IT maintained storage system with redundancy, local, and remote backups.
- ***Remote Access:*** Remote users access the system via secure VPN managed within the Fortinet firewall. IT uses a system for remote assistance that requires multi-factor authentication (“MFA”). Contracted vendors are granted access on an as needed basis and connections are either user managed or MFA enabled.
- ***Testing:*** Users are trained and tested using KnowBe4, a cybersecurity awareness training program. KnowBe4 also sends quarterly reports of company e-mails found in outside breaches. Additionally, we utilize Horizon3ai for internal and external PEN testing. Quarterly tickets are created for the tests. IT has access to a tech focused training system, and regularly reviews PCI compliance requirements.

Compliance will be determined when no breaches of data sharing have been indicated.

There have been no reported breaches, loss of data or improper access to/disclosure of confidential business information during the reporting period of August 2024 through August 2025.

Compliance Determination: **In compliance**

**EL 2.3.1: Inadequate non-compete or non-disclosure agreements, as appropriate.**

**Interpretation:** I interpret this to mean that the Co-op will be diligent about maintaining confidential data, ensuring that data used to conduct business is not used in a way that has not been intended nor in such a way that it could put people or businesses at risk.

**Data:** Co-op employees are held to data management standards through the employee handbook and job descriptions (Sections 4.5 - Non-Disclosure/Confidentiality, and Section 4.13 - Computer Use, of the Employee Handbook).

Additionally, any consultants who have access to the systems referenced in EL 2.3 have non-disclosure agreements in place outlining how data can or cannot be used.

Non-compete agreements have not been utilized by the Co-op during the reporting period as the nature of these agreements conflict with the cooperative principle of solidarity. Additionally, the Federal Trade Commission finalized a ruling in April 2024 that prohibits non-compete clauses in employer-employee

contracts. This rule went into effect on September 4, 2024.

Compliance Determination: **In compliance**

**EL 2.4: Share redemptions in excess of \$10,000/month without Board approval.**

**Interpretation:** Compliance will be demonstrated when there is no evidence of share redemptions and related checks being issued to prior members with a dollar value exceeding \$10,000 in any given month.

**Data:** A review of Salesforce data in combination with data from Microsoft Great Plains showed no evidence of redemption checks issued to prior members in excess of the specified dollar threshold during the current reporting period.

Month	Redemptions (\$)
Aug	\$ 2,675.39
Sep	\$ 5,895.39
Oct	\$ 8,172.86
Nov	\$ 2,490.02
Dec	\$ -
Jan	\$ 1,418.84
Feb	\$ 1,732.83
Mar	\$ 1,184.40
Apr	\$ 1,160.24
May	\$ 1,322.85
Jun	\$ 1,213.63
Jul	\$ 1,631.29
	\$ 28,897.74

Compliance Determination: **In compliance**

### EL 3 – Operational Capacity

**The General Manager shall not cause or allow operational capacity to be jeopardized. Further, without limiting the scope of the foregoing by this enumeration, the General Manager shall not allow:**

#### **EL 3.1: Inadequate cooperation between departments and locations.**

**Interpretation:** I interpret this to mean that the co-op will actively work to foster relationships between employees at all locations across our organization. Additionally, the co-op will work to create comradery and teamwork within each of its physical locations.

**Data:** Building connections across the organization is a key focus of the co-op's business plan. Several initiatives have been put into place to foster connections between employees at various locations.

Compliance will be demonstrated when the co-op shows there is an active and intentional effort to create opportunities for cooperation across locations.

