

MINUTES June 4, 2015

Special Meeting of the Board of Directors

Present: Sarah Blum (arrived at 6:20 p.m.), Harrison Drinkwater, Margaret Drye, Victoria Fullerton, Kay Litten, Anthony Roisman, John Rosenquest (via telephone), Susan Sanzone Fauver, Brett Tofel

Absent: Michael Bettmann

Staff: Tony Alongi, Terry Appleby, Tom Pappas, by invitation of the Board

Welcome

Margaret called the meeting to order at 6:09 p.m.

Resignation of Board Member

Kerry Artman resigned May 28 as a Board member and her position of Board Vice-President. Margaret asked the Board to decide if it wished to fill the vacancy. Once appointed by the Board, the new Director would serve until the next regular election. The unexpired portion of the Directors' term will be filled at the next election.

MOTION: John moved to fill the vacancy on the Board by vote at the June 24th Board meeting. Susan seconded the motion.

DISCUSSION: Tony Roisman said he could not vote without first knowing the process of selecting candidates. John suggested an open process where each Board member could submit names of qualified candidates at the June meeting. Susan said that the Nominating Committee had already found qualified candidates and they had been listed in the recent election for all Co-op members to review.

AMENDED MOTION: John moved to amend the motion to read "To fill the vacancy on the Board at the June 24th meeting *with candidates proposed by individual Board members in addition to those candidates put forward in the April election and to have all candidates reviewed by the Nominating Committee prior to the June Board meeting*". (Italics indicate amendment).

Tony seconded the amended motion.

DISCUSSION: Susan suggested that vetting each candidate would be too time-consuming given her schedule and she would have to be relieved of her role as Nominating Committee Chair if it took too much of her time. Susan asked that the amendment be voted separately from the original motion.

VOTING ON the AMENDMENT to include "candidates proposed by individual Board members in addition to those candidates put forward in the April election and to have all candidates reviewed by the Nominating Committee prior to the June Board meeting".

8 in favor; 1 opposed; 0 abstained; 1 absent

Margaret asked the Board to vote on motion in its entirety

VOTED: To fill the vacancy on the Board at the June 24th meeting with candidates proposed by individual Board members in addition to those candidates put forward in the April election and to have all candidates reviewed by the Nominating Committee prior to the June Board meeting.

8 in favor; 1 opposed; 0 abstained; 1 absent

The motion passed.

Tony Alongi reminded the Board to vote for a new Vice-President before June 26 since legal documents need to be filed with the State at that time.

Hanover Consumer Cooperative Society Inc.

Executive Session (to discuss a personnel matter)

MOTION: Brett moved to enter into Executive Session at 6:32 p.m.
Kay seconded the motion.

Prior to voting, Tony Roisman described his past professional relationship with attorney Scott McGee. Tony has had no legal matters with Hershenson, Carter, Scott, and McGee, P.C., that would have a bearing on the subject to be discussed in Executive Session.

VOTED: To enter into Executive Session at 6:32 p.m.
9 in favor; 0 opposed; 0 abstained; 1 absent
The motion passed.

MOTION: Brett Tofel moved to close Executive Session at 8:07 p.m.
Kay seconded the motion
VOTED: To close Executive Session at 8:07 p.m.
9 in favor; 0 opposed; 0 abstained; 1 absent
The motion passed.

Adjournment

Tony Roisman moved to adjourn the meeting at 8:08 p.m.
Brett seconded the motion
VOTED to adjourn at 8:08 p.m.
9 in favor; 0 opposed; 0 abstained; 1 absent
The motion passed.

Respectfully submitted,

Harrison Drinkwater
Secretary