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Council Meeting Minutes
June 6, 2016
Facilitator: Rita Ricketson
Note Taker: Lilly Feldman

In attendance: Ashley Hill, Kari Bradley, Les Snow, Tyler Strange, Carl Etnier, Steven Farnham, Marci Young, Alex Brown, Scott Hess, Rita Ricketson

Meeting called to order by Rita – 5:35pm

Housekeeping by Carl – asked for permission to record meeting. Board in agreement.

Marci mentioned that she needs to leave early due to logistics, requested that agenda item #7 be moved to later in the meeting. Alternate proposal to move item #15 up to #6.5. Board agrees to move item 15 to directly after the break (item 8).

Cooperative Community Comments- Les Snow – member of the coop for less than a year, but longtime member/board member at Plainfield coop. He is taking classes through St. Mary University in management. He is using Hunger Mtn. as case study coop. Has been working with Kari and staff. Currently enrolled in management innovation class – interested in applying these principles to help the coop “take on a challenge that [it] is facing”. One example would be increased candidates for council positions. He is here to ask the council where they’re at with the current round of recruiting. He will be working with the nomination committee, on issues such as - are there especially good motivators/ strong demotivators for people to run for the council?

Consent agenda (5:45)- Rita noted additions to minutes from previous meeting. Scott moved to approve the agenda. Marci noted that Michal did an exceptional job at the Vermont Pesticide Advisory Council representing the Coop’s stance against the railroad spraying herbicides nearby. She noted that she would like to take action on this. She added that she would like to emphasize the importance of staff participation in surveys by having it be a paid staff job expectation. Kari said that he thinks this reflects what was said at the meeting. Marci moved that the minutes be amended to include the suggestion that paid staff expectations are changed to include filling out the form. There was discussion about the difference between the suggestion being making the survey mandatory and making it strongly encouraged.

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The board agreed to amend the minutes to “Michal thinks and the council agrees” in the first sentence.

Rita and Marci discussed whether the action steps from the previous meeting were clear enough. Kari said that it was “still in committee”.

Scott moved to approve the minutes of meeting 5/2 with amendments. Alex seconds. Motion approved unanimously.

Marci moved to accept the minutes of meeting 5/10. Alex seconds. Motion approved unanimously.

Marci proposed that the employment policies of the Coop include language specifically about bullying. Marci mentioned that several incidents have come up in the past few months. Rita added that it was her understanding that although an issue has come up multiple times, it might be a single incident. Kari clarified that this incident is an ongoing allegation. Kari requested that this item be tabled until the executive session (Marci agreed).

Steven noted that the point here is to discuss the minutes, not their substance. He clarified that although the minutes accurately reflect discussion, he would like further discussion of the phrase “substantial input and participation from staff”.

Alex clarified for Steven that this phrase is meant to reflect that employees have substantial input on policies but that there is disagreement on L.2.1. **Further discussion on policy L.2.1. and its interpretation is warranted, as agreed by the board.**

Nominations Committee- Marci explained the two-pronged approach of encouraging applicants to the council – recruiting specific members and reaching out to other organizations to look into their steps for recruiting board members.

Marci asked about the idea of making a “steps” guidebook to running for council, similar to the way it’s done at City Market.

Carl noted that four of the council members are new this year, and emphasized that he values both new blood and continuity.

Scott noted that promotion is a great idea, recruitment is a great idea when it’s across the board, but he is opposed to a nominating committee where they recommend the slate. His issue with this is that it might encourage highly specific recruitment (e.g. accounting firm outreach) as opposed to widely distributed recruitment. He doesn’t think the council should be looking for specific skills.

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Alex said that she supports the fact that the board does not have specific requirements such as retail/business experience. She stated that she doesn't think it's a problem to be missing any specific skillset because of the broad range of Council backgrounds.

Carl noted that personal contact is a great way to promote the position in addition to mass marketing.

Steven noted that writing up the power point from last year's prospective candidates would be helpful. He added that many people end up serving simply because someone asked them to.

Rita added that this was not the case with the vacancy. Ashley agreed.

Tyler added that perhaps personal outreach would only be necessary in a case with not enough candidates and that maybe this action doesn't need to be taken unless it is deemed necessary on a case by case basis. Kari noted that this may not work because applications often come in at the eleventh hour.

Ashley clarified that in the case of an election with more vacancies than candidates, an individual will be appointed.

Discussion of whether or not it's appropriate/a good idea to reach out to people individually, and the difference between the board seeking out a specific person/skillset, and reaching out to a community member on a personal level.

Steven moved to approve the idea of using the Onion River Coop's model to recruit applicants. The board agreed that they like the idea of the model and would like to see specific components of this plan for the next meeting.

Marci asked about putting out a specific skillset "wish list" for candidates. Ashley responded that she feels that this would be demotivational for some applicants and that a description of the role and responsibilities would be more appropriate and less discouraging. Rita added that she thought that in the previous selection process, it was very positive to have a broad range of skillsets and backgrounds on the slate, and that this might not have been the case in response to a specific list of desired qualities.

