

MEETING MINUTES, June 27, 2018

Present: William Craig, Elizabeth Blum, Kevin Birdsey, Ed Howes, Benoit Roisin, Victoria Fullerton, Ann Shriver Sargent, Rosemary Fifield, Jessica Saturley-Hall, Dana Cook Grossman

Absent: Thomas Battles, Don Kreis

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)

Guest: Charlie Bauer (lawyer)

Members:

Bill Craig called the meeting to order at 6:00 p.m. in the Board Room of the Hanover, NH, store.

Consent Agenda: May 23, 2018, Meeting Minutes (Appendix A) and May 2018 Share Redemption Requests

MOTION: Kevin Birdsey made a motion to accept to the Consent Agenda, including the minutes of the May 23, 2018, regular meeting, the minutes of the May 23, 2018, special meeting, and the May 2018 Share Redemption Requests.

Liz Blum seconded the motion.

DISCUSSION: Two corrections were noted in the draft of the May 23 regular meeting minutes (in Appendix A of the board packet): on page 37, in the middle of the page, "Kevin Birdsey Fifield" will be changed to "Kevin Birdsey," and on page 34, in the "Architects Presentation" section, the sentence starting "The architects are currently..." will be changed to "The architects have provided the board with a schedule." The corrections were accepted by both the mover and the seconder.

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

Executive Session

MOTION: Dana Grossman moved to go into Executive Session to discuss an HR matter at 6:07 p.m. and to include the two employee board members, the General Manager, and Charlie Bauer.

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

MOTION: Ann Shriver Sargent moved to come out of Executive Session at 7:25 p.m.

Rosemary Fifield seconded the motion.

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

MOTION: Dana Grossman moved that the board accept the report dated June 27, 2018, by Dana Grossman and Liz Blum, closing their inquiry regarding an HR matter.

Kevin Birdsey seconded the motion.

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

General Manager Report

Ed Fox informed the board that the Co-op is down to 6.5% open positions and that many of the positions filled have been in key areas of the organization. He also shared the exciting news that Equal Exchange has offered to send a Co-op employee to Peru; Education Director Emily Rogers has been chosen.

Ed updated the Board on the Double-Up Bucks program, a 3-year program offering recipients of SNAP benefits (also known as Food Stamps) a 50% discount on fresh produce, up to a \$10 discount per day. The Co-op and six other New Hampshire grocery stores are participating in the program, which is funded by several foundations. Ed said it is quite possible that funding for the program will be extended beyond the initial 3-year period. In the last month, he said, 67 people have signed up for it.

The Co-op is also continuing its advocacy in the agriculture and food sectors, building its credibility as a source of expert information and extending its networking opportunities. For example, the *Valley News* is using the Co-op as a source for coverage of the status of the federal farm bill. Ed also noted that he plans to meet with the Lebanon City Manager to discuss two matters: the possibility of an Advance Transit route includes a stop at Centerra, and the community's needs due to the closing of the Lebanon Village Market. Ed and Amanda will also be meeting with officials at Marlboro College to discuss the possibility of an undergraduate program in cooperative education and development.

He also noted that the Co-op's finances continue on an upward trend, with sales currently standing \$925,000 above the same time last year, representing 2.8% growth.

A member of the Board asked if there is any financial data showing a correlation between the benefits now received by members shopping on Member Appreciation Days and previous years' end-of-year patronage refunds. Ed said no such comparison currently exists but that he would look into preparing one. It was noted that in addition to providing a benefit to current members, the Member Appreciation Days drive new memberships.

Policy Monitoring

Monitoring Report: EL 12 – Board Logistical Support

MOTION: Ed Howes moved to find the General Manager in compliance with EL 12 – Board Logistical Support.

Liz Blum seconded the motion.

DISCUSSION: Victoria asked about providing more interactive, visible, and accessible information about members of the Board and Board activities. Bill suggested that any Board member is welcome to submit specific ideas and recommendations for the rest of the Board to review. Benoit added that in

addition to the list of tasks presented in the monitoring report, the GM and Director of Finance recently helped prepare a request for proposal (RFP) for the annual audit; he said the RFP letter will be sent out on July 2.

