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

AGENDA

HCCS Board of Directors Meeting
July 22, 2026
5:30 p.m.

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

Time	Agenda Topic	Page	Board Action
5:30	Check In		Reflect & Decide
	Community Standards and Consent Agenda May 20, 2026 Meeting Minutes	3	
	July 10, 2026 Electronic Vote- EL 1 – Financial Stability	5	
	Accept Board Member Resignations		
	Welcome Candidates		
5:45	EL Global	6	Decide
5:55	EL 1 – Financial Stability (emailed)		Decide
	- Board Budget Review		Information
6:15	GM Update		Information
6:30	Committees		Information
	- Governance - Owner Linkage		
6:45	Board Development		Information
	- Upcoming trainings		
6:50	Executive Session		Discuss/Decide
	- Board Appointment Applications		
7:30	Adjournment		

DRAFT MEETING MINUTES

May 20, 2026

225 Holiday Dr., WRJ, VT

Present: Kyle Creevy, Eric DeLuca, Mike Eigenbrode, Conicia (CJ) Jackson, Josh Joslin, Alice Kennedy (remote), Mary Patterson (remote), Lynn Ellen Schimoler (remote)

Absent: Kelsey Pollard, Infiniti Sanderfer

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

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

Consent Agenda

MOTION: CJ Jackson moved to approve the Consent Agenda including:

- **Approval of the April 22, 2026 Meeting Minutes**
- **Agenda Review: Board Action on Agenda item EL 1 Financial Stability (Q1) revised from Decide to Information, to allow the board more time to review the report given a delay its distribution. The vote on EL 1 will be by email and will be ratified at the July 2026 board meeting.**

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

Appoint Board Members

MOTION: CJ Jackson moved to appoint Josh Joslin, Kelsey Pollard, and Lynn Ellen Schimoler to the Board of Directors, based on the results of the 2026 Co-op Board of Directors Election.

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

Discuss Vacant Seats

The Board will open up the three vacant seats (including Kyle Creevy's pending departure due to relocation) to member-owners by creating an open appointment process.

Appoint Board Officers

MOTION: Following a Board nomination and election process, CJ Jackson moved to appoint the following slate of Board Officers:

- President – Eric DeLuca
- Vice President – Lynn Ellen Schimoler
- Treasurer – Josh Joslin
- Secretary – CJ Jackson

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

EL 1 Financial Stability
General Manager Amanda Charland and Director of Finance Thomas White presented the EL 1 Financial Stability monitoring report as in compliance, with the exception of EL 1.1 - Days of Cash on Hand and EL 1.2.2 – Annual Contributions to Capital Reserves for which Corrective Action Plans were noted in deliberation *(see policy book at* coopfoodstore.coop/board *for full EL 1 policy)*. They also noted a change in interpretation for EL 1.2. The Corrective Action Plan for EL 1.2.2 includes returning to Governance Committee for policy language revision, in consultation with the General Manager.

Committees
MOTION: Following a Board nomination and election process, Mary Patterson moved to appoint Mike Eigenbrode Chair of Owner Linkage and Alice Kennedy Chair of Governance Committee.
VOTED: 8 in favor. 0 opposed. The motion passed.

Board Development
The board was updated on upcoming trainings.

General Manager Update
Amanda Charland updated the board on operational topics.

Board Retreat
The board was reminded of the upcoming June 27, 2026 annual board retreat.

The meeting adjourned at 7:10 p.m.

Respectfully submitted,

April Harkness	CJ Jackson
ESG Program Manager	Board Secretary

Email Vote

Confirm Email Vote - EL 1 – Financial Stability

July 10, 2026

Motion to Accept the EL 1 Monitoring Report for Q1 2026

MOTION: Eric DeLuca moves to accept EL 1 – Financial Stability as providing a reasonable interpretation and sufficient evidence of compliance with the exception of EL 1.1 > Days of Cash on Hand and EL 1.2.2 (see *HCCS Governance Policies 03.30.26* for policy language) with corrective action plans as outlined below.

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

Corrective Action Plans:

- **EL 1.1 > Days of Cash on Hand**

  From the monitoring report: Our goal is to have 30 days of cash on hand. It may take several years to build our days of cash on hand to a minimum of 30 days.

