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Council Meeting Minutes  
January 4, 2016  
Time: 5:30-8:30  
Facilitator: Martha Wales  
Note Taker: Andrea Stander

ATTENDEES:

Council Members: Alex Brown, Michael Clasen, Steven Farnham, Scott Hess, Martha Wales, Carl Etnier, Tyler Strange, Marci Young

Staff: Kari Bradley, Kevin O'Donnell, Michal Duffy (Staff Rep), Mary Mullally (joined at 6:25PM)

Guests: Mark Goehring

1. Martha called the meeting to order at 5:31. She asked for adjustments to the Agenda, Kari noted that #8 does not need a Council vote at this time and that he would like to confirm the dates on the Council calendar during item #5.
2. Coop Community Comments – Marci offered comments from member Peter Merrill who asked why HMC doesn't offer a family membership. Kari provided the Coop history on the issue and noted that it apparently stems from how the Coop was originally organized around an individual labor commitment. Scott noted that the Council has considered this topic before. There was some further discussion.
3. Consent agenda- Kari noted that there was one refund request that was made over the weekend and the reason given was "bigotry"; Kari concluded that the concern allegedly involved a Coop employee outside the Coop and did not need to be further addressed. Marci asked a question about the minutes from the last meeting regarding tonight's agenda vs the retreat agenda. Michael, Kari and Alex clarified for Marci based on their recollection of the meeting. **Scott moved and Michael seconded a motion to approve the Consent Agenda - APPROVED**
4. Council Officer Election – Martha asked Kari to take over running the meeting to facilitate officer election. Kari asked if there were any changes in Council members' decisions about serving in officer positions. **Steven moved and Marci seconded a motion to consider the offices one at a time rather than as a slate - APPROVED. Michael moved and Martha seconded a motion to nominate Alex as president.** DISCUSSION: Carl raised issues of concern about Alex's leadership style vis a vis operating on a consensus basis. Scott commented that he felt that over the past year Alex has upheld the principle of operating by consensus and that diverse opinion have been heard. Michael noted that the Coop By-Laws do not require that the Council operate on a consensus basis. Steven asked a process question: Can the Council nominate for more than one person per office? Mark offered a potential solution by suggesting that if there are multiple candidates for one office that the Council utilizes a secret ballot once discussion is concluded. Martha commented that she feels Alex has demonstrated a passionate commitment to the Coop. Mark suggested determining who was interested in which office. Kari asked if anyone else was interested in running for president – there was no one. Carl asked Alex to reflect on how she views the presidency. She said her goal is to create an environment in which everyone can do

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their best. She also offered her perspective on the difference between achieving consensus vs achieving unanimity. She stated that she values consensus highly but feels it is a group process not the responsibility of one individual. Michael reflected on examples of issues where he did not agree with the rest of the Council. Carl asked that the Council remain committed to achieving consensus whenever possible. He expressed his appreciation for the opportunity to raise the issue and thanked Alex for being open to the conversation. Scott suggested that the key is to maintain an atmosphere of respect. Steven disagreed with Alex's definition of consensus. He also offered his praise for Alex's work ethic but commented that it was tough being in the opposition and offered some critique of how Alex handled interactions with members who disagreed. Kari asked if Council members were comfortable with a voice vote on Alex's nomination and no one expressed concern. **The vote to approve Alex as President was unanimous. Michael moved and Alex seconded a motion to nominate Martha as Vice-President. Kari asked for other candidates or discussion and called for the vote – the voice vote was unanimous. Michael moved and Carl seconded a motion to nominate Scott as Treasurer. Kari asked for other nominees or discussion and called for the vote which was unanimous. Michael moved and Steven seconded a motion to nominate Rita as Secretary. Kari asked for other nominees or discussion and then called for the vote which was unanimous.**

5. Council Meeting Format – Kari reviewed the Council Calendar for any adjustments. There were no adjustments but there was discussion about reserving the option to set the late summer meeting closer to that time. It was clarified that the calendar is a working document.