Alex said that she feels that instead of recruiting by attributes or qualifications, it would be better to recruit by promoting the position and encouraging more people to want to apply.

Tyler noted that specific goals for candidate numbers relative to positions open would be helpful (e.g. board goal to have twice as many candidates as positions whenever possible). The board agreed.

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Alex reiterated that in general the problem is too few candidates, not too many, and that therefore the board shouldn't worry about generating a surplus of candidates because it is unlikely to turn into a more serious problem than the current deficiency.

Les offered to work with the nominating committee for the next two weeks to develop innovative strategies to increase candidate numbers and member participation in elections. He would also be able to follow up with the committee through implementation of these strategies. He added that he thinks that having a large surplus of candidates for the open positions would be a positive thing, and that generating interest in serving on the board would be good.

Carl mentioned that he likes the way E. Montpelier runs select board elections – often re-elections are unopposed, and he believes that this is due more to satisfaction than apathy. He thinks that there was strong satisfaction with Tony Klein in the representative position, and this led to a large number of candidates when Tony decided not to run. Kari responded that on the voter side, it can be a problem in breeding apathy and a sense of “why bother”. He added that it's important to demonstrate the coop's commitment to democracy through having multiple candidates for elections.

No slate, no specific skillset-based recruitment. Committee will meet, with Les if possible. The Coop will pursue development of a reward system based on City Market's model of using onions on ballot materials to indicate completion of certain steps deemed helpful in preparing to run for the board.

Member Meeting Update- Member meeting planned for 6/29 – planned to be in attendance: Tyler, Carl, Steven, Marci, Alex, Scott, Martha.

Instead of Allison Levin, Matt Levin will be representing Central VT Gleaning at the special meeting later in June.

Introduction to themes of member meeting by Kari – focus on hunger in the area and solutions to this problem, particularly relating to affordability and prices. Kari asked the board if there were any concerns/suggestions. Marci asked if they'd asked for RSVPs – Kari said yes, and they were anticipating around 100 guests. **Carl suggested paid advertising on FPF in Montpelier and surrounding towns. Scott suggested each board member posting on their local FPF to increase visibility.**

Rules Committee – Carl said that he would save his statements for the round table discussion.

Cooperative Summit Report- Kari and Ashley attended the association of Vermont coop summit report meeting. Kari recapped what happened at this meeting, including gubernatorial candidate forum. Noted that the coop will be incorporating an “affinity credit card” – a branded credit card – to avoid fees through working with

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a local credit union. This article is in the business plan and will be discussed further on 6/27/16.

Roundtable discussion- speaking with one voice policy.

Scott feels very strongly about this policy – the policy is about respect and backing up the decisions that were made. It refers to not doing anything adversarial against decisions (e.g. writing an op ed in the paper, or verbally grandstanding against the council). This is for macro decisions, and not getting into the weeds about small things.

Tyler said that he interprets the one voice policy not as all council members agreeing, but as any council member being able to explain to a third party the decision making process, majority and dissenting opinions, and that such statements would be agreeable to any member of the council in order to promote a unified and honest front to the community.

Alex said that this policy is in place because the board is a committee, not a group of elected officials. Therefore the goal of the board is to protect the entity and keep it adherent to policy. Therefore speaking in one voice is necessary because the board speaks as an institution, and that the group must be in agreement before any step could be taken. The policy is essential because the board speaks as the Coop, not as a group of individuals. One voice does not apply to small ticket items (such as how many meetings/year to have) but should be a barrier to action steps involving financial or member involvement because the board needs to talk as if it was one entity in order to best represent and protect the coop as a whole. She thinks that the business should not be able to move forward with a decision unless/until the board is ready to move forward with one voice, because big decisions cannot turn into internal controversy after the decision point.

Carl thinks that there is an important difference between decisions that the council makes, and recommendations that the council makes for action. He brought up a potential scenario resulting from the one voice policy in which a council member up for reelection might need to communicate their true stance on issues to members, but this policy could prevent them from doing so. He is unsure of how to remedy this issue.

Steven is curious about where this concept originated. He read more information about the one voice policy and its specifics. He noted that what he read is only written for the situation of a board making a decision and bringing it to a CEO. He added that it seems to be a disservice to the members to present only a unilateral viewpoint and not include the dissenting opinions formulated during discussion.

Rita said that in a case where there is thorough and vibrant discussion on an issue, it is the council's responsibility to support each other and the decisions made, out of respect for individuals and for the majority decision. She doesn't see any issue with

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acknowledging dissenting opinions but does not think it would be appropriate for any member to undermine the respect of the council or the members.

Ashley said that she sees this policy as a way to clarify the council's statement on decisions – to include majority and dissenting opinions explaining what the issues are, what the opinions are, and why they are held by different council members. She added that to use derisive or divisive language is not conducive to the goals of the coop or the council, and that this policy can be used to explain clearly what decision was made, of what discussion, and why (using a comparison with supreme court decisions).

