

MEETING MINUTES, May 23, 2018

**Present:** William Craig, Elizabeth Blum, Kevin Birdsey, Ed Howes, Benoit Roisin, Victoria Fullerton, Don Kreis, Thomas Battles, Ann Shriver Sargent, Rosemary Fifield, Jessica Saturley-Hall

**Absent:** Dana Cook Grossman

**Staff:** Ed Fox (General Manager), Mark Langlois (Director of Finance), April Harkness (Board Administrator), Lori Hildbrand (Director of Human Resources), Amanda Charland (Director of Member Services & Outreach), Tom Guillette (Facilities Manager)

**Guest:** Brad Prescott (Banwell Architects)

**Members:**

Bill Craig called the meeting to order at 6:07 p.m. in the Hanover Board Room, Hanover, NH, store.

**Welcome newly elected Board Members**

Bill welcomed and congratulated the new members of the HCCS Board of Directors, Rosemary Fifield and Jessica Saturley-Hall.

**Election of Officers – President, Vice President, Secretary and Treasurer**

**MOTION:** Benoit Roisin made the motion to nominate Bill Craig as Board President.  
Ed Howes seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained. The motion passed.

**MOTION:** Kevin Birdsey made the motion to nominate Liz Blum as Vice President.  
Tom Battles seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained. The motion passed.

**MOTION:** Ann Shriver Sargent made the motion to nominate Dana Grossman as Board Secretary.  
Liz Blum seconded the motion.

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

**MOTION:** Victoria Fullerton made the motion to nominate Benoit Roisin as Board Treasurer.

Tom Battles seconded the motion.

**VOTED:** 10 in favor, 0 opposed, 1 abstained. The motion passed.

As the Board Secretary is absent for this meeting, Victoria Fullerton will take notes.

### **Consent Agenda: April 25, 2018, Meeting Minutes (Appendix A) and April 2018 Share Redemption Requests**

**MOTION:** Tom Battles made a motion to accept to the Consent Agenda, including the April 25, 2018, meeting minutes and April 2018 Share Redemption Requests.

Ed Howes seconded the motion.

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

### **Architects Presentation**

Brad Prescott from Banwell Architects introduced himself and provided a presentation to the board on their company background, other clients, and state and local partnerships already in place enhancing their ability to meet the Co-op's needs for the Lebanon store renovation project. He outlined the coordination with other leading professionals in the industry including; Hammersley Design, Allied Engineering, Hillphoenix (refrigeration), and ReArch Company (construction).

Store tours have taken place (including at other area Co-op's), a MEP survey (mechanical, electrical) is complete, meetings to outline departmental needs and wants have occurred, they've reviewed "lessons learned" from past projects (including the Hanover store renovation), and hired Construction Manager (CM), ReArch Company, from South Burlington, VT.

The architects have provided the board with a schedule. Bidding will begin in the fall. The construction will be phased, starting in February and running through June 2019 with a schedule completion by next summer.

When asked, Mr. Prescott outlined some of the lessons learned from previous projects, including the importance of flow and layout. He also stressed the importance of the Co-op's signaling spaces, such as monitors and community messaging. Member and employee input will be balanced with reasonability from project experts. It will also be important for the Co-op to convey who we are, in terms of branding and what differentiates us from other stores; neighbors, community, family, and planet.

*(Benoit Roisin left the meeting at 6:45 p.m.)*

When asked about the construction budget, it was outlined in the \$2 million range, which includes a lease contribution of \$586,000 and the potential for conventional and/or member loans.

Bill offered to provide contact information for Banwell, so that board members could ask specific questions not addressed in the presentation.

### **General Manager Report**

Ed Fox started the update with the good news that Year-to-Date sales are 2.8% above budget. He said that the employee survey is underway, though only 23% of employees had completed the survey to date. The Co-op is doing everything they can to encourage employees to complete the survey; by making it easily accessible and providing time during their shift. Results should be available to the Board in July.

Ed said that staffing levels continue to be a top priority, with 30 open positions. With the help of Human Resources and by providing referral incentives, they are doing broad and targeted recruiting.

The other news is that the House Farm Bill failed to pass. This bill would negatively affect the availability of nutritional programs such as SNAP (improving access to fresh, local food).

Also, despite our support of H:196, Family Medical Leave Insurance (restoring the personal medical leave insurance component of the original bill, extending the leave to 12 weeks, and mirroring the maximum leave period now in place under the federal Family and Medical leave Act) was vetoed by Vermont Governor, Phil Scott. In addition, legislation in support of a phased approach to implementing a \$15.00 an hour minimum wage in the state was also vetoed by the Governor.

The Co-op, through the General Manger and Public Relations Manager continue to testify in support of these improvements for Vermont workers and families.

Lastly, Ed has asked to be a member of the search committee for the new CEO of National Co-op Grocers (NCG) and will keep the board informed on the status.

## Policy Monitoring

### **Monitoring Report: EL 9 – Cooperative Giving Programs**

**MOTION:** Tom Battles moved to find the General Manager in compliance with EL 9 – *Cooperative Giving Programs*.

Ed Howes seconded the motion.

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

### **Board Monitoring: GP Global – Governance Process Commitment, GP 1 – Governing Style, GP 8 – Cooperative Giving Program (surveys)**

The Board continues to try to find better ways to evaluate themselves.

