

APPROVED



Council Meeting Minutes

Oct. 2, 2017

Council: Steven Farnham, Rita Ricketson, Alex Brown, Scott Hess (facilitator), Mark Simakaski, Carl Etnier, Marci Young (phone) Bertil Agell (phone, until 6:06pm), Ashley Hill

Staff: Kari Bradley, Stephani Kononan, Tim Wingate, Mary Mullally (arrived at 6:10)

Note Taker: Adrian Wade-Keeney

Guests: Elizabeth Mathai, Tom Kester

Begin Recording Part 1

5:30pm (0:00:10): Welcome, Agenda Review: Kari asked about council enrolling in a CDS program and adding communication measures around the bylaw. These will be discussed if time permits.

Community comments: None

5:34pm (0:03:42): Introduction of guests

5:35pm (0:04:13): Consent Agenda, equity and minutes of 8/28 meeting: Steven suggested edits at the top of page 3 regarding prepared foods. Kari will revise. Marci asked for revision to treatment of visitor guidelines. Reminder from Scott that suggestions should be given to Kari in the first week.

Carl moved to approve the consent agenda including the minutes as amended. Mark seconded. Motion passed.

5:39pm (0:09:12): Alex Brown: Council self-evaluation. Alex provided a brief summary of takeaways from the survey. Communication with Members is a potential topic for the Council retreat.

5:41pm (0:11:16): Kari; Union contract: Kari provided a brief summary of tentative agreements and reported that he was concerned about the union striking for the first time. Steven asked about the proposed additional step in the grievance procedure and training committee. Marci suggested starting the negotiations process earlier and Kari said that was an excellent suggestion. There were questions about the union leaves of absence and FY2019 reopener. Mark asks if this contract serves the co-op and if we should move forward and Kari said he believes it is. Lydia provided input on contract.

Ashley moves to have Kari enter into the agreement with the union based on the representations of the report. Alex and Steven second. Motion passed.

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6:00pm (0:29:15): Kari: patronage refund: Scott explained the finance committee's recommendation for a 50% retained /50% distributed split of the FY2018 refund and there was extensive discussion.

Steven moved "The Council approves a maximum patronage refund that would allow the co-op to use the total solar tax credit allowed for FY2017 and distribute 60% as a credit at the register, 40% retained". Carl seconded. Bertil signed off the phone in the interim. After much discussion, the motion failed. Initially, there were 3 Ayes, 2 Nays. After some delay, there was a third Nay, resulting in a tie. Scott broke tie with a Nay, so motion failed. Final tally: 3 Ayes, 4 Nays 1 Abstention.

Alex moved "The Council approves a maximum patronage refund that would allow the co-op to use the total solar tax credit allowed for FY2017, and distribute 70% as a credit at the register, 30% retained". There was no second.

Mark moved to accept as written by the finance committee. "The Council approves a maximum patronage refund that would allow the co-op to use the total solar tax credit allowed for FY2017 and distribute 50% as a credit at the register, 50% retained". Ashley seconded. The motion passed with 6 Ayes, 1 Nay, and 1 Abstention.

Carl moved to hold the membership equity investment level at \$180 and Mark seconded. All in favor, the motion passed.

6:25pm (0:56:12): End Report- Kari described the Ends as the Co-op's mission or purpose and the Ends report as showing evidence if we are making progress. Mary presented slides dealing with the environmental bottom line including electrical usage, carbon emissions, waste stream and organic product sales. Mary told us that our small solar array produced 0.7% of our usage. There were questions and discussion of future plans for equipment upgrades and solar development.

Tim presented financial slides including sales, local purchasing, current ratio, total equity, and liabilities:equity ratio. Stephani and Kari shared the social Ends slides which included membership, participation, workshop attendees, community giving, employee satisfaction and investments in other cooperatives.

Alex shared feedback and suggestions for improvement including tracking market share, actual impact on other co-ops, tracking member and customer needs and disconnect between growth in sales and membership. Steven requested more comparative data. Marci said she loves the report and would like to see more environmental information.

Mark motioned to accept the Ends report, Steven seconded and all were in favor.

7:10pm (1:40:52): GM Report: Kari provided an update on Morrisville Co-Op. There was discussion of eWIC benefits and a new prepared foods chicken program.

7:12pm (1:43:56): Break

Begin Recording Part 2

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7:28pm (0:00:57): G Policy Review: Mark provided comments to supplement the document he prepared. There was discussion of why G policies are written in positive as opposed to negative statements in the L policies. There was support for the Council to spend time next year further reviewing and possibly monitoring its performance (perhaps quarterly) with regards to the G and M policies.

7:40pm (0:15:00): Annual Meeting Agenda Recap—Kari shared some specific points from the agenda. Rita expressed concern regarding the bylaw presentation. It was decided that Ashley will moderate the bylaw section of the agenda and Alex will make the presentation. It was further decided that staff would send Alex's bylaw summary to The Bridge, Times Argus, The World, and VT Digger.

7:56pm (0:30:10): Officers: There is a need to appoint interim President and Secretary after the Council elections and prior to the next officer election.

Rita moved and Carl seconded that the vice president will be interim president and treasurer will be interim secretary after the Council election and until the next officer election. Unanimously approved.

There was agreement that the officer elections should be scheduled for the December Council meeting.

8:05pm (0:35:58): Staff Report: Lydia discussed process for staff approving the current contract proposal. She said several staff members have concerns with the Go Direct communication model and that others are concerned about a specific personnel issue. Mark said reports can be made directly to the Council president if an employee is not comfortable with other avenues.

8:12pm (0:46:28): Hunger Mountain Cooperative Community Fund: Kari shared that this year was more challenging for the committee, because there were more applications but less money. All 29 applications were strong and worth funding so the committee selected nine recipients

Mark moved, Ashley seconded and the Council unanimously approved the committee's recommendations for HMCCF grants.

8:15pm (0:50:35): Wrap up: Kari reviewed his list of action items. Carl noted how close we have come to the agenda and allotted time. Steven asked to increase Alex's stipend retroactively. After discussion Steven moved to increase Alex's stipend by \$600 but there was no second.

Steven brought up engaging with Green Lantern Group about solar installations. Steven agreed to introduce Kari and Robert from GLG via email.

Mark moved to adjourn, Carl seconded and the Council voted to adjourn at 8:27pm (1:02:10).

Action Items:

- Kari will report to Council when contract has been voted on by employees.
- Tim contacting auditor about patronage refund.

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- Kari update Annual Meeting agenda to have Alex present and Ashley moderate bylaw agenda item.
- Kari distribute Alex's letter to editor to Bridge, World, Times Argus and VT Digger.
- Executive Committee schedule officer discussion for November meeting agenda.
- Executive Committee schedule officer election for December meeting agenda
- Vice president assumes interim presidency between November 3rd and next officer election. Treasure assumes interim Secretary position.
- Followup on items in Staff Rep's Report
- Notify HMCCF Recipients
- Kari will buy/rent another wireless microphone for the annual meeting.
- November 4th - Co-op Café