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Council Meeting Minutes

October 1, 2018

Facilitator: Mark Simakaski

Note Taker: Robert Barossi

ATTENDEES:

Council Members: José Aguayo, Lydia Busler, Carl Etnier, Steven Farnham, Scott Hess, Dr. Eric Jacobson, Patrice Siergiey, Mark Simakaski

By phone: Bertil Agell

Staff: Kari Bradley, Stephani Kononan, Lisa Rochelle, Tim Wingate, Jay Wisner

Guests: Paul Dickin, Ed Fox, Eva Schectman, Peter Turmelle

Begin Recording I: 5:29pm

1. Agenda review 5:29pm (0:00:08)

Scott opened the meeting, thanked council members for attending and thanked outgoing members for their service. Asked for any agenda changes or comments. Eric noted nothing in agenda about continuing gun policy discussion. Kari says no update on that at this time but a meeting to discuss with union leadership is happening soon. An update will be provided at next council meeting by Kari.

2. Cooperative Community Comments (0:01:53)

None

3. Consent Agenda (0:02:00)

Eight refund requests totaling \$980. Mark motioned to accept minutes and packet. Eva noted the omission of Peter's attendance at last meeting. Patrice seconded the motion. **All were in favor. None opposed. None abstained. Motion passed.**

4. Employee Survey Findings 5:31pm (0:03:00)

Paul Dickin from Cope offered to respond to questions/concerns/comments from the summary report. Kari reminded the council that the packet included a draft of the report and the final version was emailed separately on Wednesday. Mark asked for clarification about the "eight to ten dissenting/negative" voices mentioned in the report and Steven asked for a better definition of what is meant by "negative." Paul mentioned feelings of mistrust among those people and Scott proposed an idea of "safe harbor" meetings through HR to allay fears of staff that they don't have venue for safely expressing feelings. Eric asked about lack of mobility felt by staff and Paul mentioned a feeling among staff that co-op does not promote from within. Paul suggested creating better mentoring programs and

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talent pipeline. Patrice and Carl asked for clarification about some survey questions, especially regarding safety. Eric raised concern about gender component of survey and asked if co-op has enough women in leadership positions. Discussion was extended and focused on responses to survey regarding council effectiveness. Kari asked about annual employee survey and frequency. Paul recommended annually. Lisa mentioned wanting to see copies of prior year's employee surveys.

5. Ends Report 6:01pm (0:31:23)

Kari opened a general discussion about Ends Monitoring Report, rather than presenting a presentation or summary. Offered plan to respond to questions and then follow up in November with a discussion among new council based on first discussion. Carl noted pride in co-op, some graphics in report would be better expressed as ratios, and questioned reporting of sales per ton of carbon dioxide emitted as not adjusted for inflation. Steven observed that local product sales are very good. Patrice noted the drop in workshop attendance. José asked for a clarification of why transaction counts and local content seemed to peak two years ago, expressed concern about why transaction counts are not up even though membership is up. Also raised question of how will we best leverage assets for the future. Bertil raised a concern about stagnation and lack of growth. Eric noted similar concerns. Lydia was concerned about lack of workshop participation but also pointed out positive aspect that membership has gone up while population has decreased. Would like to see the Co-op's financial margin improve. Mark noted excitement about strong financial position of co-op. Scott expressed disappointment in decrease in live demos and would like to see more off-site workshops. Peter asked about tracking deceased members. Eva asked about the fact that the Co-op use was increasing.

6. Council Self-Evaluation 6:22pm (0:54:38)

Scott opened discussion about council's self-evaluation survey. Three primary points mentioned by Kari:

- Very low scores.
- Some big swings from last year, almost all going in the wrong direction.
- Wide range of opinions. 41 questions and 15 of them had at least one of each of the five ratings, including very broad and very specific questions.

Steven noted some questions should be separated into two questions, while Eric noted he was encouraged by the survey and its honest representation of the council's work and performance. Scott proposed exit interviews for outgoing council members and Kari said he would make council performance an agenda item for November meeting.

Break (1:06:15) (for cake)

Begin Recording II: 6:47pm

7. Patronage Refund/Equity Determination 6:47pm (0:00:21)

Kari sent memo to council separate from packet. He opened discussion of the annual determination of patronage refund. Question proposed to council was what percentage of refund should be distributed as cash and what portion should be retained. Kari recommended 50/50 split. Mark made motion to accept the recommendation. José seconded. Amount is approximately \$134,000. Scott opened discussion and some discussion was had about capital improvements and refund's impact. **Vote was taken on**

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recommendation of 50/50 split of \$134,000. All in favor. None opposed. No abstentions. Motion Passed.