Over the last few years, our co-op has been intentionally setting up opportunities for groups from across the organization to come together and work on a variety of projects. A primary tool for this has been creating meetings that require cross-location and cross-departmental representation. During the 2024/2025 reporting period, teams and meetings included:

- Bi-weekly Food Store Operations Meeting
- Monthly PFD/Kitchen Meeting
- Monthly Front-end Manager meeting
- Event planning meetings
- Weekly location huddles at food stores and auto-service centers
- Appreciation events in each location as well as all-staff bar-b-que
- Merchandising leadership meets with department managers for policy updates
- Department managers attend buying shows with merchandising team
- General Manager and People and Culture Director meet with Location Managers

Many trainings are open to and encouraged to have representatives from all locations. Over 50 training opportunities hosted throughout the co-op contained representatives from more than one location. All except WRJ location sessions are open for all locations.

- Leadership Series @ 23
- General Safety @ 12
- Food Safety @ 14
- Leadership DEI @ 6

In addition, the co-op provides Quarterly Training and Development newsletter launched in addition to the Pulse of People & Culture to provide information about goings on in both Training and Development and People and Culture.

The co-op also maintains “Thought Boxes” at every location to solicit ideas from employees and they continue to be checked on an on-going basis as the People & Culture Manager rotates through locations during P&C office hours.

Compliance Determination: **I report in compliance**

### **EL 3.2: Inadequate succession and retention planning for any job function.**

**Interpretation:** I interpret succession planning to mean that the organization creates systems and processes that are easily followed and sustained so that new people who may need to enter into a job function can seamlessly transition into that function. Additionally, I interpret this to mean that the organization will actively provide opportunities for current employees to train and grow skillsets to prepare to take on roles with increased responsibility.

I interpret inadequate retention to mean that the organization should not fail to develop strategies to motivate employees to continue their employment with the cooperative through a combination of appropriate compensation, appreciation, and an inclusive and desirable workplace environment.

**Data:** During the 2025 reporting period, the director team has been actively focused on better orienting the organization for succession through developing systems and processes that are replicable, reviewing SOPs to ensure business functions are adequately captured, and creating redundancies in departments so several people are trained on or aware of procedures. In addition, the co-op has run several training programs to offer current employees opportunities to build skills.

Compliance will be demonstrated when data shows there has been an effort from the co-op to create standards for job functions to aid in smooth transitions, opportunities exist and are attended by employees for professional development, and employment data reflects lower than average turnover.

During the 2024/2025 reporting period:

- 181 SOP's and Policies have been updated or created (57 new)
- 29 Leadership Training programs offered:
- Exit interviews display a trend that those leaving the Co-op are primarily leaving as they are moving out of the area. The second highest trend was the desire to leave the retail industry.
- Stay interviews: the People & Culture team are working to create a system of ongoing feedback from current employees on several factors including job satisfaction and growth opportunities. This data will inform future work.

Compliance Determination: **I report in compliance.**

### **EL 3.3: Employee policies that are:**

**A. inadequate,**

**B. inequitable,**

**C. inconsistent, or****D. inaccessible.**

**Interpretation:** I interpret this to mean that our co-op procedures and policies, which are the ways in which the co-op outlines its expectations and commitments to employees, are:

Adequate: meaning that policies abide by industry standards and include up-to-date industry information and best practices.

Equitable: meaning policies are fair and applied fairly to all employees.

Consistent: meaning policies don't contradict one another and seem to be in alignment in moving the organization toward similar end outcomes.

Accessible: meaning that policies are available to employees in ways that employees can engage with and understand.

Examples of the policies in which this applies are things such as:

- HCCS Employee Handbook
- Job Descriptions
- Evaluation Forms
- Standard Operating Procedures

**Data:** Compliance will be demonstrated when the co-op exhibits efforts to ensure that policies are adequate, equitable, consistent, and accessible.

**Adequate:**

- Policies and procedures at the Co-op comply with all state and federal requirements issued by the DOL, IRS, DHHS, EEOC, and OSHA
- As laws and regulations are added or changed, an analysis is completed on all personnel policies to determine compliance. Policies are revised as needed.
- A review of the Employee Handbook and policies to determine areas where there may be the need for change
- Feedback regarding policy language and/or reasoning behind a policy not required by state or federal regulation is sought and regarded. If employees provide suggestions or ideas on policy improvement, they are explored and often adopted. When there is a question on applicability or risk surrounding the way a policy is written, engagement with a network of other HR professionals is utilized.

