

**MINUTES November 18, 2015**

**Present:** Michael Bettmann, Sarah Blum, Harrison Drinkwater, Margaret Drye, Victoria Fullerton, Kay Litten, Benoit Roisin, Anthony Roisman, John Rosenquest, Susan Sanzone Fauver, Brett Tofel

**Absent:**

**Staff:** Terry Appleby, Anthony Alongi, Eugenia Braasch, Mark Langlois, Steve Miller

**Members:** Nancy Carter, Marta Ceroni, Scribner Fauver, Dan Grossman, Dana Grossman, Antoinette Jacobson, Donald Kreis, Jane McCarthy, Robert Spottswood

**Guest:** Marilyn Scholl, CDS Consulting Co-op

Margaret called the meeting to order at 6:05 p.m. in the Richard Black Community Center, Room 212. She noted that the Co-op Board meeting is not public and requested that no filming or recording take place. She also reminded the Board that she wants all opinions to be aired and heard, that process works best with civil discourse and recognition from the Chair, and asked participants to please wait for the Chair to guide the meeting. The Directors introduced themselves.

**Agenda Review & Changes**

**MOTION:** Brett moved to change the agenda, adding consideration of a GP2 policy revision.

Victoria seconded the motion.

**AMENDED MOTION:** Harrison moved to discuss consideration of a GP2 policy revision in detail at the January meeting.

Victoria seconded the motion.

**VOTED:** To replace the original motion with the amended motion.

11 in favor, 0 opposed, 0 abstained, 0 absent.

**VOTED:** To discuss in detail consideration of a GP2 policy revision at the January meeting.

10 in favor, 1 opposed, 0 abstained, 0 absent.

The motion passed.

The goal of the proposed policy revision is to make Board meetings intelligible to any Co-op member that might want to attend. The proposed policy revision, GP 2.1.6, would read: [The Board will ensure that:] *A suitable version of the Board packet be posted on the Co-op website at least two days in advance of the monthly Board meeting.*

Board response was mixed about whether to discuss the topic at the meeting; some did not feel adequately informed or prepared to hold the discussion, others understood the topic was to be part of the Communications Task Force purview. A consensus was reached to exchange position papers via email by year end, put background information into the January packet, and place the topic on that month's agenda.

**Co-op Stories**

Margaret was honored to cut the ribbon at the grand re-opening of the Hanover store; she enjoyed the many sampling opportunities at that party.

Harrison was sorry to miss the re-opening event; he is glad that bulk cleaning supplies are back in stock.

Victoria is interested in learning more about the National Cooperative Grocers, and believes that members and employees would want to be informed about the Hanover Co-op relationship with NCG.

John attended the Hanover and Upper Valley Food Co-op Boards' shared cooking class at the Culinary Learning Center last week. He said it was a really productive and fun get together.

Susan recommended the rotisserie chicken as a Co-op deal, high in both quality and value.

**Consent Agenda: September 28, 2015, meeting minutes, September 30, 2015, meeting minutes, and October 20, 2015, Share Redemption Request**

MOTION: Kay moved to approve the October 28, 2015, meeting minutes, and the November 10, 2015, Share Redemption request as written.

Brett objected to the consent agenda motion.

**October 28, 2015, Meeting Minutes**

MOTION: Brett moved to accept the October 28, 2015, minutes as written.

Susan seconded the motion.

VOTED: To accept the October 28, 2015, minutes as written.

7 in favor, 2 opposed (Brett requested that his name be cited), 2 abstained, 0 absent.

The motion passed.

There were questions about whether the formation of the Nominating Committee is in conflict with the Bylaws (no, it was not), whether the Nominating Committee discussion was accurately characterized (yes, it was), and whether the Board meeting start time on the Board packet calendar is correct (not germane to the motion).

**Share Redemption Request**

MOTION: Kay moved to authorize the redemption of the shares, as presented, in the Share Redemption Request dated November 10, 2015.

Susan seconded the motion.

VOTED: To authorize the redemption of the shares, as presented, in the Share Redemption Request dated November 10, 2015.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

**General Manager Update**

BOARD RESOLUTION for National Cooperative Grocers Agreement

MOTION: Benoit moved to authorize the General Manager to sign the NCG Agreement.

John seconded the motion.

John called the question.

Benoit seconded.

7 in favor, 3 opposed, 1 abstained, 0 absent.

The motion passed.

VOTED: To authorize the General Manager to sign the NCG Agreement.

8 in favor, 2 opposed (Brett requested that his name be cited), 1 abstained, 0 absent.

The motion passed.

It was noted that in the future, Board members should forward their questions or concerns about the National Cooperative Grocers agreement to the General Manager in advance of the Board meeting. Some Board members believe that the Board meeting is the forum to hold such discussion.

Terry also briefed the Board about his meeting with the Norwich Farmer's Market representatives about their lease renewal for the next five years. He said that the agreement relates to Co-op End 5, *Supporting a Vibrant Agricultural Community*. Board members asked to be informed about the organization's legal status, membership, governance, insurance, and financials. Terry agreed to report back.

Policy Monitoring

**EL 10 Architecture and Design (Terry)**

MOTION: Kay moved to accept the EL 10 monitoring report as in compliance.

Michael seconded the motion.

Brett called the question.

John seconded.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

VOTED: To accept the EL 10 monitoring report as in compliance.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

**Member Comments**

No comments were offered.

