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HCCS Board of Directors Meeting  
May 20, 2026  
5:30 p.m.  
Co-op Resource Center, 224 Holiday Dr. WRJ, VT

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## AGENDA

### HCCS Board of Directors Meeting

May 20, 2025

5:30 p.m.

Co-op Resource Center, 224 Holiday Dr. WRJ, VT

Time	Agenda Topic	Page	Board Action
5:30	Check In Community Standards and Consent Agenda April 22, 2025 Meeting Minutes		Reflect & Decide
5:40	Appoint New Board Members		Decide
5:45	Discuss Vacant Seats	5	Decide
5:55	Reflections from Board President		
6:10	Elect Officers - President - Vice President - Treasurer - Secretary	6	Decide
6:25	EL 1 – Financial Stability (Q1) - Board Budget Review	<i>Emailed</i> <i>Emailed</i>	Decide Information
6:35	Committees - Governance - Owner Linkage	8	Decide
6:45	Board Development - Upcoming trainings		Information
6:50	GM Update		Information
7:00	Board Retreat – June 27 (9-3)		
7:05	Adjournment		

DRAFT MEETING MINUTES

April 22, 2026

225 Holiday Dr., WRJ, VT

**Present:** Eric DeLuca, Mike Eigenbrode, Conicia (CJ) Jackson (remote), Alice Kennedy, Peggy O’Neil, Mary Patterson (remote), Infiniti Sanderfer, Lynn Ellen Schimoler (remote)

**Absent:** Kyle Creevy

**2026 Board**

**Candidate:** Josh Joslin

**Employees:** Amanda Charland [General Manager] (remote), April Harkness [ESG Program Manager], Mary Lougee [Director of People & Culture]

The board and staff thanked Peggy O’Neil for her service to the Co-op board and shared flowers and a small gift.

Eric DeLuca called the meeting to order at 5:33 p.m. and reviewed the community standards.

**Consent Agenda:**

- Approve March 25, 2026 Board Meeting Minutes
- 4/22/26 Agenda Review: Removed agenda item *Set June Board Retreat Date*. A poll will be circulated by email.

**MOTION:** CJ Jackson moved to accept the Consent Agenda with the changes above.

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

**GM Update**

Amanda Charland updated the Board on operational matters.

**Bylaws Committee Update**

Committee chair Eric DeLuca highlighted key elements of the committee’s 2025-6 focus, work plan, status, and budget—as outlined in the one-page update included in the meeting packet.

**Enter Executive Session – GM Evaluation**

**MOTION:** CJ Jackson moved to enter into Executive Session at 5:58 p.m. to discuss the GM Evaluation and to exclude employee board members and ESG Program Manager and to include the Director of People & Culture. .

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

**MOTION:** CJ Jackson moved to leave Executive Session at 6:22 p.m.

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

**Exit Executive Session**

###

**MOTION:** CJ Jackson moved to extend the General Manager’s Employment Agreement for two years.

**VOTED:** 7 in favor. 0 opposed. The motion passed.

The meeting adjourned at 6:25 p.m.

Respectfully submitted,  
April Harkness  
ESG Program Manager

Eric DeLuca  
Board Secretary

## Vacant Seats

Framing of the discussion around vacant seats:

- The board has two vacant seats
- The board stated in voting materials that they would create an appointment process for those vacant seats
- The Bylaws require the board to have 12 members and that a quorum of the board consists of a simple majority of 12 (7 members)
- The appointment process could include soliciting letters of interest with a deadline to submit and a process for selection based on interest
- The board could create a subset of members or use an existing committee to create the process details

## **Board Officers** *(from Board Member Orientation Manual)*

### **President**

- The President chairs the Executive Committee and proposes the agenda for and chairs board meetings.
- The President ensures board deliberations are fair, open, and thorough, while also maintaining timeliness, orderliness, and adherence to topics within the board's jurisdiction.
- The President collaborates with the General Manager to foster a culture of cooperation between the board and operations.
- The President represents the board by announcing board-stated positions and communicating decisions within the scope delegated to the President.
- The President gathers information in a timely manner to address emergent issues requiring board deliberation.
- The President is supported by administrative assistance provided by the General Manager.
- The President may seek assistance from other board members for any of these responsibilities, but ultimately remains accountable for their duties.

### **Vice President**

- The Vice President is responsible for ensuring that effective candidate recruitment and training processes are in place, as well as board election and orientation procedures.
- The Vice President is responsible for identifying and considering board development opportunities aimed at equipping board members with the skills and knowledge to fulfill their responsibilities. These opportunities may include attending conferences, participating in cooperative development training sessions, visiting other co-ops, attending board meetings of other co-ops, and engaging outside governance and development consultants.
- The Vice President is supported by administrative assistance provided by the General Manager.
- The Vice President may seek assistance from other board members, but ultimately remains accountable for their duties.