Martha invited discussion on the topic of a possible regular Council agenda item for substantive discussion of a selected topic. Marci suggested scheduling it at the end of the meeting so people could opt out if it was not of interest. Carl raised the issue of need to schedule for the convenience of presenters. Scott encouraged making it something that all Council members participate in. There was discussion about the best way to schedule such an item. Kari noted that it might be easier to decide whether to do this once a list of topics has been gathered. Kari also clarified that it would be a regular part of the Council's meeting schedule not an addition. It would require discipline to ensure that time is used well. Alex asked if people wanted to brainstorm possible topics. Council members offered a variety of topics for consideration. Alex suggested continuing the discussion at the retreat.

Martha asked for other items related to the meeting format. Scott suggested that a schedule of all Council committee meetings be publicized by month and include an open invitation for any Council members to attend.

6. GM Report – Kari started by demonstrating an adjustment to the Coop website that makes it easier to navigate to the Council info page and the related resources page. Kari announced that the annual Shopper Survey is coming up and apologized that it is a short deadline if the Council wants to add a question. Scott asked that the draft survey be circulated. Kari will work with the Council if there is a desire to add a question. Kari then fielded questions about the GM Report about the Workers' Comp insurance rate; Martha asked about the newly announced Underhill Coop – Kari had no info. Carl asked about the implementation of the GMO Labeling law. Steven noted a typo in the GM report. He also asked about the signage proposed for the no idling requirement. Marci asked some questions about the Coop's asset replacement schedule.

There was discussion about whether there is interest from the Council to add a question to the Shopper Survey. Marci proposed a question asking: "How would you like the Council to engage with the Community?" Tyler suggested asking why people don't attend the Annual Meeting. Carl asked to see the results of the past survey.

8. Solar Net Metering Options – *(NOTE: This item was taken ahead of #7 in an effort to accommodate Mary Mullally's availability)* Kari reported that the Coop needs more time to look at the contract based on advice of the Coop's attorney. There was discussion about federal and state incentives and barriers. Kari reported that he is seeking credible third party advisors. There was additional discussion about how the Coop should proceed.

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Martha asked if Mary had anything to add – she didn't. The Council will receive more info and make a decision at the Feb. meeting.

7. Monitoring Report – Kari introduced Kevin O'Donnell who is the designated interim GM to report on L9. Kevin reported that the Coop has a very good team that is prepared to step into the GM responsibilities if needed. For the benefit of new Council members, Kevin outlined his past executive level experience. Kari noted non-compliance on L9.3 because staff just did the analysis in December so they need another month to report back to the Council. Carl asked a question about why the Policies are written in most cases as double negatives e.g. "not fail." Alex offered an explanation of how Policy Governance works. **Michael moved and Steven seconded a motion to approve the Monitoring Report – APPROVED.**

9. Vermont Statutes – Kari reported on a conflict between VT Statutes and the Coop's by-Laws regarding in person voting. Kari is investigating the possibility of updating the Statute. There will be more discussion on this next month.

10. Committee Reports – Scott reported on the Finance Committee meeting which reviewed the Coop's 401K program. He reported that there has been a problem with the third party administrator's validation of employee eligibility. This has been a significant problem for the HR department. Management is looking at options for either working it out with the current third party or switching to a new one. Kari noted the items in the audit of the 401K that are being addressed. Because the Coop now has over 100 employees enrolled it now has to conduct an audit of the plan every year. Tyler asked why the plan isn't an "opt out" vs an "opt in" plan? Kari noted that the issue has been discussed in the past. Tyler also noted that because his wife is a Coop employee the enrollment process was not easy. There was another round of discussion about possible actions including, talking to the union about an "opt out" plan, talking to employees about what they want, putting the third party out to bid, non-fossil fuel investment options.