- **EL 1.2.2**

  The General Manager will confer with the Governance Committee toward the objective of policy language that represents the intent of this policy, defines limits on means, describes those means that would be unacceptable, and supports reasonable interpretation.

Monitoring

EL Global – Executive Limitations

The General Manager shall not cause or allow any organizational conduct that is: A. unlawful, B. imprudent, C. unethical, or D. detrimental to the organization's reputation, good will, or public image as articulated by this policy book.

Interpretation: I interpret this to mean that throughout the year, as ELs are interpreted, our cooperative and all stakeholders doing business with our cooperative, adhere to the legal and moral expectations of the Hanover Consumer Cooperative Society and the industries it operates within. This means that the co-op will follow all state and federal laws regarding employment practices, cooperative business practices, and retail food and automotive practices. This also means that the co-op will operate our business in a trustworthy manner and not conduct business in a deceitful way.

To accomplish this, a cycle of processes is in place.

- Expectations of practice and policy are outlined for each stakeholder through standard operating procedures (SOPs), co-op policies, job descriptions, and codes of conduct.
- Mechanisms exist to highlight areas of concern where practices are not followed or where a policy conflicts with the legal and ethical standards of the business.
- Procedures and measures are in place so that the GM (or designee) can quickly take action to correct any areas where the co-op is not meeting legal or ethical practices.

The co-op also relies on third party reviews of our systems to ensure that we are meeting both ethical and legal practices through the form of independent audit firms, state and federal inspection, licensing practices, and insurance liability mitigation support services.

Data:
Compliance will be demonstrated through the submission of all scheduled EL monitoring reports and when an acceptance of compliance or acceptance of a corrective plan is issued.

ELs submitted	Month	In Compliance (IC) or Accepted Plan (AP)
EL Global	July	IC
EL 1	July	AP
EL 2	Aug	IC
EL 3	Aug	IC
EL 1	Oct	AP
EL 4	Nov	IC
EL 5	Jan	IC
EL 6	Jan	AP
EL 1	March	AP
Ends Report	March	IC

Compliance will be demonstrated when verification of report mechanisms exists.
An internal review of systems on July 13th, 2026 indicates that all stakeholders have access to both in-store and digital comment submissions for reporting purposes. This system was utilized by a number of member-owners and customers during the reporting period. A total of 700 customer comments were received during the reporting period between July 2025 and July 2026.

This utilization data indicates that access to the system is available and generally understood by stakeholders.

In addition to customer resources, employees have access to several other channels to bring forward concerns. The HR team maintains a private employee-only hotline that is only accessible by our People and Culture Director and People and Culture Manager. The People and Culture Manager offers monthly office hours at all locations and advertises these to all staff regularly. Additionally, a formal relationship has been developed between the People and Culture Director and the board secretary to create another mechanism to highlight potential areas of legal or ethical concern within the organization.

Compliance will be demonstrated when there have been no financial impacts to the business linked to public image.

During the 2025 reporting period, a review of financial notes in the finance package indicates there were no cases of a detrimental impact to sales or the financial position of the co-op that were related to a public image concern.

Compliance will be demonstrated when mechanisms for corrective measures exist for each stakeholder group and third party audits and/or counsel exist.

An internal review of processes in July of 2026 confirmed the co-op maintains document processes for employee, customer, and vendor corrective actions. People and Culture, Member Services, and Operations maintain systems to track these instances. Additionally, the co-op maintains a process for documenting concerning behavior and/or issuing no-trespasses to any customer, employee, or vendor who violates ethical conduct in our locations. A review of records in July 2026 indicates that 16 no-trespass orders were issued between the during the 2025 reporting period. Additionally, 14 incidents were documented across all locations.

During the reporting period, all employees had access to the Standard Operating Procedures folder in the co-op's shared drive, the co-op complied with all state and federal inspections, the co-op team cooperated with the financial audit conducted by the board for the 2024 fiscal year, the team cooperated in all safety inspections conducted by the insurance team, the co-op maintained all appropriate licensing to conduct business, and the co-op maintained and utilized legal counsel for business decisions and employment practices. A review of invoices in July of 2026 indicated the co-op used legal hours for both business and employment decisions in the 2025 reporting period.

Compliance determination: I report in compliance.

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

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/