**Equitable:**

- There is an annual review of the Employee Handbook and policies to determine areas where there may be the need for change.

- Gendered language has been removed from the Employee Handbook and is in the process of being removed from policies and procedures.
- The co-op has several policies surrounding equitable pay structure, benefits administration, additional leave policies, safety, and learning and development
- When needed, legal and/or other consultation is engaged to ensure policies and procedures are equitable and comply with all state and federal regulations.
- Several members of the People & Culture Team attend a monthly co-op cohort meeting that focuses on DEI initiatives. Initiatives and ideas from this meeting are incorporated in the co-op through culture work as often as possible, and the content of the meetings is used as a litmus to determine equity and accessibility of policy.

Consistent:

- Policies are uniformly applied to employees at the co-op
- All policies and procedures are evaluated to determine the ability to clearly and consistently understand and apply the policy. If it is determined that interpretation can or has varied, the policy is re-written and education is provided across the Co-op.
- Policies and procedures cover all aspects of the employee life cycle to the best of the co-op team's knowledge.

Accessible:

- Policies and procedures are written in concise manner with clear language to allow for equitable understanding across all locations.
- Updates are communicated via email, discussed at Town Halls, through location managers, employee meetings, People & Culture newsletter and printed and placed in the employee breakrooms.
- When new versions of the Employee Handbook are completed (generally annually), employees are given a copy.
- There is language included in the opening welcome letter of the Employee Handbook that encourages all employees to ask questions or for assistance with any policy or procedure.

Compliance Determination: **I report in compliance.**

**EL 3.3.1: Inadequate or infrequent employee engagement on clearly articulated expectations for employee:**

**A. values,**

**B. behaviors, and**

**C. competencies.**

**Interpretation:** I interpret this to mean that the co-op consistently informs and receives feedback from employees regarding expected behaviors. Additionally, I interpret:

- A. Values to mean the member-informed values created by the Board of Directors.
- B. Behaviors to mean the conduct and mutual respect expected between all stakeholders (employees, customers, and vendors).
- C. Competencies to mean the skills and functions required by employees to preform jobs.

**Data:** The co-op has several ways of communicating expectations with employees. The co-op communicates expectations in writing through job descriptions, codes of conduct, and the employee handbook. There are also systems in place for trainings, meetings, and evaluations to have discussion around expectations and create reinforcements around expectations.

Compliance will be demonstrated when the co-op shows an active effort to inform employees of expectations.

During the 2024/2025 reporting period, the following occurred.

**Values:** The values inform the day to day work of employees at the co-op. From product selection to programs and services, the board values are continually shared, discussed, and used to inform the work of the co-op.

- Lunch and Learn sessions at each location – including a fun project, values learning topics, and free lunch open to all employees

**Behaviors:** The co-op has run a series of trainings specific to behaviors expected in the workplace.

- Anti-Harassment – 71% of those assigned complete
- Q1 – Q3 2025 Micro lessons – 82% complete
- Q1 – Q3 2025 Leadership emtrain lessons – 79% complete
- 6 in-person DEI trainings for leadership
- 1 all-day workshop for Directors, Associate Directors, & Location Managers

**Competencies:** Core competencies are articulated in previously mentioned systems (EL 3.3) which include job descriptions, the employee handbook, newsletters, etc. The co-op has run a series of trainings specific to behaviors expected in the workplace.

- Food Safety – 26 total sessions
- General Safety – 32 total sessions
- Leadership Foundations – 23 sessions
- Department Train the Trainer – 6 sessions

Compliance determination: **I report in compliance.**

### **EL 3.3.2: Inadequate grievance and whistleblowing policies.**

**Interpretation:** I interpret this to mean that the co-op will clearly outline practices for employees to file complaints in the workplace and the co-op will outline protections for employees who bring forth complaints.