11. Break

13. OPTIONAL Discussion – Martha introduced Mark to talk about the "Ends." He proposed that the Coop's policies are an expression of the Council's thinking over time. Ends policies represent the long term benefits and value the Coop is trying to create for the community. His advice is always to "make sure you have the policies you need and want; the ends policies are what truly drives the work of the Coop." Mark recommends the Council take a deep look at the Ends policies and also the data that has been accumulated during the years the policies have been in place. Identify items from the Ends report that the Council might want to discuss in greater depth either as part of the retreat or future Council meetings. The Council should have the greatest fluency in understanding the mission and goals of the Coop and also how that is being measured.

12. Retreat Planning – *(NOTE: Martha chose to reverse/combine items #12 & 13.)* Kari walked the Council through the draft retreat agenda. Alex suggested that the discussion about the "Ends" could focus on the Council's role in accomplishing the "ends." Carl expressed interest in discussing how the Council operates and listed a number of questions and issues he would like to raise. Steven expressed concern over the ambitiousness of the proposed agenda. Kari offered a reflection on the Retreat Planning Committee's intentions with the proposed agenda. Steven asked whether anyone supported having more than one retreat. Michael reflected on his experience with the Council biting off more than it can chew. There was additional discussion about other possible topics for the retreat. Alex asked for agreement on what the agenda should be as it needs to be submitted to the facilitator. There was then a round robin of suggestions for adjustments to the proposed agenda. There was general agreement that there was a need for more time devoted to the topic of making the council more effective. Carl suggested that a subgroup of the Council be designated to finalize the agenda. Martha suggested that reps from Council meet in advance with the facilitator. Scott suggested developing the work plan to feed a theme for the Annual Meeting. Marci disagreed on devoting more time to making the Council more effective and would prefer more time on the Work Plan. Michal would prefer focusing on team building. Tyler favors focusing on the Work Plan. **Carl moved and Michael seconded a motion that the task of finalizing the retreat agenda be**

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**designated to the Executive Committee of the Council and any others who choose to participate – APPROVED.**

The Council then brainstormed a list of possible topics, projects or themes to be considered at the retreat. Additional ideas can be emailed to the Executive Committee. Carl commented that he read the By-laws and his interpretation is that the retreat constitutes a special meeting of the Council and needs to be warned and open to the membership. Martha noted that in previous Councils' interpretation it was not a special meeting. Steven suggested that the Council agree on what it will not do during the retreat in order to not cross the line. Carl argued that he cannot tell a Coop member that this is not a Council meeting. Kari reported that he consulted with the Coop's attorney and her interpretation was that the retreat is not a regular or special meeting. There was additional discussion about how to proceed. The Council agreed to defer to the opinion Coop's attorney on whether the retreat needs to be warned and open to the public. There was further agreement to revisit this question after the retreat to determine if there is a need to revise the Policies.

14. Staff Rep Report – Michal Duffy reported that the busy holiday season was very stressful for staff in part because substitute workers were not fully trained before the holiday season. Free massage was greatly appreciated but some people couldn't participate because of short staffing so they couldn't take the time away from their jobs to get a massage.

15. Coop Community Comments – there were none.

16. Other Business – The Council expressed its appreciation to Andrea Stander for her approx. 10 years as a Council Note Taker. Michael announced that he will be resigning from the Council at the end of the month because he is assuming a new and additional work responsibility as Deputy Treasurer for the State of Vermont. The Council expressed its appreciation to Michael for his service and commitment to the Council and the Coop. There was then discussion about how the Council proceeds in filling an open seat on the Council. Alex asked for volunteers to serve on the nominating committee. Steven, Tyler, Martha and Scott volunteered. Others are welcome to volunteer. **Carl moved and Michael seconded a motion to approve this Committee to seek nominations to fill Michael's seat - APPROVED**

17. Adjourn - Alex moved and Michael seconded a motion to adjourn, it was approved unanimously. The meeting was adjourned at 9:11PM.