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Council Meeting Minutes

March 5, 2018

Facilitator: Scott Hess

Note Taker: Erin Galligan-Baldwin

ATTENDEES

Council: Scott Hess, Steven Farnham, José Aguayo, Patrice Siergiey, Eric Jacobson, Lydia Busler

Guests: Peter Turmelle, Eva Schectman, Paul Dickin,

Staff: Kari Bradley, Jan Tobias, Diane Stark, Kristi Smith, Jay Wisner, Stephani Kononan

Recording of Part 1 - started at 5:30 / Time in parentheses indicates time elapsed from beginning of recordings, part 1 and part 2.

5:30 (00:03:45) Scott Hess, facilitator, called meeting to order. Welcome and Introductions.

5:34 (00:3:58) Cooperative Community Comments: No comments

5:35 (00:4:09) Consent Agenda: Approval of minutes from 2/5 and equity refund requests. There were 2 requests for a total of \$360 in equity. **Steven moved, Pat seconded and the Council voted unanimously to approve the consent agenda.**

5:36 (00:5:08) Employee Survey Proposal - Paul Dickin from Cope and Associates, a strategic planning firm, gave presentation.

- Ambition for survey is to have a higher turn out so that employee voice can be heard.
- Need a design that encourages employee participation, confidentiality, plus adding focus groups.
- Took questions from council members and visitors.
- Discussion of how to encourage maximum participation. Acknowledged trust and confidentiality concerns of employees.
- Goal is to have 60% participation
- Gave overview of Cope and Associates
- What to deduce about non-participants from the completed surveys?
- Who comes up with the questions? It is a partnership between management and firm. Will work with what has been done historically and what needs to be done with results of test. Will carefully look at past surveys. Appreciative inquiry.
- Discussed staff feedback on management.
- Paul asked “what is of interest?”
 - Understanding how employees perceive the work experience at Co-op (Kari)

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- Staff satisfaction - wants staff to be as satisfied as possible. Staff can express pros and cons. Wants assessment itself to be assessed. (Eric)
- Does firm determine questions or does co-op management? What is the objective of hiring an outside firm? (Steven)
- Treatment of staff around policies and training (Kari)
- Fresh set of ideas and new directions
- How to get the actual truth and not just answers. What to do about employees who have concerns but reservations about expressing them? (Steven)
- Worked with Paul and it was a good experience (Patrice)
- José moved, Steven seconded and Council voted to hire Cope and Associates to conduct employee survey.
- Timeline given by Kari: March to design survey and first half of April survey will go out to employees and Cope and Associates will present results of survey in May. Timeline allows for council to look at survey content before it is administered. Round tables in March for staff input on survey.

6:04 (00:34:10) Staff Rep Report (Lydia)

- Council staff round tables
 - Missed past Friday because of son's illness, will be at future meetings
 - Reset
 - All staff safety training April 19-29. Including violence and robbery protocol.
 - Shared reports:
 - Products on the canopy (top of the shelves). There is a load limit but back stock products in baby products were cantilevered. Has been brought up over and over by members of the grocery team as a safety hazard. Product cannot be cantilevered over where people need to stand.
 - Concern over safety of the temporary wine shelving. Not stable because there is an incorrect end cap. Much concern and needs to be addressed ASAP.
 - Drilling starts tonight
- Appreciative inquiry focus groups are starting to meet. Wide spread anticipation to get more involvement for training for all staff and management
- Lisa Rochelle (staff guest) asked for closure on issue on the beer and wine issue brought up in meeting in December. Wants immediate revoking of the manager's status as designated interim GM, training on the margin and why it is important to community, and training for employees and protocol for delivery drivers along with a new written policy. Lisa is requesting an investigation into illegal activity.
 - Scott stated that he thought issue has been resolved and also stated that council has not investigated.
 - Lisa will send Kari an e-mail and council will follow up on policy that was adopted.
 - Eric stated that issue was discussed in executive session 3-4 months ago but that it was not communicated to staff. Acknowledges that communication needs to be improved between council and staff.
 - Kristi stated that there is a feeling among staff is that if it had been anyone of the bargaining staff that they would have been fired. Unfair treatment.