**Data:**

The co-op outlines several practices in the employee handbook for employees to bring forward issues, complaints and challenges they are facing at work. The co-op also maintains a whistleblower protection policy outlined in the employee handbook. The People and Culture team offer a secure phone line to all employees where complaints can be submitted anonymously. The Training and Development Manager provides

information about these practices during orientation. The People and Culture Manager holds office hours in every location once a month. The People and Culture Director meets with all location managers once a month.

Compliance will be demonstrated when the co-op shows there are systems in place to support employee complaints.

A review of the employee handbook throughout 2025 indicates that policies for problem resolution and whistleblower protection are in place.

Compliance Determination: **I report in compliance.**

### **EL 3.3.3: Inadequate communication with employees on the distinction between the board and operations, including board oversight of the General Manager and procedures for filing grievances with the board.**

**Interpretation:** I interpret this to mean that the co-op will provide opportunities for employees to understand how the board contributes to and leads the organization, and how the board interacts with the General Manager.

**Data:** The board and the general manager have been working over the past several years to improve the relationship between employees and the board of directors. This has happened in a variety of ways by setting up opportunities for relationship development between board members and leadership team, inviting board members into more functions at the cooperative, and improving communication between the board and the organization.

Compliance will be demonstrated when the General Manager has made clear effort to create opportunities for the employees and the board to improve understanding of the board's role within the organization.

There is an established relationship between the Board Secretary and the Director of People & Culture to create and maintain reporting lines and lines of communication and collaboration for any concerns that may exist regarding the GM and/or Co-op policies.

The co-op hosts orientation and onboarding sessions for all new employees that include sessions and information on the board's function and outlines the relationship between the board and the general manager.

Compliance Determination: **I report in compliance.**

### **EL 3.4: Inadequate emergency planning and management**

**Interpretation:** I interpret this to mean that the co-op will have procedures outlined for how to handle unexpected, disruptive events that could be threatening to people or the business. These events vary in criticality and I interpret them in two categories, everyday possibilities and catastrophic possibilities. The former being occurrences that can happen with more regularity and are a byproduct of the types of business we operate (e.g. food safety recalls, hazardous material spills, etc.). The latter are less likely to occur



frequently but more likely to have potential catastrophic and expansive impact and are more generally considered disaster management (e.g. major flooding events, pandemic, etc.).

**Data:** Disaster management remains an area of ongoing focus and development for the co-op. We recognize that strengthening these foundations is a long-term effort and anticipate that continued work will be required over the coming years.

Compliance in this area will be demonstrated through sustained and meaningful progress toward building emergency management capabilities across the organization.

For "everyday possibility" emergency planning, the co-op has established systems and processes to address a range of common emergency situations. These include food recalls, store closures (due to weather events or mechanical failures), and hazardous material cleanups.

During the 2024/2025 reporting period:

- 27 food recalls were managed,
- 1 emergency store closure occurred, and
- No hazardous material incidents were reported.

During the 2024/2025 reporting period, the People and Culture team also continue to prepare staff for emergency situations. During this reporting period, the focus was on in person facilitated CPR/AED/Narcan trainings as well as Active Event trainings through our online learning platform.

A review of all emergency incidents for this period confirmed that established procedures were followed in each case.

Compliance determination: **I report in compliance.**

## **Owner Linkage Committee**

There are two areas of discussion:

1. Owner linkage goals for this year
2. Values— rewrite to address issues on affordability, and possibly others, or create a new one?

There are other areas which are relevant to note. Some may be operational. If they warrant consideration as a values adjustment, we should tackle that.