Policy Monitoring

**Guest Facilitator**

Margaret invited Dan Grossman to facilitate this policy monitoring portion of the meeting. When challenged, she ruled that as Chair, she has the authority to delegate meeting facilitation.

MOTION: Brett moved to overturn the ruling.

Harrison seconded the motion.

John called the question.

Susan seconded.

6 in favor, 5 opposed, 0 abstained, 0 absent.

The motion to call the question passed.

VOTED: To overturn the ruling.

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

The motion did not pass.

**B-GM 2 Accountability of the General Manager (Board)**

MOTION: John moved to take the B-GM 2 monitoring report off the table.

Susan seconded the motion.

MOTION: Brett moved that Dan desist from chairing the meeting.

Victoria seconded the motion.

Dan ruled the motion out of order because the Directors already considered and made a decision about the issue.

VOTED: To take the B-GM 2 monitoring report off the table.

8 in favor, 2 opposed (Brett requested that his name be cited), 1 abstained, 0 absent.

The motion passed.

MOTION: Margaret moved to accept the B-GM 2 monitoring report as in compliance.

Susan seconded the motion.

Brett called the question.

John seconded.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

VOTED: To accept the B-GM 2 monitoring report as in compliance  
10 in favor, 1 opposed, 0 abstained, 0 absent.  
The motion passed.

It was noted that if individual Board members violated the policy on occasion, the Board as an entity didn't authorize those individuals' actions. The General Manager asked what the Board intends to do about the recurring problem of Directors violating their own policy, noting instances when employees have been publically evaluated and maligned by a Director, based on limited knowledge and misinformation.

In response, Director Roisman asserted that former Director of Operations Tony White slandered him and hasn't personally apologized for that liable.

Dan ruled the accusation out of order.

Board member views differed considerably about the issue of whether they are doing an adequate job of enforcing their own internal policies regarding Board behavior. A Board member acknowledged that it is difficult to do so in the current climate, but noted that the real issue is what direction the Board will take to work together on behalf of the Co-op.

MOTION: Margaret moved to follow-up, as a Board, to investigate individual Director violations to the policy, at a time a method to be decided.

No one seconded the motion.

The motion did not come before the meeting.

### **B-GM 3 Delegation to the General Manager (Board)**

MOTION: The Board moved to take the B-GM 3 monitoring report off the table.

VOTED: To take the B-GM 3 monitoring report off the table.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

MOTION: Margaret moved to accept the B-GM 3 monitoring report as in compliance.

Kay seconded the motion.

VOTED: To accept the B-GM 3 monitoring report as in compliance

10 in favor, 1 opposed, 0 abstained, 0 absent.

The motion passed.

There was a brief discussion about whether the Board has been attending to its functioning with respect to its own policies.

The meeting adjourned at 8:30 p.m., then resumed at 8:40 p.m.

### **GP 5 President's Role (Board, Terry)**

MOTION: John moved to accept the GP 5 monitoring report as in compliance.

Kay seconded the motion.

**Executive Session (to discuss GP 5 President's Role, Board, Terry)**

MOTION: Susan moved to enter into Executive Session, inviting Terry Appleby and Dan Grossman, at: 8:47 p.m.

Michael seconded the motion.

AMENDED MOTION: Brett moved to invite Terry Appleby.

No one seconded the motion.

John called the question.

The amended motion was withdrawn.

VOTED: To enter into Executive Session at: 8:47 p.m.

8 in favor, 1 opposed, 2 abstained, 0 absent.

The motion passed.

MOTION: John moved to close Executive Session at: 9:51 p.m.

Tony seconded the motion.

VOTED: To close Executive Session at: 9:51 p.m.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

VOTED: To accept the GP 5 monitoring report as in compliance.

10 in favor, 0 opposed, 1 abstained, 0 absent.

The motion passed.

**Discussion**

**Succession Planning**

Michael said that the committee met last week. He outlined three phases of the search:

1. Screening, evaluation, and selection of 8-12 people to interview, including open meetings for employees and members to comment on ideal candidate qualities for GM selection
2. Committee recommends 3-4 people to the Board
3. The Board makes the final selection of the next General Manager.

The timeframe is to meet in late January, to document member input about the direction of the Co-op, and announce the next General Manager next June.

**Hanover Cooperative Community Fund**

MOTION: Susan moved to release approximately \$25K to the Twin Pines Foundation.

Harrison seconded the motion.

VOTED: To release the approximately \$25K to the Twin Pines Foundation.

9 in favor, 0 opposed, 2 abstained, 0 absent.

The motion passed.

Susan that the committee decided to release the rainy day funds to the Twin Pines Foundation because those funds were raised under the auspices of the HCCF and there are now other good ways for the Co-op to raise money for local emergencies when they occur.

**Upper Valley Food Co-op Liaison**

Sarah said that the representatives met and reviewed their individual co-op's Ends policies. All agreed to maintain contact, with a goal of holding a quarterly get-together for information sharing and discussion.

**Adjournment**

MOTION: John moved to adjourn the meeting at 10:06 p.m.

Brett seconded the motion.

VOTED: To adjourn the meeting at 10:06 p.m.

11 in favor, 0 opposed, 0 abstained, 0 absent.

The motion passed.

Respectfully submitted,

Eugenia F. Braasch  
Board Administrator

Harrison Drinkwater  
Secretary