### **Treasurer**

- The Treasurer provides the board with a recommended budgetary range, based on one-tenth to two-tenths of one percent of the organization's total revenues, to guide the development of the budget.
- The Treasurer collaborates with the board and recommends expense categories that align with the board's needs and strategic priorities.
- The Treasurer is supported by administrative assistance provided by the General Manager.

- The Treasurer has no authority to modify an approved budget or authorize expenditures unless authorized by the board. The Treasurer may authorize travel-related reimbursements in alignment with the Co-op's relevant policies and practices.
- The Treasurer may seek assistance from other board members, but ultimately remains accountable for their duties.
- The Treasurer is authorized to use any reasonable interpretation of this policy to carry out their responsibilities.

### **Secretary**

- The Secretary ensures that all documents and records containing sensitive information concerning the General Manager, individual board members, or any other Co-op employee involved in an incident that is reasonably relevant to the board are securely retained and treated with strict confidentiality. The Secretary acts as a confidential liaison between the board and the Director of People and Culture in matters of a sensitive nature.
- The primary responsibility for securely retaining documents and records is delegated to the General Manager, who ensures that all sensitive documents and records are stored internally within the Co-op and not by the Secretary.
- The Secretary presides over the annual evaluation of the General Manager with support from the Treasurer.
- The Secretary is supported by administrative assistance provided by the General Manager.
- The Secretary may seek assistance from other board members, but ultimately remains accountable for their duties.

## **Board Committees** (from Board Governing Policies)

### Governance Committee

The Governance Committee supports the board in improving its processes and the effective implementation of Policy Governance.

#### **Committee Responsibilities:**

1. The committee actively contributes to the board's continuous improvement efforts.
  - a. The committee provides suggestions to enhance the board's workflow, strategic governance practices, and monitoring processes.
  - b. The committee develops drafts of new policies or policy revisions.
  - c. The committee identifies strategies to address any noncompliance issues with Governance Process and Board-General Manager policies.
  - d. The committee updates the policy manual and Board Handbook to reflect current board practices and policies.
  - e. When applicable, the committee presents the board with options for action items derived from reports from the board's governance consultant.
  - f. The committee ensures the execution of B-GM 3.4.1 and 3.4.2.

#### **Committee Authority:**

2. The committee's authority is delegated to support the board's work without compromising board holism.
  - a. The committee is authorized to request a reasonable amount of employee resource time for administrative support from an employee familiar with the board's operations. The committee excludes such an employee from its work when confidentiality requires, as determined by the committee members.
  - b. The committee may liaise with the board's governance consultant, if applicable, but cannot enter into or modify the consulting contract.
  - c. The committee may engage legal counsel for opinions and advice on matters related to board governance.
  - d. The committee chair has the authority to reasonably interpret this policy.

#### **Committee Composition and Tenure:**

3. The committee's composition is designed to facilitate effective and efficient functioning.
  - a. The board elects one board member to serve as the committee chair for a one-year term.

The chair, with the approval of the board, selects additional committee members based on their qualifications and expertise.

## Owner Linkage Committee

The Owner Linkage Committee assists the board in fulfilling its responsibility for linkage with owners, including the identification of potential board candidates.

### **Committee Responsibilities:**

1. The committee develops and promotes owner engagement with the Co-op.
  - a. Owners are provided with opportunities to understand and achieve varying levels of engagement, including serving on the board.
  - b. The committee encourages owners to actively participate in board elections and consider running for board positions.
2. The committee develops and maintains a rolling three-year ownership linkage plan, subject to board approval, as outlined in GP 9 - Board Linkage with Owners.
  - a. The committee considers its ownership linkage successful when, to an increasing extent:
    - i. The board has access to diverse viewpoints that represent the ownership when developing or revising statements and policies.
    - ii. Owners are aware that the board values their perspectives and input.
    - iii. Owners have opportunities to communicate their views to the board.
    - iv. Owners are informed about how the board has utilized the information provided by them.

### **Committee Authority:**

3. The committee's authority is delegated to support the board's work without compromising board holism.
  - a. The committee may request employee resource time for administrative support related to the implementation of the three-year ownership linkage plan.
  - b. The committee is authorized to allocate relevant funds outlined in the board-approved budget to fulfill its responsibilities.
  - c. The committee chair has the authority to reasonably interpret this policy and GP 9 - Board Linkage with Owners.

### **Committee Composition and Tenure:**

4. The committee's composition is designed to ensure effective and efficient functioning.
  - a. The board elects one board member to serve as the committee chair for a one-year term.

The chair, with the approval of the board, selects additional committee members based on their qualifications and expertise.

## 2026-2027 Board Meeting & Monitoring Schedule

### 1. **May 20 5:30 PM**

- a. Board: Seat Board Members, Elect Officers, Select Committees & Triads

### 2. **June 27 – Board Retreat**

### 3. **July 22 5:30 PM**

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

### 4. **August 26 5:30 PM**

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

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

### 6. **October 28 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 18 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 27 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 24 5:30 PM**

- a. Board: Monitoring Team D: B-GM Global, 1, 2, 3

### 11. **March 24 5:30 PM**

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

### 12. **April 28 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](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/>