Carl added that a sense of unity is important in these situations.

Marci added that it's not just the loudest voice that is heard, but it's the firmest stance that is heard. She would like to go around and hear from more quieter voices, and encourage especially dissenting opinions to stand strong and not be underrepresented.

Kari reiterated that in his opinion, the principle is of supreme importance, and that it's imperative that the council speak in one voice. He does not want to sacrifice transparency or honesty in presenting decisions or opinions, but that the council has authority only as a group, not as individuals.

Scott responded to Kari, noting that the consequences or pros and cons of the issue were presented in last year's member meeting and that he felt that a concerted effort was made to represent both sides.

Steven asked Ashley what the difference is between explaining why you voted how you voted, and offering a dissenting opinion. Ashley responded that in her view, a dissenting opinion is based on fact, whereas offering an explanation is partly fact, partly personality, partly related to the voter's role on the council.

Alex added that the council is designed to make decisions drawing on the personal experiences of each member, but that once a decision is made, each member is no longer responsible for or in ownership of their part of the process. At this point, the board speaks as a whole and as such individual stakes in the decision or the process are no longer relevant, including the member's perspective on the decision made.

Tyler said that it is a disservice to the community to present the council's decisions without including concerns, dissenting opinions, etc. represented as part of the decision making process. This includes justifying the decision in the face of whatever obstacles or dissenting opinions present.

Carl noted that the council was at the end of its allotted time for round table discussion of this issue. (7:15).

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Scott questioned what the repercussions would be of breaking the one voice policy.

Ashley noted that she interpreted the policy more as expectation setting than as enforced policy.

Tyler clarified that this is a policy that the council is bringing to itself, and that an operational definition is needed, including majority and dissenting opinions.

Steven asked what it looks like if the council takes the “most conservative choice” – in terms of the council’s personal liberty to speak freely about their opinions on the council, decisions made, etc. He added that he thinks there is a choice between presenting the dissenting view as part of an official format, or waiting for something to come around unofficially and out of the council’s control.

Alex clarified that “the group is larger than us” and in her opinion, joining the council is tantamount to giving up some individual liberties in the face of respect for the council and its existence as more than a sum of its members.

The rules committee will have another meeting to attempt to craft a further draft of the policy.

**** BREAK ****

Executive Session- Steven moved and Ashley seconded to go into executive session to discuss personnel matter (7:34). Steven moved and Carl seconded to end executive session (8:05).

Alex moved to agree to the criteria for Kari’s contract for the next three years as proposed and discussed. Marci seconded. Motion carried (Tyler abstained as he was not present for discussion). 8:13

Financial Report- Kari presented financial data to the council (8:15), highlighting the success of the produce and kitchen departments, the high cost of medical insurance and worker’s compensation, as well as higher participation rates in the retirement plan.

Some discussion between the board and Kari to clarify numbers and projections as well as the logic behind them – answered in general terms by Kari, based on explanations of financial models.

Monitoring Report- **Alex moved to accept the monitoring report concerning L5 and L7. Scott seconded. Motion passed.**

GM report by Kari – going over details of sales growth, structure of proposal regarding changes in medical insurance policies. Scott asked if there was a plan for employee education on the pros and cons of different plans. Kari clarified that this

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might be under union auspices. Kari mentioned the success of the truckload sale, mentioning that the addition of a third cash register helped with the flow at peak sales times.

Kari mentioned that scoopers are still needed for the ice cream social on 7/1/16 and that maybe some council members could fill these spots. He also mentioned that Morrisville food coop is seeking a loan and that this proposal will continue to be discussed.

Communications Committee- Alex provided updates from the communications committee – including going over the schedule and asking for feedback. She also clarified that each member should know when their materials are due for future meetings.

Annual Meeting committee – Kari went over notes from the committee meeting. He also explained that the council voted for a different theme for this meeting than the membership – the council chose “how coops can save the world” whereas the membership chose “choosing products for the coop”.

The council discussed how to bridge the gap between the council’s more long-term interests and views, and the membership’s more pragmatic interest in operations. Kari said that the goal of this meeting is to encourage regular participation, and therefore the topic should be engaging and stimulating, not divisive. Alex said that while making members feel heard and that their suggestions are being listened to is one of the most important goals, but maybe that should be through written down suggestions in a suggestion box rather than as an open verbal format.

→ what about talking about the structure of how the coop does incorporate member feedback into purchasing decisions? As part of explaining how the system works behind the scenes

→ top ten ways to support a coop today

→ ten ways to help a local coop help you

Overall, emphasis on actionable themes.

The board discussed including alcohol at the meeting – consensus to table the conversation until 6/27/16 meeting.

Next actions: further meetings of various committees.

Steven moved to adjourn. Tyler seconded. Motion passed unanimously. (8:59pm)