

APPROVED



Annual Meeting Minutes

Thursday, November 2, 2017

Montpelier City Hall, Lost Nation Theater

Council President and moderator Alex Brown called the meeting to order at 6:00pm. It was verified there were at least 229 member-owners in attendance, which constituted a quorum. Mary Alice Bisby moved, Michael Billingsley seconded and the members voted to approved the 2016 minutes as amended.

Claire Wheeler announced the recipients of this year's grants from the the Hunger Mountain Cooperative Community Fund. These included:

- Barre Area Senior Center
- Vermont Foodbank
- Capstone Community Action
- NOFA-VT
- Good Food Good Medicine
- The Growing Peace Project
- Just Basics, Inc.
- Calais Agriculture Committee/Calais Climate Action Team
- Northfield Community Development Network

Reports

Alex, Scott Hess and Kari Bradley provided the President's, Treasurer's and Manager's reports, respectively, before opening the floor to comments and questions.

Michael Billingsley – concern about alcohol being served at meeting. Would members agree to an alcohol-free meeting?

Alex Thayer – some members may be wrestling with demons

Another member – alcohol might impair decision-making

Support for one beverage limit from Stephen Klein

Armand Altman: acknowledge HMC's support of Morrisville Food Co-op successfully opening

Irvin Eisenberg: WIC benefit acceptance? Kari described the necessary technology update

Lisa Rochelle (staff): staff satisfaction survey taken before negotiation process, employee stress is a concern

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Angela Stefani: Staff stress observed – has put multiple requests in suggestion box about cashiers needing stools. Commentary on the states vs Europe and policies about this

Eva Schectman: observing staff conditions for the past year and it's embarrassing. Member responsibility to pay better attention and majority of staff are members. Drop in staff satisfaction is concerning. Council needs to be aware and advocate for staff. If bylaws don't allow, this then change the bylaws.

Alex: discounts – bulk discount possibly only benefitting those who can spend more. Co-op plans to cultivate local business – incentivize food shed to make it less vulnerable to price fluctuation, less carbon dependent

Kari's response: now is a place to look upstream at carbon footprint and begin to favor those businesses that are mindful of theirs

Angela Stefani: independent group top from evaluation committee of members to meet with staff to determine stress points

Elizabeth Jesdale (staff/member): 17 year employee, member since 1996, employed before union. Used to sit down with management, now we have 6 unresolved grievances – 20 grievances annually. Try to find a way to resolve grievances other than a formal process. Negotiations for contract/healthcare were difficult. Tried to get management to partner on advocating for single payer, but turned down.

Armand Altman: cost of staff issues. Staff should be generally happy and satisfied. Volunteers his services as mediator and counselor.

Tom Mullholland: Senior discount – final decision made by management team by delegation of council to them. Discount being determined based on discount growth and sales

Irwin Eisenberg: went to discount meetings – most of the over 60 crowd were in favor of reviewing.

Brenda: recommends protectseniors.org for advocacy

David Bergamini: seniors at meetings he attended NOT in favor of changing. Wants membership at large to vote, not management

Jane Osgatharp: senior discount: we are your best customers. We buy things at the Co-op. we're getting ripped off federally, hate to see the Co-op follow that pattern

Alex: Co-op will do it's best to engage members in the conversation

Bylaw Change Proposals

Alex introduced proposal to change word "Member" to "Owner" throughout the bylaws.

Rick Barstow: we are both members and owners

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Nancy Sherman: difference between member and owner – can you be a member without being current on your dues? The answer was no, a member must be current with dues to receive benefits.

Michael Levine of Flywheel Communications took over facilitation of this portion of the meeting and announced that Robert's Rules were in effect.

Randy Koch moved the first proposed change with a second by Denise Miller.