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

Governance Committee

In a related matter, Kevin Birdsey presented a proposed charter for the Governance Committee to the board, including a process for improving the way the board conducts its policy monitoring. The proposed charter reads as follows:

The Governance Committee will be committed to the following:

- Improving the process used by the Board to monitor B-GM and GP policies (the process for monitoring Ends and EL policies will also be examined if that's deemed to be necessary).*
- Assisting the full Board and/or individual directors with drafting new policies or proposed revisions to existing policies prior to a vote by the full Board.*
- Discussing both ways to improve the Board workflow and potential committees necessary to improve strategic governance and will bring suggestions for doing so to the Board.*
- Revising and updating policy manual appendices; this will include the task and monitoring calendars and any procedures not yet documented.*

The Governance Committee acknowledges that doubts have been expressed as to the effectiveness of Policy Governance. Any significant findings the Committee encounters in its work that suggest a need to abandon this model will be brought to the Board. That said, the committee will be focused on improving the Board's use of the Carver model.

MOTION: Liz Blum moved to accept the Governance Committee charter.

Rosemary Fifield seconded the motion.

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

Board Monitoring: B-GM Global – Board-GM Flow of Authority, B-GM 1 – Unity of Control, GP 6 – Process for Recruitment and Continuity, GP 10 – Board Committees (surveys)

MOTION: Liz Blum moved to accept the B-GM Global report.

Kevin Birdsey seconded the motion.

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

MOTION: Liz Blum moved to accept the B-GM 1 – Unity of Control report.

Dana Grossman seconded the motion.

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

MOTION: Benoit Roisin moved to accept the GP 6 – Process for Recruitment and Continuity report.

Ed Howes seconded the motion.

DISCUSSION: Dana has a name to add to the list of potential board member candidates and will share that with the Don Kreis, Election Committee Chair. A few board members noted that GP 6 policies seem to be more detailed and specific than other governance policies. The Governance Committee made a note to review the language of GP 6. Jessica has feedback related to new board member orientation and training. She will share that input with Don Kreis as well.

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

MOTION: Liz Blum moved to accept the GP 10 – Board Committees report.

Ann Shriver Sargent seconded the motion.

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

Member Comments

Ann Shriver Sargent commented that the Hanover Store has been looking more full and vibrant. Ed Fox said he'd pass the comment along.

Committee Updates

HCCF Committee

Liz presented the slate of HCCF Committee members: Liz Blum and Rosemary Fifield (Co-Chairs), Benoit Roisin, Amanda Charland, April Harkness, Harrison Drinkwater, Cindy Balzotti (employee, tentative), and Ed Fox (ex officio).

MOTION: Benoit Roisin moved to accept the slate of HCCF Committee members.

Ann Shriver Sargent seconded the motion.

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

Waste Reduction Committee

Liz Blum presented the proposed Waste Reduction Committee charter to the board, as follows:

The Waste Reduction Committee will strive to reduce plastics and other waste at the Co-op Food Stores and in the community. It will provide a platform for education of the Co-op Food Stores and the Upper Valley community about ways to reduce resource waste. This is consistent with the 7th Ends policy: "There will be a thriving business organization that protects and restores the environment."

The committee will study and recommend ways to enable the Co-op community to significantly change our practices and continue to eliminate waste in our organization. The committee shall consist of:

- *At least 2 members of the Board;*
- *The Director of Member Engagement and 1 other employee of her staff;*
- *Three members of the Co-op who have demonstrated leadership in waste reduction.*

The committee shall report to the Board periodically to apprise the Board of changes and progress.

MOTION: Dana Grossman moved to accept the Waste Reduction Committee charter with the friendly amendment below.

Kevin Birdsey seconded the motion.

DISCUSSION: The mover and seconder accepted a friendly amendment to change *"It will provide a platform for education..."* to *"It will contribute to the education..."* A second amendment — to change the passage "to reduce plastics and other waste" to simply "to reduce waste" — was also discussed but not settled; the Committee will look into this matter and will bring a proposal back for consideration at the next Board meeting

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

MOTION: Liz Blum moved to accept the proposed *Ends Global 8* policy with a friendly amendment to change *"...business shall **feel** included"* to *"...business shall **be** included,"* to read as follows:

8. Everyone engaging with our business shall be included, welcomed, and appreciated, contributing toward more diversity, inclusivity, and equity in our Upper Valley community.

Dana Grossman seconded the motion.

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

MOTION: Benoit Roisin moved to adjourn at 8:45 p.m.

Liz Blum seconded the motion.

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

Respectfully submitted,

April Harkness
Board Administrator

Dana Cook Grossman
Board Secretary