

HCCS Board meeting MINUTES, November 16, 2016

Present: Anthony Roisman, Michael Bettmann, Kevin Birdsey, William Craig, Harrison Drinkwater, Victoria Fullerton, Dana Grossman, Ed Howes, Elizabeth Blum, Sarah Blum, Benoit Roisin

Absent: Brett Tofel

Staff: Ed Fox, General Managers, Paul Guidone, Director of Finance, April Harkness, Board Administrator

Guests: B.J. Roisman

Members: Diane Guidone, Jim Kenyon

Tony called the meeting to order at 600 p.m. in Hanover Board Room, Hanover, NH.

Consent Agenda: October 26, 2016 Meeting Minutes, and November 23, 2016 Share Redemption Request

MOTION: Liz Blum moved to accept the October 26, 2016 meeting minutes as amended based on minor comments from the Board.

Dana Grossman seconded the motion.

VOTED: 9 in favor, 0 opposed, 2 abstained (Liz Blum and Sarah Blum were not present at the October meeting), 1 absent. The motion passed.

MOTION: Dana Grossman moved to approve the November 23, 2016 Share Redemption Request.

Liz Blum seconded the motion.

DISCUSSION:

Sarah Blum asked the Board if a membership is cancelled (for purposes such as relocation), can the shares be transferred to someone else. The answer is yes, upon the approval of the Board of Directors (Bylaw Section 1, Article 7, and Section 5.A). Tony suggested that this could be a topic for the Bylaw Committee.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

General Manager Update

Ed Fox summarized the consolidated sales, stating that sales are 2% above last year, but 2.8% below the budgeted sales. He's working on next year's budget now and looking at the actuals vs. the budgeted amounts closely.

Some minor details were clarified, including an in depth conversation about basket size and what that actually tells the Board. Benoit suggested that it may be helpful to look at basket size in terms of trends over time and then how that translates into dollars. Tony mentioned that distinguishing between the types of items in the basket, such as meat or dairy, might be helpful. Paul G. said that he produces the report for the management team every Sunday, and if the Board wants to review that report, he

can provide it. Dana asked if Paul could present a weekly report to the Board and then they could decide if that is helpful. Ed Howes reminded the Board that it's not a look at just the products, but that it's an average. Paul said that soon they will be getting into the make-up of the basket and that the new system will come into effect next year. Michael suggested it would be more interesting to see the trends in major department, not month to month, but year to year. Paul offered to again do evening briefings, like he has before. He has data going back to 2009. Michael said that there's no urgency, but it's a long range concern of the Board. Ed Howes suggested that it's also an opportunity to encourage members to think cooperatively before they shop and that the Co-op operates with a triple bottom line: stakeholders, community, and financial. Ed Fox agreed and added that there's a social return on our investment.

Kevin asked how things were going at the Lebanon store since Bob Kazakiewich left and how Ed Fox assesses his first few weeks of work. Ed said that he met a lot of great people during his meet-and-greets; he's been to several farms; and he's met most, if not all, the staff. Bob Kazakiewich has been coming in a couple of days a week and that has been helping with the transition at the Lebanon store.

Dana mentioned the Rally in the Valley and that NPR did a program about hydroponics, among other things. She thought it would be an interesting item to consider for the Co-op website. Ed Fox said that Dave Chapman did an interview for the article as well. Dana said that it was a good way to see innovative and successful things that other Co-ops are doing.

Sarah asked the progress of future plans for the Co-op Commissary. Ed Fox said the plan will be put together by the end of November. There will be a newly created Plant Manager position and it will run like a stand-alone business with a separate P&L.

Member Comments

A member gave the Board a *New York Times* article from the Food Section that she wanted to share. The article talks about culturally diverse Thanksgiving dinner rituals. She also thanked the Board on behalf of the Hanover Garden Club for allowing the use of some Co-op space on December 6th to make holiday flower arrangements that will be donated to the Senior Center for the upcoming Meals-on-Wheels delivery.

Policy Monitoring (click [here](#) for link to the Co-op's Policies below)

EL 10 – Appropriate Architecture and Design

DISCUSSION:

Referring to EL 10.2, Liz asked why there was no solar on top of the renovated Hanover Co-op building. Ed Fox said that he'd find out. Benoit said that as a result of the remodel there will be data on the energy savings in Hanover store. Bill C. said that he was informed that the store is not realizing its full energy efficiency gains in the area of refrigeration/coolant operations. He offered to get the Energy Advisor's contact information to Ed Fox to further discuss.

MOTION: Ed Howes moved to accept the EL 10 Appropriate Architecture and Design monitoring report as in compliance.

