



## Council Meeting Minutes

March 7, 2016

Note taker: Mildred LaBeur

Present: Alex Brown, Martha Wales, Marci Young, Rita Ricketson, Scott Hess, Tyler Strange, Carl Etnier, Michal Duffy, Steven Farnham, Kari Bradley

Council candidates: Alex Hill, Geraldine Vatan, Ashley Hill, and Armand Altman. One candidate, Mark Simakski, will be interviewed by phone.

Guests: Gabrielle Malina, Alec Hill, Daniel Keeney

Meeting called to order by Alex at 5:30 PM

Kari said there is an equity refund request from one person and asked for approval.

### **Approved**

An agenda change put the interviews for Council candidates first on the list. There are four finalists. Candidates were asked to leave the room while the interview process was discussed. Scott, as chair of the nominating committee led the questioning. Each candidate was asked the same two questions: why do you want to serve and how can you best serve the Coop? Each candidate will be offered the opportunity to ask a question of the Council. Alex said it is important that a candidate be chosen tonight because this is a short term, expiring in November and she also feels consensus on this matter is important.

First Geraldine Vatan: She wants to educate herself on the workings of the Coop so she will be able to continue to shop here. She wants to help others to understand how it runs and all the resources that the Coop offers. She has studied governance and is a teacher. She welcomes other opinions and points of view and is a team player. Her question to the Council: What is the best aspect of working here? Guiding the future of the Coop.

Second Ashley Hill: She loves the Coop, has volunteered at many functions and serves now as a weekend bagger. Needs and wants to be much more involved. Ashley is an attorney and can bring legal skills to the Council. She is running for State Senate from Washington County.

Third Mark Simakski: He is very interested in the workings of the Council and how he can adapt his skills to it. Mark does all of his shopping at the Coop and also is a vendor of wine, mead and honey. He has owned and operated three businesses here in Vermont. He has knowledge of accounting and is on the planning commission of his town.

Fourth Armand Altman: He has served on many boards over the years. Armand believes the Council role is to serve the GM and the community. He started a coop in New York. Wants to be an advocate in any way he can. He is a psychologist and legal mediator dealing with life experiences. Armand has worked for UN organizations as resource manager.

A motion by Scott, second by Rita to go into executive session at 6:15. Carl left the meeting prior to the close of executive session. Came out of executive session at 6:51

**Motion by Rita, second by Tyler: Ashley Hill to be appointed to the vacant Council seat. Motion carried with one abstention.**

Staff report by Michal: One grievance is going to arbitration. Deli staff member is concerned that meals at Council meetings are accounted for. Michal asked if meeting materials could be out a week before the meeting. Kari said that sometimes committee reports are not always done in a timely manner.

Financial Report: Kari gave financial report for the second quarter of Fiscal 2016.

Monitoring Report: **Motion by Scott, second by Steven to accept Monitoring Report for L5-L7. Approved**

GM Report: Kari announced the Coop passed inspection by State Weights & Measures. The Senate Ag Committee has advanced a GMO labeling bill which would make the Vermont law illegal. Should the VT law stand, GMO labeling in the bulk section will prove the most challenging for Coop staff. Kari announced he will be testifying before the House Commerce and Economic Development Committee tomorrow regarding an update to the cooperative statutes.

BREAK

Operations report: Kari and Mary Mullally presented in detail the safety and security programs the Coop follows. Employees are instructed in these procedures according to their job description and an evaluation. Workman's Compensation Insurance is mandatory, is provided by private insurance companies and is regulated by the state. Premiums are based on type and size of business and MOD factor.

Marci asked Mary if liability is her area of expertise in safety. Mary works with VOSHA and Green Mountain Safety is exploring new ways to improve safety in the workplace. She added that all staff are concerned and aware of the safety issues in the workplace and are quick to point out areas where attention to a safety issue is needed.

Scott asked if in the area of employee and/or customer shoplifting and stealing are security cameras a deterrent. Kari responded that there is no way to know how much in-store theft is happening.

Annual Meeting and Minutes: Date and timing is a factor in member/owner participation. First reason on the survey was “had other obligations”, second “not interested” and third was the date.

**Motion by Rita, second by Alex to change the day of the Annual Meeting to Thursday.**

Marci asked what is the goal of changing the day. To increase member/owner participation. Alex asked what is the downside of Thursday? Mostly seniors not driving at night, and it is a school night. Steven feels we need to decide format as well as date.

**Rita called the question: All in favor of holding the Annual Meeting on Thursday, November 3: 4 yeas, 1 nay, and 2 abstentions.**

Alex asked if we should go with this decision. Kari said that the Lost Nation Theater is waiting on an answer.

Kari asked if the printed version of the minutes should be so detailed. ORCA has offered to record the meeting.

**A motion by Marci, second by Martha to ask ORCA to do a video recording of the Annual Meeting. Carried unanimously.**

Communications: **Motion by Alex, second by Scott to approve the charter of the Communications Committee. Carried unanimously.**

Rules: Rita said Carl is checking on using Robert’s Rules as the guide for meetings. Committee will meet again before next Council meeting and report back.

Finance: The Council discussed the Committee’s proposal for developing a governance budget for FY2017.

Environmental Ends: Marci is chair. Kari explained his idea to divide the work of the committee and have the Council committee focus on policy issues and a joint task force focus on potential operational programs. This is designed to provide clarity of roles and authority. **A motion by Scott, second by Rita to accept the charter of this committee. Carried.**

Alex asked who would communicate the change in Annual Meeting to the Member-Owners. Kari will do that.

Alex motion, Steven seconded and the Council went into executive session at 9:25 for to discuss a personnel matter. Tyler did not participate due to a potential conflict of interest. Scott moved, Alex seconded and the Council came out of executive session at 9:34. The Council adjourned at 9:34.