

Minutes March 2, 2016

Special Meeting of the Board of Directors
Lebanon Co-op Conference Room
Lebanon, NH

Present: Sarah Blum, Harrison Drinkwater, Margaret Drye, Victoria Fullerton (arrived at 6:27 p.m.), Kay Litten (left at 7:10 p.m.), Benoit Roisin, Anthony Roisman, John Rosenquest, Susan Sanzone Fauver, Brett Tofel (joined by phone, disconnected at 7:20 p.m.)
Absent: Michael Bettmann
Staff: Amanda Charland, Member Services and Outreach Director
Members: Liz Blum, Nancy Carter, Sean Clauson, Tamaran Goldensher, Nora Jacobson, Robert Spottswood

Call to Order

Margaret called the meeting to order at 6:10 p.m.

Agenda Review

The Elections Procedures task force, formed at the February 24th Board meeting, was charged to review election guidelines, to draft sample protocols, and to present them to the Board on this date.

Participating and Voting by Phone

MOTION: Tony moved to allow Brett to participate and vote by phone in this Special Meeting. Sarah seconded the motion.

VOTED: To allow Brett to participate and vote by phone in this Special Meeting.
9 in favor; 0 opposed; 0 abstained; 2 absent.
The motion passed.

The question was raised whether Board member attendance by phone would be allowed at future meetings. Margaret ruled that the motion applied only to this meeting.

Benoit recused himself from speaking to or voting on any matters related directly to the voting process since he is currently a Board candidate.

Ballot Counting Process

MOTION: Susan moved to approve the *Ballot Counting Process* draft document. Harrison seconded the motion.

First Amendment to the **MOTION:** Tony moved to amend the *Ballot Counting Process* to replace the actual number of vacancies, which is “four” in the draft (see page 1), to “the number of vacancies” wherever it appears.

John seconded the amendment.

VOTED: To amend the *Ballot Counting Process* to replace the actual number of vacancies, which is “four” in the draft (see page 1), to “the number of vacancies” wherever it appears.

8 in favor; 0 opposed; 1 abstained; 2 absent.
The first amendment to the motion passed.

Second Amendment to the **MOTION:** Tony moved to amend the *Ballot Counting Process*, *Campaign Guidelines*, and *Voting Process Description* to add at the outset of each draft document the following:

These Guidelines are promulgated by the Board pursuant to Article IV, Section 8 of the By-laws, which requires the Board to "determine the method by which Membership voting is conducted." To the extent any functions of the election process are delegated by these Guidelines, the determination of those functions and their implementation shall be subject to review and approval by the Board.

John seconded the motion.

VOTED: To amend the *Ballot Counting Process, Campaign Guidelines, and Voting Process Description* to add at the outset of each draft document the following:

These Guidelines are promulgated by the Board pursuant to Article IV, Section 8 of the By-laws, which requires the Board to "determine the method by which Membership voting is conducted." To the extent any functions of the election process are delegated by these Guidelines, the determination of those functions and their implementation shall be subject to review and approval by the Board.

9 in favor; 0 opposed; 1 abstained; 1 absent.

The second amendment to the motion passed.

VOTED: To approve the *Ballot Counting Process* draft document as amended.

9 in favor; 0 opposed; 1 abstained; 1 absent.

The motion passed.

Voting Process Description

MOTION Kay moved to approve the *Voting Process Description* draft document.

Susan seconded the motion.

First Amendment to the MOTION: Tony moved that the phrase "Nominating Committee" be removed from the sentence about including a letter in the packet and that the phrase "Nominating Committee" be replaced with "Board" in the sentence about who will decide the length and content of the candidate statements.

Harrison seconded the amendment.

VOTED: That the phrase "Nominating Committee" be removed from the sentence about including a letter in the packet and that the phrase "Nominating Committee" be replaced with "Board" in the sentence about who will decide the length and content of the candidate statements.

9 in favor; 0 opposed; 1 abstained; 1 absent.

The first amendment passed.

Second Amendment to the MOTION: Tony moved that the phrase "the keeper of the voting process" on page one of the *Voting Process Description* draft be replaced with *The keeper of the voting process shall be approved by the Board and shall be answerable to the Board for the implementation of these guidelines. The Board shall exercise oversight of the work of the keeper of the voting process.*

Sarah seconded the motion.

VOTED: That the phrase "the keeper of the voting process" on page one of the *Voting Process Description* draft be replaced with *The keeper of the voting process shall be approved by the Board and shall be answerable to the Board for the implementation of these guidelines. The Board shall exercise oversight of the work of the keeper of the voting process.*

9 in favor; 0 opposed; 1 abstained; 1 absent.

The amendment passed.

VOTED: To approve the *Voting Process Description* draft document, as amended.
9 in favor; 0 opposed; 1 abstained; 1 absent.
The motion passed.

The Board discussed with Amanda procedures for securing mailed ballots, working with the online voting vendor to report if there were voting irregularities or voting patterns that indicate fraud.

Campaign Guidelines for the HCCS 2016 Board of Directors Election

MOTION Susan moved to approve the *Campaign Guidelines* draft document.
Harrison seconded the motion.

Amendment to the MOTION: John moved to delete paragraph #6 (beginning with “Additional campaign on the Co-op premises ...” and the last paragraph (beginning with “The Board Administrator assists ...”)
Harrison seconded the motion.
VOTED: 6 in favor; 2 opposed; 1 abstained; 2 absent.
The amendment passed.

VOTED: To approve the *Campaign Guidelines* as amended.
7 in favor; 0 opposed; 1 abstained; 3absent.
The motion passed.

Some Board members felt that putting a restriction on a candidate’s ability to meet members amounted to restricting the free flow of ideas and that candidates should have the good judgment to follow the Co-op’s “no solicitation” guidelines. Other Board members were concerned that uncontrolled campaigning could badger shoppers and lead to a store manager trying to enforce “good conduct” guidelines. One Board member suggested that the Guidelines could always be amended if there were clear problems that arise from candidate conduct. Staff assistance, when required, would be proposed in a revision to policy EL 12 Board Logistical Support.

Policy Revision

EL12 Board Logistical Support

MOTION: John moved to approve the proposed revisions to EL 12.
Victoria seconded the motion.
VOTED: To approve the proposed revisions to EL 12.
7 in favor; 0 opposed; 1 abstained; 3 absent.
The motion passed.

The policy revision is shown below; the current policy text is on the left, and the proposed new text is on the right, with text **addition changes in bold type**.

The General Manager will not allow the Board to have inadequate logistical support.

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Accordingly, the GM will not:
EL 12.1: Provide the Board with insufficient staff administration to support governance activities and Board communication.

Accordingly, the GM will not:
EL 12.1: Provide the Board with insufficient staff administration to support **board elections and ballot issues**, governance activities and Board communication.

This policy shall be monitored annually.

*This policy shall be monitored annually. See
Appendix__ for Board election and ballot issues.*

“Ballot issues” include Board decisions requiring membership approval: revisions to the Bylaws, the Certificate of Organization, and/or actions involving commitments of sums in excess of 4 percent (in aggregate) of the previous fiscal year’s gross annual sales (*Bylaws*, Article IV, Section 5.)

Adjournment

MOTION: Tony moved to adjourn the meeting at 7:40 p.m.

Benoit seconded the motion.

VOTED: To adjourn the meeting at 7:40 p.m.

8 in favor, 0 opposed, 0 abstained, 3 absent.

The motion passed.

Respectfully submitted,

Harrison Drinkwater
Secretary