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Council Meeting Minutes

May 7, 2018

Facilitator: Mark Simakaski

Note Taker: Robyn Joy Peirce

ATTENDEES:

Council Members: José Aguayo, Ashley Hill, Dr. Eric Jacobson, Scott Hess, Carl Etnier, Steven Farnham, Patrice Siergiey, Mark Simakaski, Bertil Agell (By PHONE until 7:15)

Staff: Kari Bradley (General Manager), Lydia Busler (Staff Rep), Jay Wisner (HR), Robyn Joy Peirce (note taker), Lisa Rochelle (dropped in during Staff Survey presentation)

Guests: Billy Donovan, Jules Rabin, Helen Rabin, Roman Kokodyniak, Mark Hage, Robert Lehmert

Begin Part I Recording

(5:32) (0:00:21) Scott welcomed everyone and requested guests to sign in and take a “guest policy” sheet

(0:02:00) **1. Agenda review, time allocation, guest policy review (discussion led by Scott)**  
Eric proposed setting up Ethics Committee during “Other Business” and Scott approved. Steven offered a correction to minutes on page 3.

(5:36) (0:05:09 ) **2. Cooperative Community Comments: BDS Movement (presentation by Roman, Jules, Helen)** BDS-Boycott Divest and Sanction, presented by Jules and Roman. Roman asked if the Co-op has ever addressed the issue of boycott based on region and requested that the Co-op consider taking a position on Israel-Palestine conflict to raise awareness and affect change. Scott thanked the guests and offered the potential to form a committee in the near future to explore this further.

(5:52) (0:20:19) **Agenda Items #3 and #4 will be moved to follow #5** Robert Lehmert, member, introduced himself as a developer for Green Lantern Solar and asked to make comments. Scott moved this to after agenda item #5

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(5:55) (0:23:04) **5. Employee Survey Presentation by Paul Dicken and Leah Schulz of Cope Associates** Leah provided initial findings of staff survey with more to come after data is fully analyzed. The response rate of 62% was considered good and employees provided a large amount of text in addition to rating information. Trust is a key theme that Cope will explore further in focus groups. Paul and Leah answered questions and there was discussion of the results and the survey process.

(6:32) (0:59:47) **3. Cooperative Community Comments** Robert Lehmert presented information about his company Green Lantern and reasons for the Co-op to pursue solar development. There was discussion of forming a committee to explore further. Kari will call a meeting with Robert and staff and invite any Council members who are interested to attend.

(1:13:30) Scott requested all council members turn in GM Evaluation forms.

(6:48) (1:15:00) **4. Consent Agenda: Approval of minutes (4/2), Refund Requests**

**Mark moved to approve the consent agenda, Carl seconded and the Council voted to approve.**

(1:16:39) **6. Shopper Survey Presentation/Discussion presentation by Kari**

Kari gave a detailed PowerPoint presentation of data from the 2018 shopper survey on topics including demographic, satisfaction and preferences. Next steps will include sharing with members through eNews and Dinner and Discussion. Council discussed demographics, encouraging younger people to join, generating loyal shoppers, prepared foods trend, and need for creative satellite offerings.

*BREAK*

Begin Part 2 Recording

(7:23) (0:00:09) **7. Vision Committee: May 22 Member Meeting Discussion led by Scott** Kari reviewed agenda for upcoming dinner discussion and encouraged Council members to sign up or inform staff if they plan to attend. Local elected officials have been invited to the event.

(7:26) (0:03:46) **8. Bylaw Committee: Charge Vote** Carl reviewed bylaw committee charge that Mark drafted based on previous discussions. Amendment were offered regarding Council advice and consent on committee members.