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- Scott stated that the council are not at liberty to talk about disciplinary action.
- Jay shared that an employee can share details of disciplinary actions, but the managers cannot provide any information under any circumstances.
- Lisa wants more than a “harsh talking to.”
- Scott pointed out that it is not a council issue, but instead a personnel issue.
- Member of staff is going to ask to be added to the April agenda to formally report a violation of treatment of staff after a medical leave was approved. Individual will send an email.
- Scott asked if staff round tables were worthwhile. Lydia said that they did go well. The biggest request was that they not occur if Lydia needs to be absent. 2 more this month and then one for management. Kari clarified that employees need to clear with manager but participation in round tables is on paid time.
- Steven asked if we can have clarification on whether or not illegal activity took place. Does not want to violate confidentiality.
- Lydia sent statutes. Encourages going to a legal source in department of liquor.
- Kari suggested executive session. Eric suggested that it be addressed tonight in a brief executive session. Scott agreed.

6:31 (1:01:06) Treatment of Staff Monitoring - L2, 2, 2.2

- Policies and Trainings
 - Working on update to employee handbook. A priority for this year, delayed but is still a goal for that year.
 - Training in an important ongoing function. Working on it joint management training committee. Research and recommendations for a formal ongoing training program. Focus on identifying different management pathways. What do people want to learn and grow into? Hoping to have training in place in the not too distant future.
- Scott: staff round tables will occur on Wednesday, March 14 and Saturday, March 24 at 1:00pm. Managers only round table Thursday, March 22.
- Steven made a motion that this report be revised and changed before it is accepted.
 - In June monitoring report more than 1% low budget. December monitoring report of unfavorable report.
 - There is exact criteria for what is compliant and what is noncompliant. “We have a policy and we need to interpret it properly.”
 - Policy states that paid staff and volunteers should not be subjected to unfair, disrespectful or unsafe conditions. 25% on one question were unsatisfied. 32% on another question were not satisfied.
 - Scott asked if council should review policy. Steven felt the operational definition does not accurately or fully interpret the policy and address the criteria specified in the policy; he thinks that council cannot say that it is compliant.
 - José pointed out that hiring a firm will help with the issue.
 - Kari explained details of the reporting.
 - Discussion
 - Eric stated that co-op needs to be 100% compliant in no discrimination on race or disability. Question could be changed. It is not an opinion.

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- Lisa stated that there is a question on the union survey: “do you see your fellow employees being treated unfairly?” Important how the question is asked.
- Steven is concerned that the research and data that is the basis of the monitoring report are not deep and thorough enough.. Could say that “no more than 5 will come back with dissatisfaction with treatment.” Wants it to be more specific.
- Scott: living document that could be daily changed. Proposed a committee be formed to look at policy.
- Steven “If we hire this man (Paul) than what good is it if we don’t look at what is presented?”
- After discussion Scott seconded the motion. No vote.
- Scott suggested that report is not accepted. Action item. Does not need to be voted yes or no. Could be tabled. Could be addressed in future. Kari said he could work on new report for April or wait until May when a new survey is conducted. Scott suggested that report be addressed very soon.
- Jay stated that there had been no complaints of harassment and discrimination.
- Scott stated that any complaints should not be taken to the council but should be taken to the HR manager. Discussion of harassment definition based on protective characteristic.
- Paul stated that there could be a design flaw in survey which changes the meaning of the data.
- Eva stated that two months ago at council meeting visitors reported on harassment within a specific department. Asked if a difference in power is a protected class? Jay answered that it is not technically harassment.
- Steven stated that council should “not be bogged down in semantics about what is legal and not legal.” Worries that the wrong message is being sent.
- Lydia asked what are protected groups? Jay answered: Religion, Veteran status, Nationality, Place of Birth, Disability. Gender, Race, Ethnicity.
- **Scott took vote on motion to accept L2. L2 did not pass. Motion not accepted.**
- José wants to wait until May to look at data
- Kari wants to review data in April - council agreed
- Kari suggested no new committee, but will bring revised report to executive meeting. Will send agenda to entire council and will invite whole council. Meeting planned for March 20.

7:06 (1:35:00) Member Tammy Leno (guest/member) talked about safety of employees, members and customers. Stated that co-op was in violation because of Wifi used in the building.

- Scott pointed out that member comments had already passed.
- Tammy read reports and discussion ensued.
- Eric stated that she raised a very big issue in the middle of a meeting and cannot be dealt with in this format. Can be addressed at a future time.
- Scott stated that 3-4 years ago a presentation was made about this same issue.
- Kari asked for copies of Tammy’s information to share with council

7:12 (1:42:00) Financial Report: Q2 FY2018- Kari provided a brief overview of the second quarter results including social and environmental metrics. Sales growth was strong at 4.7% over the same quarter prior year and the co-op had positive net income and an employee gain share. Cash flow was negative but the balance sheet remains strong.