Dana Grossman seconded the motion.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

Committee Updates:

Nominating/Election Committee Report

Bill C. thanked Ed Howes for his work on the Committee in his absence. He circulated a draft of the candidate informational packet showing some edits. Ed H. asked that the Board determine an Annual Meeting date soon as that date affects the election schedule. It was suggested that the Annual Meeting be held on April 1st, and that the voting start on that day. Ed H. also suggested that a location be determined no later than November 30, 2016, so as not to hold up the nomination process. Bill Craig is working on a press release to go out the week of November 21st. An Annual Meeting Committee was determined to be Benoit, Dana, and Liz and will include staff from Member Services and additional staff.

MOTION: Liz Blum moved to accept the HCCS Board of Directors Annual Meeting date as Saturday, April 1, 2017.

Dana Grossman seconded the motion.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

Retreat Committee Report

Harrison thanked the Committee, including Michael, Tony, Kevin and Sarah. He emphasized that the Board will be looking at areas of strength and areas of improvement.

Terry's Retirement Party, Dec. 7th, 2016 5:30 – 7:30 p.m., Montshire Museum of Science

Tony gave a brief update on Terry's retirement party in celebration of Terry's accomplishments. Dana reminded the Board that the Montshire Museum of Science was kind enough to donate the party space for the event.

New Business:

Creation of a Bylaws Committee

Tony suggested that a Bylaws Committee be established to make updates to the Bylaws. The Committee consists of Tony, Bill and Victoria. The Bylaw revisions should be submitted to Tony by December, so that proposed revisions can be sent to members in tandem with Board election materials.

Discuss & Vote on whether to audio tape record future Board meetings

Tony said that two meetings ago the question was raised as to the option to audio tape future Board meetings. Tony reached out to a lawyer and he said "there's no legal reason why not" as long as you let everyone know at the meeting that they're being recorded. The audio tape can then be put on the website. The question is, do we want to do it?

MOTION: Bill Craig moved to audio record and make available the future HCCS Board of Directors meetings.

Victoria Fullerton seconded the motion.

DISCUSSION:

Michael asked if we'd need to ask for everyone's permission before recording, is the audio going to be transcribed and will it be archived. Bill said that you simply announce it prior to the meeting. Bill said he actually had visual in mind too. Liz said it's a good idea and that it helps with the transparency of the Board. Sarah stated that she had some experience with this through her work and that isn't quite as simple as it appears. Dana suggested that we start with audio only. Harrison asked if there is a way to track if it's useful. Tony suggested that the recommendation be broken out into video vs. audio.

MOTION: Liz amended the motion that recordings of future HCCS Board of Director meetings be in audio-visual.

Benoit seconded the motion.

DISCUSSION:

Sarah asked where the videos would be stored. Harrison suggested we try it for a year and see if it works and then evaluate. Michael agreed there should be a review. Ed H. suggested that after one or two meetings, have a review. He also brought up the concern of competitors and the availability of the meetings on a platform such as YouTube. Benoit asked what Ed Fox thought of recording Board meetings. Ed Fox stated that he understands concerns about competitors, but the information is out there already. Benoit asked about the legal standing, specifically, would the tapes be an "official record" like the minutes are? Tony said it's the "best evidence" rule and if the tape is better, then it will take precedence over the minutes.

Bill suggested the Board create a Committee and look at the cost and benefits of recording Board meetings. Bill, Michael, Harrison, with the help of April Harkness, will look into the logistics of taping future Board meetings and will report back by December or January.

MOTION: Kevin moved to table the motion.

Ed Howes seconded the motion.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

Line of Credit Authorization

Tony asked the Board to authorize the General Manager to sign the Line of Credit request for Ledyard National Bank.

MOTION: Dana Grossman moved to authorize Ed Fox to sign the Letter of Credit request for Ledyard National Bank.

William Craig seconded the motion.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

Executive Session – 8:15 p.m.

MOTION: Dana Grossman moved to go into Executive Session at 8:21 p.m.

William Craig seconded the motion.

VOTED: 11 in favor, 0 opposed, 1 abstained, 0 absent. The motion passed.

Executive Session ended – 8:42 p.m.

MOTION: Liz Blum moved to come out of Executive Session at 8:42 p.m.

Dana Grossman seconded the motion.

VOTED: 10 in favor, 0 opposed, 0 abstained, 2 absent. The motion passed.

After the Board came out of Executive Session, Michael thanked Tony for his work as Board President and told him he's done a great job. The Executive Committee would like to go over some items in GP 5 President's Role with Tony. Tony thanked the Board and will meet with the Executive Committee at their earliest convenience. The Board also welcomed new Board Administrator April Harkness.

ADJOURNMENT:

Michael Bettman moved to adjourn at 8:45 p.m.

Liz Blum seconded the motion.

VOTED: 11 in favor, 0 opposed, 0 abstained, 1 absent. The motion passed.

Respectfully submitted,

April Harkness
Board Administrator

Harrison Drinkwater
Board Secretary