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Council Meeting Minutes

January 8, 2018

Facilitator: Scott Hess

Note Taker: Michael Dougherty

ATTENDEES

Council: Scott Hess, Steven Farnham, Mark Simakaski, Bertil Agell, Jose Aguayo, Patrice Siergiey

Staff: Kari Bradley, Lydia Busler (staff rep.), Stephani Kononan, Kevin O'Donnell (dep. 7:32), Jay Wisner, Bettina Desrochers

Guests: Peter Turmelle, Stephanie Kaplan, Billy Donovan, Eva Schectman

1. Agenda review - 5:32 (Audio Part 1- 0:00:03): Three council members are absent.

2. Co-op Community Comments - 5:34 (2:11): Peter said the Co-op should be more proactive about promoting itself and pursue home delivery.

Stephanie Kaplan said it's important to have in-person meetings to discuss significant issues, especially related to bylaw changes. The management and council control the flow of information to members, but there are few mechanisms for members to communicate back to the council or with each other. Both arguments around the bylaw changes were not communicated this year - changes were presented as "housekeeping." Portions of the bylaws need to be clarified - Stephanie suggested forming a bylaw committee.

Stephanie Kaplan said she would like to see copies of the Co-op's contracts with NCG and CDS Consulting. She is concerned about the influence those two organizations may be having on the Co-op.

Billy has requested the NCG business plan but was told it was confidential. Kari said he believed the business plan was kept confidential to avoid revealing it to competitors. Billy asked whether there was discussion about warning the council retreat. The council will discuss it later in this meeting. Billy asked about Article 10 of the bylaws requiring notification of any policy changes and whether the council will provide such a notification after the retreat. Billy asked why the Full Scoop was no longer printed - Kari said cost of printing and mailing was a factor, and the online newsletter has grown to about 6,000 subscribers.

Billy asked about what steps have been taken towards the goal of expansion in the Co-op's business plan. Kari said that the language referred to the Co-op preparing itself for opportunities

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that may come along, such as e-commerce. Billy asked whether the GM's compensation decision was open to members. Stephanie said that the definition of "confidential" in the bylaws is vague, making it unclear what can be talked about in executive session.

3. Consent Agenda - 5:56 (24:44): Steven sent some late changes to the December minutes - mostly typos.

Mark moved to accept the consent agenda. Bertil seconded. Approved.

4. Staff Rep Report - 5:57 (25:24): Lydia said there is a response to the Treatment of Staff policies. The Safety Committee now has all departments represented. Staff reported that the holidays were smooth - adequate staffing made people feel safer and calmer. Lydia said staff see a number of evaluations, from management, the union, and each other. The union has suggested an independent, external process of evaluating. Staff are exploring ways to better communicate with the council, like a roundtable. Different departments plan to submit periodic reports on a rotating basis. Steven asked whether a standardized survey might help simplify the evaluation process.

5. Employee Concern Plan - 6:11 (39:36): Kari said the most important factor is to have a good relationship between management and the union leadership. At a housekeeping meeting, they will be reviewing all of the grievances from 2017 and the staff evaluation. A committee on training and professional development will convene. Management has considered moving the staff satisfaction survey to a third-party system, potentially to be selected by the council.

Peter asked how to find the tabulated results of the staff satisfaction survey. A summary report is sometimes published in the newsletter and is available to members on request. José suggested looking for ways to boost survey response rates. The union survey receives a much higher rate. The group discussed whether to use an online survey system, whether to allow anonymous responses, and how to solicit input from staff and the union on what questions they would like to be asked. Bettina asked whether both parties should be involved in choosing a consultant. Peter suggested polling members on the topic.

6. Treatment of Staff Monitoring - 6:33 (1:01:47): Kari proposed doing additional monitoring on the L2 (Treatment of Staff) policies, starting with L2.3 which focuses on performance evaluation. The system is designed so that all employees get evaluated on an annual basis. The Co-op offers managers training on doing performance evaluations. Lydia said staff want to be heard by managers and appreciated the opportunity to communicate problems. Jay said the evaluation format focuses on traits related to job performance, not the person. Managers are encouraged to emphasize development and future growth over documentation of past performance.

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Mark asked the group to consider whether the L2 policy was sufficient for the council to do their job to monitor the general manager. Kari explained the L2 noncompliances of past due evaluations and will report monthly until compliance is met.