**MOTION:** Ann Shriver Sargent made the motion to discuss the process for governance policy monitoring, the surveys, how the monitoring process is used, and what the goals are.

Ed Howes seconded the motion.

**AMENDMENT:** Tom Battles made the amendment to put the governance policy monitoring discussion on the June 2018 agenda.

**VOTED:** 8 in favor, 0 opposed, 2 abstained. The amended motion passed.

**MOTION:** Kevin Birdsey moved to accept the GP Global – *Governance Process Commitment* report as the board's monitoring

Tom Battles seconded the motion.

**VOTED:** 5 in favor, 1 opposed, 4 abstained. The motion passed.

**MOTION:** Kevin Birdsey moved to accept the GP 1 – *Governing Style* report as the board's monitoring

Tom Battles seconded the motion.

**VOTED:** 5 in favor, 1 opposed, 4 abstained. The motion passed.

**MOTION:** Ed Howes moved to accept the GP 8 – *Cooperative Giving Program* report as the board's monitoring

Liz Blum seconded the motion.

**DISCUSSION:** Kevin pointed out that the policy states that the Pennies for Change Committee will provide a report to the board, annually. The Committee shall provide a report to the board.

**VOTED:** 5 in favor, 2 opposed, 3 abstained. The motion passed.

## Member Comments

None.

## Board/Member Interactions

Some board members asked for clarification on the process for responding to letters. If a letter is written to an individual board member, they are welcome to respond, individually. If more information is needed, the General Manager has offered to help.

This will be an agenda item for next month.

## Committee Updates

Using the list of Committees and Task Forces, the board assigned Chairs and members, as needed. Some Committees had never convened, some were eliminated, and some were created.

**MOTION:** Tom Battles moved to sunset the Co-op History Committee and asked that the function of this committee be managed by the General Manager.

Liz Blum seconded the motion.

**VOTED:** 7 in favor, 0 opposed, 3 abstained. The motion passed.

**MOTION:** Kevin Birdsey moved to dissolve the Member Engagement Committee.

Tom Battles seconded the motion.

**DISCUSSION:** If Dana agrees to continue in her role as board liaison working with the Outreach and Member Services team, she can provide report to the board and keep the board informed on activities related to the member engagement project.

**VOTED:** 6 in favor, 1 opposed, 3 abstained. The motion passed.

- Victoria Fullerton will continue to Chair the EL-5 Committee.
- Rosemary Fifield and Liz Blum will Co-Chair the HCCF Advisory Committee.
- Ann Shriver Sargent will Chair the Annual Meeting Task Force.
- Kevin Birdsey and Bill Craig will Co-Chair the Retreat Planning Task Force
- Don Kreis will Chair the Energy Committee
- Don Kreis will Chair the Election Committee. Ann Shriver Sargent and April Harkness will be members.
- Kevin Birdsey will Chair the Governance Committee, get additional members and draft a charter. Bill will be on the committee.

**MOTION:** Don Kreis moved to suspend the activities of the NCG Task Force for 6 months.  
Kevin Birdsey seconded the motion.

**VOTED:** 8 in favor, 0 opposed, 2 abstained. The motion passed.

**MOTION:** Tom Battles moved to sunset the Strategic Planning Committee.  
Kevin Birdsey seconded the motion.

**VOTED:** 7 in favor, 3 opposed. The motion passed.

**MOTION:** Tom Battles moved to establish a Sustainability Task Force.  
Liz Blum seconded the motion.

**AMENDMENT:** Jessica Saturley-Hall suggested replacing Sustainability with Waste Reduction.

**VOTED:** 7 in favor, 2 opposed, 1 abstained. The motion passed.

Liz Blum will Chair the Waste Reduction Task Force and Tom Battles and Jessica Saturley-Hall will be members.

## **Committee Updates**

**EL-5 Committee** – Victoria Fullerton gave an update on the work of the committee, including new employee member, Alex DeFelice. She highlighted the programs that are currently available to employees, such as the Working Bridges, Employee Assistance Program and the hotline. A final report will be available for the July board meeting.

## **New Business/Action Items**

### **Proposed End 8**

Rosemary Fifield offered revised language to the proposed End 8 and Kevin will incorporate those suggestions and re-submit for board review. There was also a concern that the issues around diversity and inclusion may be better addressed through Executive Limitations, rather than in an Ends statement.

**MOTION:** Liz Blum moved to postpone the discussion until the June board meeting.

Ann Shriver-Sargent seconded the motion.

**VOTED:** 9 in favor, 0 opposed, 1 abstained. The motion passed.

Bill reminded the board to submit comments to him by June 12<sup>th</sup> on the General Manager salary review.

When asked why a couple of topics didn't make it on to the May board meeting agenda; an issue related to employee relations and a discussion about how to address letters sent to the board, Bill reminded the board that there is a process to put things on the agenda, but that the President does set the agenda. One idea put forth is to develop a Standard Operating Procedure (SOP) for board correspondence.

**MOTION:** Liz Blum moved to adjourn at 9:52 p.m.

Tom Battles seconded the motion.

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

Respectfully submitted,

April Harkness  
Board Administrator

Victoria Fullerton  
(filling in for Board Secretary)