

## SPECIAL MEETING MINUTES June 27, 2016

Special Meeting of the Board of Directors  
Hanover Co-op Food Store, Hanover, NH

**Present:** Michael Bettmann, Kevin Birdsey, Elizabeth Blum, Sarah Blum, William Craig, Harrison Drinkwater, Victoria Fullerton, Dana Grossman, Ed Howes, Kay Litten (by phone), Anthony Roisman  
**Absent:** Brett Tofel (joined by phone at 5:55; disconnected at 6:04)

### Call to Order and Introductory Remarks

Tony Roisman called the meeting to order at 6:03 p.m. and thanked Michael Bettmann and the rest of the Succession planning group for finding and recommending two excellent candidates for the Co-op's General Manager position.

### Participation by Phone

**MOTION:** Dana moved to entitle Board members to vote by phone during this special meeting.  
Liz seconded the motion.

**AMENDMENT to MOTION:** Michael moved that Board members who have attended both candidate interviews and this special meeting will be allowed to vote on candidate selection.  
Kevin seconded the motion

**DISCUSSION:** A board member suggested that it would be difficult to come to an informed opinion unless he or she had attended these sessions. Another board member said that, since there was little prior notice given to each of these meetings, and since Board members have access to candidate materials and discussion among directors, all Board members should be allowed to vote.

**SECOND AMMENDMENT to MOTION:** Kevin moved that, in order to achieve consensus, phone voting by any Board member be allowed in the event of a deadlock in selecting the General Manager candidate.

Ed seconded the motion.

**VOTED:** to allow phone voting by any Board member be allowed in the event of a deadlock in selecting the General Manager candidate.

5 in favor, 5 opposed, 1 abstained, 1 absent. The amendment failed.

**VOTED:** to allow voting on candidate selection to Board members who have attended both candidate interviews and this special meeting.

3 in favor, 7 opposed, 1 abstained, 1 absent. The amendment failed.

VOTED: to entitle Board members to vote by phone during this special meeting.  
9 in favor, 1 opposed, 1 abstained, 1 absent. The motion passed.

*(For clarification, the single abstention is a record of Kay Litten being present by phone, but not able to cast a vote until this motion passed.)*

### **Executive Session (to discuss a personnel matter)**

**MOTION:** Liz moved to enter into Executive Session at 6:50 p.m. to discuss a personnel matter and to invite Kevin Birdsey and Ed Howes, as employee directors, to participate in the session.

Bill seconded the motion.

VOTED: To enter into Executive Session.

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

**MOTION:** Liz moved to close Executive Session at 8:18 p.m.

Kevin seconded the motion.

VOTED: To close the Executive Session.

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

### **Selection of new General Manager**

**MOTION:** Ed moved to offer the General Manager position to Edward W. Fox

Dana seconded the motion.

VOTED: To offer the General Manager position to Edward W. Fox.

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

### **Adjourn**

**MOTION:** Liz moved to adjourn the meeting at 8:22 p.m.

Bill seconded the motion.

VOTED to adjourn

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

Respectfully submitted,

Harrison Drinkwater  
Secretary