7. Executive session - 6:50 (End of Part 1- 12:18:08): Customer concern

Mark moved to go into executive session. José seconded. Approved.

Break

8. Monitoring Report - 7:19: Kari reported on L9, the executive succession plan. Kevin is the designated interim GM and Tim Wingate is the secondary interim GM. Kevin discussed his hospitality and business background. (Tape recorder was turned back on- Part 2.) Kari said there is a list of functions required to continue business as usual. Management feels they are compliant with that policy. The group discussed inventory and cost of goods sold numbers. Kevin is also a CDS consultant specializing in prepared foods.

Mark moved to approve the monitoring report. Patrice seconded. Approved.

9. General Manager's Report - 7:32 (9:58): Sales have been strong over the past couple months. Weather may have contributed to a below-plan week last week. Kari talked about the project to replace the produce island. Two smaller islands will replace the old one. Wine shelving will move to the back corner of the front room next to the beer. The goal is to complete the project by the last week in February. Bertil asked whether this would help with prepared foods delivery options.

Co-op Conversations around member discounts are continuing. Meetings will take place later in January. The Co-op just finished employing its third intern from Montpelier High School's Community Based Learning program. Kari recognized Stephani Kononan's team for their work on the holiday grocery pack and food drive.

11. Annual Meeting Committee - 7:40 (18:55): Kari said Montpelier City Hall is the recommended location. Management is looking into ways to have members participate who can't attend in person - whether they can vote is still a question. Members will be polled on which day of the week they would prefer.

10. Council Retreat Committee - 7:48 (26:04): The committee recommends keeping the retreat in Montpelier. VCFA and the senior center are options. The recommendation is not to warn the meeting. Stephani Kononan and Jay are recommended to be invited. Michael Healy will be the facilitator.

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Stephanie Kaplan asked why the council would choose not to warn the meeting. Steven said keeping the meeting closed allows more time and freedom for participants to speak. Scott agreed that the retreat is the best time for council members to work privately on group dynamics. Billy suggested that members should have some input ahead of that meeting.

Patrice said new council members want the opportunity to use the retreat to learn from veteran members without interference. Steven suggested making public the portions related to long-range goals, committees, and projects. Kari noted that those portions are typically decided in the next council meeting after the retreat anyway.

12. Discussion: Future Staff Roundtable - 8:05 (43:08): Mark said there is a need to hear more from staff outside of formal council meetings. The council would have to figure out its responsibility to respond to what it hears. Bertil asked whether council members could participate or observe in a union meeting, if invited. Kari said that managing expectations about responding to issues will be key. Mark will prepare notes on how this meeting would go and what information from the session would need to be shared or responded to.

13. Member Information Requests - 8:15 (53:29): The Co-op's attorney issued a memo in response to Billy's request for financial documents. The articles of incorporation and amended bylaws are already available on the Co-op's website. Stephanie said there are documents that members voted on that are not reflected in the bylaws or elsewhere.

The group discussed Billy's question of why any financial documents would be withheld when the bylaws state that members have access to financial records. Steven said the Co-op's internal policies supercede the statute the attorney cites.

14. Wrap-Up - 8:33: The Council discussed action items, calendar and taking a council photo at the retreat.

15. Council or Community Comments - 8:37 (1:11:58): Steven said some members felt insulted at some of the interactions during the annual meeting, but he believes that the mechanism worked properly. He said that he was surprised to see the negative characterization that appeared in The Bridge.

Mark moved to adjourn at 8:40 (1:21:42). Steven seconded. Approved. Meeting adjourned.

Action Items

Kari - Research survey consultant and present options to the council at the February meeting

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Mark - Prepare notes on an informal meeting between staff and council members

Kari send Stephanie Kaplan NCG and CDS agreements

Kari send Peter Turmelle staff and shopper surveys from 2017

Kari and staff research options for staff survey consultant

Kari follow up on handicapped parking space issue and report back

Kari look into impact of new tax law on Roth IRA plans and notify employees as needed

Kari include update on nitrate ingredient issue in February report

Kari include question on annual meeting timing in shopper survey

Executive Committee consider governing policy regarding retreats G8.6

Mark will draft document regarding staff roundtable idea

Kari will send Billy Donovan attorney memo regarding member information requests