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7:21 Break

7:31 (00:00:00) Meeting reconvened

7:31 (00:00:25) Reports L5 Financial Condition, L7 Protection of Assets (Kari)

- Non compliance reported based on public image. One per month of negative press in media since September
- José stated that co-op has no control over what the public writes in public. Wants non compliance policy to be reviewed.
- Response plan in place - Kari's response piece will run in next month's issue of The Bridge
- Plan focus is on different ways to communicate throughout the calendar year that coop is doing good things and is addressing concerns.
- Current with employee performance and evaluation
- Scott made correction to page 14 of Monitoring Report (34 of packet). Needs to read "we have been a customer for over 10 years.
- Patrice moved, and Steven Seconded. Report accepted.

General Managers Report (Kari)

- New produce islands in place by end of week
- Shopper surveys are out
- Patron refund will be out to mailboxes soon. Can be claimed as a credit at the cash registers. Fund can also be donated to community fund.
- CCMA - interested? Let Scott or Kari know. 3 individuals will go. No staff. Scott, Steven and Patrice.
- Cart at handicap parking area is being addressed. Issue discussed. Managers on duty will leave cart at spot during each shift. Eric is hoping for a more permanent solution. José suggested a label on the cart.

WIC Retailer Program (Kari)

- Technology solution. New credit card processor. Now can accept WIC.
- New roadblock: not able to fully comply with vendor guidelines without violating coop policy. Artificial ingredients. Will an exception be made? Very limited list of products that must be sold.
- Anything coop takes out to offer space for new product takes away a product already in place.
- Can use "WIC Basic Program" and emphasize "Co-op Cares Program."
- Possible to partner with other organization to advocate with more reasonable guidelines for WIC so that co-op can comply.
- Scott stated that it might not be worth the backlash to offer WIC.
- Kari stated that co-op had been considering a new distributor in order to have access to WIC products.
- Patrice asked if council had heard from members that they wanted WIC? Kari explained that Co-op used to have WIC, then in 2016 the whole program changed and now there are

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new guidelines. Co-op wants to participate and has heard from members saying that they want to participate.

- José suggested a letter to members clarifying coop decision.
- Eric asked if co-op can match WIC benefits on a different Co-op program? Can something be developed? If they show card, can they be given a discount? Kari clarified that card swipe needs to be anonymous?
- Eric wants a program alternative. Kari clarified that Co-op does have alternative: Co-op cares and Basic Program
- Scott stated that it would be harmful to co-op image to announce that it does not honor WIC.
- José said to break relationships with local companies in order to honor WIC would be detrimental.
- Eric pointed out that people might not benefit from just a discount.”WIC is offered at the Farmer’s Market.” Not sure if that is true. Will look into it.

Vision/Communication Committee Charge

- Proposed charge in packet. Executive committee met and discussed that Vision and Communication are two different topics and should be discussed separately. Executive committee can focus on Communication. Vision Discussion: Limited goals for the next 5 years.
- Eric: Long Term Vision? Difference between business plan and vision. Not the best idea to go toward business plan. Wants to focus on values and be more general.
- Kari - mission statement? Vision Statement? Values Statement? Scott stated that it will be worked on with PR firm. Firm will provide a communications plan. Will give coop a set of strategies about how to address vision and values. Consistent message.
- Eric: wants time to look at the big picture. Referenced the “Cheap Art Manifesto” from Bread and Puppet.
- Lydia: at retreat values were discussed.
- Diane: “It’s like family.”
- Agreed to separate Vision and Communication. Committee name will be changed to “Vision.”
- Jay read definition of Mission: “Strategies” / Vision: “Future”

8:07 (00:36:15) Bylaw Committee Charge (Scott)

- Karl and Steven on by-law committee
- Does council want to investigate a by-law change? When? 2018 or 2019 annual meeting?
- Council and non-council members?
- How do we vet the composition of the committee?
- Number of council members?
- Michael Healy - March 21 conference call - can discuss by-law composition. Michael has suggestions. Hour of phone meeting can be devoted to by-law discussion.
- Steven: Vetting? Needs to be discussed. Something substantially well prepared by 2018, inform members, gather info and then bring proposal in 2019. Changing meaning and intent as little as possible. Need to create a document that is well organized and not confusing.
- Eric: does not want to change by-laws. Thinks it is fine. Even with ambiguities thinks that by-laws are fine and energy should be spent on other issues.