Sue Morris: against proposal. "Owner" feels corporate. Work more toward collaboration, "member" is more collaborative

Michael Sherman: owners incur liability, members do not. Alex: no legal distinction, no liability issue. This is a change in terminology, does not change any other part of the bylaws

Avram Patt: involved in many Co-ops since birth. Individuals are not liable for what the Co-op does but would lose equity investment. In favor of proposed change – being in control of cooperative – members own the Co-op and people who are using goods and services are owners. GM Washington Electric Coop 16.5 years.

Sasha Thayer: disagree. "Member" talks about community, "owner" sounds unconnected

Fred Collins: a rose by any other name is still a rose. Entitled to personal investment back but not appreciation value

Armand: member owner- support owner because I have a vote in the process

Margaret Hanzimanollis called the question, seconded by Ellen Knoedler

Renee Carpenter: Point of order. How to amend. A: should have been done earlier

Michael Flywheel: clarification of amendment process

Vote: In favor of proposed change

John Brabant: How about "Member-Owner"

Renee Carpenter: seconded

Michael Sherman: new motion is not allowed because it is not a warned item

New motion withdrawn

A vote by raised hand resulted in the motion being defeated.

Stephen Klein moved and Daniel Dickerson seconded the second proposed change to format member voting rules in a table.

Alex introduced the proposal: voting by mailed ballots is the only substantive change. Convert existing bylaw to a table format. Formed bylaw committee, studied origins/interpretations, lawyer reviewed and confirmed no changes.

Stephanie Kaplan: 2 things are not in the table, with respect to motions.

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Alex: it's all there, just in different format. Current bylaws are confusing.

Stephanie: second thing, selling assets/expanding the Co-op. voting period determined by council. Notice period not brought up in table format.

Alex: Bylaws allows Council to determine mechanics of voting.

Billy Donovan: President to convey narrative to table, mailed ballots, other voting. 2003 vote questions

Michael Billingsley: parallels between draft – obfuscation of truth? Gives management authority not to hold meeting

Eric Bachman: one substantial change – proposal discusses changing formatting – Council was unclear about changes. Separate content from formatting. Contradictions not adequately addressed

Peter Calhaun: clarification on tabling procedure

Stephanie Kaplan: 2015 clearly voted down. Move to amend #5 and #6 to strike voting period by council

Seconded by Renee Carpenter

Sasha Thayer: moderator is allowing people to shout and doesn't have to.

Michael Billingsley: Would it be possible to table the matter?

Michael Duane: table until end of meeting, next annual meeting, or a special meeting

Andrew Sullivan: in table as proposed, 5th one down, why not say by mail or any approved means

Stephanie Boucher: 8pm., child in childcare room, time to go home. Call to question on amendment

John Brabant: motion to amend proposal is only motion on the table

Stephanie Boucher: amend table - #5/#6 exchange/pledge. Voter participation, add language from #1 on voter participation

Brenda Thow: enough voters for quorum? A: doesn't matter, ready to call to question

101/42, amendment fails

Original question: simple majority

Renee Carpenter: Call to question

Sash Thayer: no reference to mail ballot, no reference by table

Steven Farnham: disagree that the proposal wasn't thought through. Maybe wasn't well communicated to the group. Bylaw committee spent much time on this, we can't condense this into only 30 minutes. How does membership want us to communicate this information?

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Ella Malamoud: Tables are helpful, but include everything to communicate everything in the narrative

Linda Kelly: recommends we remove requirement of presence at annual meeting for certain votes

Joan Stepenksi: mapping items to bylaws quite complete. Table makes info clearer and then council should make substantive changes to bylaws

Donna Braymand; statutory interpretation is important here – while voting no, these bylaws can work together

Ellen Knowles: called question

Stephen Klein seconded

Bylaw #2: Nays carry by a voice vote.

A presentation was made by Allison Levin of Community Harvest of Central Vermont on her efforts to coordinate gleaning and distribute the food to those who need it.

Krystal Fuller announced the raffle winners. Kari thanked the many people who helped make the meeting possible.

Mark Simakaski moved to adjourn, seconded by Ashley Hill and the members voted to adjourn.

Notes by Ashley Hill