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HCCS Board of Directors Meeting
April 22, 2026
5:30 p.m.
Co-op Resource Center, 224 Holiday Dr. WRJ, VT

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AGENDA

HCCS Board of Directors Meeting

April 22, 2026

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 March 25, 2026 Meeting Minutes	3	
5:45	Member Input		
5:55	GM Update		Information
6:10	Bylaws Committee Update	6	Discussion
6:20	Set June Board Retreat Date		Discuss/Decide
6:30	Executive Session		Discuss/Decide
	- GM Evaluation		
7:00	Adjournment		

DRAFT MEETING MINUTES

March 25, 2026

ZOOM

Present: Kyle Creevy (remote & until 6:30 p.m.), Eric DeLuca, Mike Eigenbrode, Conicia (CJ) Jackson, Alice Kennedy (remote), Peggy O’Neil, Mary Patterson (remote), Lynn Ellen Schimoler (remote)

Absent: Infiniti Sanderfer

2026 Board

Candidate: Josh Joslin

Employees: Amanda Charland (General Manager), April Harkness (ESG Program Manager), Thomas White (Director of Finance)

Guests: Jessica Bouchard (Principal) and Zack Smargon (Audit Manager),
Co-op Auditors —Baker Newman Noyes

CJ Jackson called the meeting to order at 5:30 p.m. Eric DeLuca reviewed the community standards.

Consent Agenda:

- January 28, 2026 Board Meeting Minutes
- Board Budget agenda item is moved to the April board meeting
- Executive Session is added to the agenda
- Acceptance of board resignations is added to the agenda

MOTION: Peggy O’Neil moved to accept the Consent Agenda with the addition of items noted above.

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

Board Resignations

MOTION: CJ Jackson moved to accept the resignations of board members Emily Hurd and Eileen O’Toole.

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

Member Input

None.

FY25 Audit Presentation (Baker Newman Noyes)

Jessica Bouchard and Zach Smargon from Baker Newman Noyes presented the FY25 audit results to the board and responded to clarifying questions. Testing and management review of the statements are complete, and the audit was presented without any areas of concern.

MOTION: Peggy O’Neil moved to accept the FY25 Audited Financials.

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

The auditors left the meeting.

EL 1 – Financial Stability

Amanda Charland presented EL 1 – Financial Stability to the board and noted two areas of non-compliance.

MOTION: Eric DeLuca moved to accept EL 1 – Financial Stability as providing a reasonable interpretation and sufficient evidence of compliance with the exception of EL 1.1 and EL 1.2.1 (see *HCCS Governance Policies 03.30.26* for policy language) with a corrective action plan included in the monitoring report.

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

GM Update

Amanda Charland updated the Board on operational matters.

Board Budget Review

Postponed until the April board meeting

MONITORING

Ends Report

The General Manager presented the 2025 Ends Report to the board.

MOTION: Eric DeLuca moved to accept the 2025 Ends Report as providing a reasonable interpretation and sufficient evidence of compliance.

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

Executive Session

MOTION: CJ Jackson moved to enter into Executive Session at 6:39 p.m. and to include the General Manager and ESG Program Manager.

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

MOTION: CJ Jackson moved to leave Executive Session at 7:05 p.m.

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

Values Statements Revision

The board decided to not adopt revised values statements at this time. The General Manager offered to assist the board with focus groups to learn more about the how the Co-op and the membership understand the theme of affordability, which was a primary consideration in previous member-owner feedback.

Other Business

- **Annual Meeting**

The board discussed preparations for the 2026 Annual Meeting, which is scheduled for April 7, 2026 from 6-7 p.m. via Zoom.

- **CCMA Conference**

Three board members are registered for, and have travel plans to attend, the 2026 CCMA conference in May.

- **Bylaws Committee**

Bylaws Committee Chair Eric DeLuca provided the board a brief update on activities including a small expenditure of \$168.75 for consultation with a Columinate consultant, from the Professional Fees section of the 2026 Board Budget.

The meeting adjourned at 7:45 p.m.

Respectfully submitted,
April Harkness
ESG Program Manager

Eric DeLuca
Board Secretary

Bylaws Committee Update

April 22, 2026 HCCS Board Meeting

Eric DeLuca, Bylaws Committee chair

In 2025's ballot a bylaws amendment was passed to pave the way to make member-ownership shares available to folks in the community who would love to be an owner of the Co-op but are unable to primarily because of the cost of membership. In our current program, the path to ownership is made available to participants in one of the Co-ops food access programs.

So far the Co-op has made member-ownership available to 7 eligible community members. We're thrilled with the initial success and the program is continuing from here. Reach out to April if you'd like more info on how the program works and what the next steps look like.

After the bylaws amendment passed, members of the Bylaws Committee collaborated with two other food co-ops in the US that are running similar programs. They joined us to lead a breakout session at CCMA 2025 on this topic. One of those co-ops has a pooled fund that's used to support the free membership program. We briefly looked into that option here however legal counsel advised us that the New Hampshire consumer co-op statute suggests creating this type of pool may need more comprehensive legal review.

One reason the Bylaws Committee was interested in looking at this approach is because we have about **\$550,000 of membership shares that were abandoned at some point** - when folks wither left the co-op or passed away and nobody redeemed their shares. If you look at our Balance Sheet today, this number shows up in the Members' Equity section under a Donated Capital line item.

This Board cycle, the Bylaws Committee decided to get a better understanding of this line item and what its implications were.

To learn more, we reached out to a range of stakeholders with potential knowledge on the topic, including a cooperative accounting professor, two consultants who work with food co-ops on best practices for bylaws and capital strategies, three food co-ops with relevant experience or scale and someone who's worked with co-ops for decades.

After analyzing the input we received, one of the main themes across all of the resources, was the need to consult with legal counsel. Our plan is to move forward on a brief consultation with a knowledgeable attorney. In the meantime, we did incur between \$150 and \$200 of costs against our \$5,000 Professional Fees line item for Bylaws Committee activities approved in the 2025-2026 board budget. While we don't expect to use the full \$5,000 at this time, we wanted to keep the board informed of our progress and plan.

We would welcome any questions.

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

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

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

12. **April 22 5:30 PM**

- a. Board: GM Performance Review
- b. Board: Budget Review
- c. 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://cooperatiefund.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/>