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- Steven: thinks momentum was started at last annual meeting and people think that by-laws are “a mess” and need to be addressed.
- Scott: “ they need to be cleaned up... substantial changes for the health of the organization.”
- Steven wants by-laws that are easy to read and understand without being confused.
- Patrice: “should not be swept under the rug... things need to be updated.”
- Eric: “there are conventional and unconventional levels of ambiguity in law. The ambiguity in the by-laws are conventional. Does not require a change”
- Lydia: “if you took this council and 12 random members of the membership and you did a straw poll, would they come up with a consistent reading of the by-law?” José answered: “ambiguity is a given. There is always a group of people who are not going to agree.” Steven: “There is a certain amount of ambiguity in expertly written documents. These were NOT expertly written documents! With a couple of apparent misunderstandings, there is no question in my mind that the by-law proposal last meeting was very clearly written. I want the average member to read by-law and know what the hell it means.”
- Kari: Cost benefit? Risk and Reward? “Practical matter: Does this council want to take on this matter NOW?”
- Steven suggested reaching out to most vocal members at the annual meeting. Scott pointed out that 8500 members were not at annual meeting.
- Steven moved, Pat seconded and Council voted 3-1 to establish a bylaw committee to move forward with bylaw change revision proposal. Full council meeting over the next month to talk about makeup of committee, timeframe of a deliverable.
- Chartered that was proposed but council did not vote on charge tonight. Council voted to form a committee instead of voting on charge.
- Eric motioned that discussion be made in committee. Scott wants council to weigh in, can charge executive committee.
- Kari suggested: committee write a report to be brought to council. Agreed.

8:30 (00:58:25) GM Evaluation Committee

- Kari: We will do what we did last year. Inclusive and involves lots of inputs.
 - Karl, Mark and Scott will serve on committee.

8:31 (00:59:20) Recruitment Committee

- Patrice and Kari met. Will work on plan similar to last year. Discussed plans of action. Letter to the media. New idea: Buddy system: every council member invite another member to come to a meeting or event in order to get more people involved.

8:33 (1:01:12) Executive Committee

- Roundtable
 - Two in Feb. Went well. Large groups.
 - Scott will attend all of them and invites council member to attend one each.
 - Productive. Very positive. Suggestions were fruitful and constructive.

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- Lydia: “it is REALLY a good idea for council members to rotate. Not a good idea to have same person at each person.”
- Diane: “need to work on time management so that everyone can have a chance to speak.”
- Email will be sent to council to give dates. Better advertising.
- Diane: “staff would like to get notes on the round table meetings.” Kari’s idea: “send notes to Lydia and she will send them out.”
- Roundtables are always anonymous
- Facilitation
 - Conversation at executive committee. Idea that there be only two facilitators. Mark and Scott only.
 - Steven stated that decision should be made when full council is present
 - Discussion tabled
- Guest Policy
 - #10 - change: if meeting runs beyond 8:00 guest gets escorted out. To clarify “as store is already closed.” To give reason.
- More
 - Kari: proposal to update the December 4 meeting notes. After Mark reviewed the tape. Eric motioned and José seconded to update minutes. Motion carried.
 - Planning to host member meeting. May 15 or 16? Date depends on venue. Will work to plan.
 - Proposed change to G.9.1.2 (bottom of page 51). Council president “WILL receive a stipend” to be changed to “MAY” receive a stipend. Scott: “it’s a bonus, not a stipend.” Discussion ensued. Is the stipend a means to appraise their performance? If president isn’t performing, should they be unpaid? What if there are not enough funds? Should they be voted out as a means of appraising performance? Vote - wording to be adopted and remove “gift card, change from “February” to “October” **Steven moved, José seconded and Council voted to revise policy as recommended.**
- Wrap-Up: Actions, Communication, Calendar, Evaluation
 - Steven: “Thank you for your forbearance” referring to a point being made earlier in the meeting. Has a lot of respect for Kari and the work he does.
 - Eric: brought in compostable bag used at Onion River and City Market. Wants to start using new bags if it is not too expensive.
 - José: idea of shopping bags available for purchase at the checkout?
 - Kari: “Will VT Compost or Grow take the bags?” “Chittenden County has the means to compost.”
 - José: Can we find a cloth reusable bag that is acceptable?
 - Stephani: “We have one... but it is a \$12 bag.”

8:56 (1:25:16) Steven moved, José seconded and the Council went into executive session including Kari, Lydia and Jay to address a personnel situation.

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The Council came out of executive session. **José moved, Eric seconded and the Council voted to adjourn at 9:57pm.**

Action Items:

Kari will publicize March Roundtable sessions.

Kari will invite entire Council to executive committee meeting and send revised L2.1 interpretation out ahead of time.

Kari will finalize roundtable dates with Scott and email to Council.

Kari will update and publicize Council guest policy.

Kari will confirm date and location for Member meeting.

Kari will investigate compostable produce/bulk bags.