### **In preparation for this discussion item:**

- Read through the feedback provided in an email from Eileen dated 8/3/25 with attachments
- Please note any specific areas you feel are relevant to bring to bear during the discussion (it's worthwhile to note if something is an outlier versus often mentioned)
- Be prepared with an initial decision on whether we should a) rewrite the value(s) to address pricing and costs, and perhaps how that affects community OR b) write a new, separate value
- If we are rewriting or writing a new value, please be prepared with some notes on what that may look like. We won't fully discuss them all but will ask each of you to submit them so final drafts or edits can be done for review and decision

## Board Development Update

### Upcoming Trainings

August 27, 2025

### Onboarding—Core Curriculum

- **Upcoming:**
  - **Co-op Finance 101**
    - Required for new Board members. All Board members welcome.
    - Scheduling is underway with a goal of September and back-up of October.
  - **Meet the Operational Director Team**
    - All Board members are encouraged to attend.
    - Planning is underway with the GM with a focus on September/October.
    - Current thinking is an in-person lunch.
      - **Key Question:** *Is that plausible for Board members?*

### Relevant External Training Opportunities (online)

- Optional.
  - Encouraged for new Board members, pending their availability
  - Offered to all Board members, pending total level of interest.
  - Registration payment and logistics to be handled by operations.
  - Interested Board members, please email April Harkness.
- Program Details
  - All programs provided by consulting co-op Columinate.
  - Each program is a four-session series offered on Tuesday evenings from 7:30-8:45pm
  - ***Explorations in Policy Governance***
    - September 9, 16, 23, 30
    - Details: [https://columinate.coop/upcoming\\_events/explorations-in-policy-governance-series-fall-2024-copy/](https://columinate.coop/upcoming_events/explorations-in-policy-governance-series-fall-2024-copy/)
      - Link is correct.
  - ***Financial Training for Directors***
    - October 14, 21, 28. November 4.
    - Details: [https://columinate.coop/upcoming\\_events/financial-training-for-directors-fall-2025/](https://columinate.coop/upcoming_events/financial-training-for-directors-fall-2025/)
- **Budget Considerations**
  - Programs are \$100-150/person/series.
  - FY2025 Board Training line item is \$10,000 and has been minimally drawn upon to date. FY2025 Board budget runs through December 2025.
  - Further information will be provided re potential 2025 uses beyond programs outlined above.

### Future Board Development Topics

- Approach to CCMA 2026 Planning

## 2025-2026 Board Meeting & Monitoring Schedule

### 1. **May 28 5:30 PM**

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

### 2. **June 14 – Board Retreat**

### 3. **July 23 5:30 PM**

- a. b. Board: Budget Review
- c. GM: EL Global
- d. GM: EL 1 - Q2 Finances

### 4. **August 27 5:30 PM**

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

### 5. **September - No Regular Meeting**

### 6. **October 22 5:30 PM**

- a. Board: Monitoring Team A - GP Global, 1, 2, 3, 4, 11
- b. Board: Budget Review
- c. GM: EL 1 - Q3 Finances

### 7. **November 19 5:30 PM**

- a. Board: Monitoring Team B – GP 5, 6, 7, 8 (Officers)
- b. Board: Approval of next year's Board Budget
- c. GM: EL 4 - Employee Well-Being

### 8. **December - No Regular Meeting**

### 9. **January 28 5:30 PM**

- a. Board: Monitoring Team C - GP 9, 10 (Owner Linkage, Committees)
- b. GM: EL 5 - Community Engagement
- c. GM: EL 6 - Environmental Impact

### 10. **February 25 5:30 PM**

- a. Board: Monitoring Team D: B-GM Global, 1, 2, 3
- b. Board: Budget Review
- c. GM: Ends
- d. GM: EL 1 - Year-end Finances (fluctuates with audit)

### 11. **March 25 5:30 PM**

### 12. **April 29 5:30 PM**

- a. Board: GM Performance Review
- b. Board: Budget Review
- c. GM: EL 1 - Q1 Finances

## 2025-2025 Triads

- Team A – Kyle, CJ
- Team B – Emily, Peggy, Lynn Ellen
- Team C – Mary, Eric, Infiniti
- Team D – Mike, Eileen, Alice

**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](http://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](http://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/>