**Mark moved to accept with changes, Patrice seconded.**

**After a discussion, Ashley moved friendly amendment proposed to strike “without making significant changes to the meaning or intent of the current bylaws if possible.” Carl seconded.**

**After more discussion, Mark called the question.**

**The Council approved the amendment. 4 in favor, 4 abstentions, 1 absent**

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**The Council voted to approve the charge. 6 in favor, 2 abstentions, 1 absent**

(7:44) (0:22:24) **9. Finance Committee: Governance Budget, Investment Policy, more Discussion led by Kari & José** The Committee presented its proposed governance budget and there was discussion of funds for member engagement.

**Mark moved to approve budget, Ashley seconded and the Council voted to approve.**

(0:29:25) Kari presented the committee's proposal to make an unsecured member loan of \$25,000 to Onion River Co-op at 2.5% annual interest for 7 years. There was discussion of ORC's financial situation, HMC's cash position, and risk/benefit analysis.

**Carl moved to accept recommendation of finance committee, Ashley seconded.**

**Mark moved to call the question, Carl seconded and the Council voted to call the question.**

**Council voted to approve the loan to ORC.**

(0:38:57) The Committee has reviewed the Co-op's investment policy and recommends not removing cash from TDBank North as previously requested. There was extensive discussion of the Co-op's capacity to analyze the financial institutions we work with, the basis we would use for evaluating and the fiduciary duty to protect the Co-op's cash. More discussion will follow with possible formation of ethics committee. The topic of debt retirement was deferred until next month.

(8:10) (0:46:26) **10. GM Evaluation Committee Discussion led by Scott** Scott reviewed the process for this year's GM evaluation. Council members were asked to turn in their survey forms and there will be an executive session in June to summarize the findings.

(0:47:13) **11. Staff Rep Report Lydia Busler** Lydia discussed well-attended safety trainings that included presentations from the Green and Appreciate Inquiry teams. The Union is requesting for union members to file incident reports faster.

(0:50:39) A Kitchen Assistant Manager was hired, the union is concerned about adding another management position and the kitchen staff is happy with the hire. There was varied response rate to the staff survey with some distrust because of personal email use and an anti-union rumor. Kari admitted that personal emails were shared without permission but that Cope is not sharing, retaining or using them for any other purpose.

(8:20) (0:57:15) **12. General Managers Report Discussion led by Kari**

In addition to his written report, Kari shared that Elly Wood is the new HR Assistant, there was a power outage late Friday night, Scott and Kari held a Coffee with Council session, CCMA conference is upcoming and planning for a staff party planning is underway.

(8:24) (1:00:30) **13. Wrap-Up: Actions, Communication, Calendar, Evaluation Discussion led by Scott** There was a review of action items. Ashley mentioned that Montpelier City Council invited

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Co-op to present on local food system impact. Kari noted that Michael Dougherty will stop taking Council notes after the June meeting.

Carl referred to visitor policy drafted by Mark and that it works well.

(0:05:09) **14. Council or Cooperative Community Comments-** Omitted.

(1:05:09) **15. Other Business** Eric proposed forming an Ethics Committee, saying Community Comments are meant for comments, not discussion, so we are not structurally able to respond or follow up. There was discussion of the purpose and value of an ethics committee. Kari recommended forming a group to meet and discuss whether a committee should be formed and to follow up with the Members who presented on the BDS movement. After discussion it was decided that Kari will put out email call for an ad hoc group to discuss a possible ethics committee.

(1:20:26) Steven asked about the L2 monitoring report. Kari said that it was decided to delay that report until staff survey data is available. The L2 report will be on the June 25 Council meeting agenda.

(1:22:14) **Mark moved to go into executive session to discuss a personnel situation, Ashley seconded and the Council approved.**

**The Council left executive session at 9:24pm and adjourned.**

**Action Items:**

Follow up on Survey Raffle prize	Kari
Set up a meeting with Green Lantern	Kari
Update bylaw committee charge	Mark
Incorporate governance budget into FY2019 budget	Kari
Execute ORC loan	Kari
Call group to consider process for ethical issues that are raised, meet with BDS group	Kari
L2 report on June 25 meeting	Kari
Schedule presentation at City Council	Kari