8. Investment Proposal: Vermont Community Loan Fund 6:55pm (0:07:21)

Kari opened discussion with mention of our strong cash position and accelerated debt repayment. Tim had presented a proposal to invest in Vermont Community Loan Fund, which is aligned with our mission. Can invest 5 years at 1%. It is unsecured debt. Kari asked for approval of \$100,000 out of savings and into this fund. Steven moved to approve the proposal. Mark seconded. Peter expressed concern about this being a gamble as fund is unsecured and discussion ensued on that topic. **Vote was taken on whether to transfer money to this fund. All in favor. None opposed. No abstentions. Motion passed.**

9. HMC Community Fund Grant Recommendations 7:02pm (0:14:58)

Scott opened discussion about grant committee meeting and their discussions of grant recipients, and provided overview of the committee's decision. Seven groups will be getting money. Committee will continue to refine the metrics for what they look for in recipients. Steven moved to approve the committee's decision on grant recipients. Carl seconded. Scott opened discussion which continued to focus on how recipients are selected (nonprofit vs. for-profit, how much for each, how much total to give, etc.). **Vote taken on approving committee's decisions and moving forward. All in favor. None opposed. No abstentions. The motion passed.**

10. CBLD Renewal 7:10pm (0:23:06)

Scott led discussion about our opportunity to renew membership with CBLD and their program, development resources and services for board members. Hunger Mountain is long-time participant in that program. Being offered a discount this year. Benefits include monthly calls, committees get help as needed, council retreat facilitation, orientation for new board members, coop café event, online resources. Carl moved to continue involvement. Steven seconded. Discussion opened and Eric asked about person who would be our consultant and Lydia commented that legal resources are also available. **Vote taken to support renewal. All in favor. None opposed. No abstentions. Motion passed.**

11. President Stipend 7:15pm (0:31:08)

Kari introduced that Council decided in the spring to change the timing of deciding on and distributing a stipend for council president. This year, council waited to consider distribution at end of Council year rather than at beginning. Had been distributed as a co-op gift card in the past. Scott had recommended it being at end of year and discretionary rather than mandatory. Scott exited the room and Mark led rest of discussion. Steven asked if we should give a stipend and asked for a motion to decide amount. Eric noted that two surveys were negative about the council and asked if that should be taken into consideration regarding president's stipend. He added that he did not agree with stipend being called a bonus. Steven made motion to make it an annual amount of \$1100 at end of year. Patrice seconded. Discussion continued to try to clarify what amount should be given, whether or not it should be given at all or if the position should be as a volunteer. **Carl moved to call to question. Eric seconded. Motion to call to question. Seven in favor. One opposed. Vote to annualize \$1100 to president at end of year. All in favor. None opposed. No abstentions. Motion passed.**

12. NFCA Gathering 7:31pm (0:43:28)

Steven provided overview of what happened at gathering. Gave some points from gathering that were especially useful or interesting. Included GM evaluations, board monitoring tool, rolling contract, board meeting evaluation processes, member engagement strategies, and discussion of tabling and what makes it work. Pat offered some of her takeaways as well. Such as: figure out how to motivate people who are not a good fit, don't expect people to behave how you behave, everyone is different, including strengths and weaknesses, think outside the box, need to attract younger people on the board.

13. Ethics Policy 7:36pm (0:50:00)

Eric led discussion about drafting an ethic policy. Two goals: to adopt something that will give capacity to evaluate proposals going forward and having something functional/operational, while being able to defer to management for implementation. Kari noted this is in the realm of human rights, not something we have specifically dealt with in our policies in the past. Carl noted that in ends report 'social returns' are in there, one of the ends policies. Discussion about what would be criteria for assessing human rights related policies. Plan to have committee meeting and have short document for next council meeting to discuss.

14. Annual Meeting Plan 7:41pm (0:53:32)

Kari led discussion and noted there are two key agenda items: speaker will be Phillip Ackerman-Leist, and typical board reports with question and answer. Those two items take up majority of time. We have facilitator, Stephanie Lahar, longtime Co-op member and facilitator/moderator in this area. Mark asked about other feedback about the meeting from the public. Kari says there has been some concern about if meetings go off the rails, people won't come back. Facilitator will be empowered to keep things moving along and keep things focused. Steven asked about other speaker, who had not been available. Kari will work with José, Scott on presentations. Eric asked about lifetime achievement award. Kari noted we will work on that for the future.

15. Staff Rep Report 7:45pm (0:57:32)

Lydia presented her report. Truckload weekend was successful and smooth. A little smoother than others in the past. Also had inventory, which caused some staff to question timing of those events. Bullying policy is being negotiated. General pulse is fairly positive that there is a bullying policy being addressed. Staff would like to move away from hierarchical oversight but have some other method for addressing harassment. Elections are being finalized for the union and new officers will be sworn in tomorrow. Only change is that there is new chief steward, Amelia Salata-Hartman. Safety trainings in the month of October. Will be revisiting the robbery and safety protocols for when any sort of weapons or arms are brought into store. Mark recommended recognizing new union leaders. Scott will compose a note and send it to Autumn. Discussion ensued about bullying policy in process and current draft version. Draft is going to be negotiated with the union in the near future. Peter asked whether or not the general staff knows that a bullying policy is in the works and is out there.

16. General Managers FYI Report 7:55pm (1:11:12)

Kari mentioned highlights from report. No takers for staff rep position, it will be opened up again in next few weeks and hopefully there will be someone in time for November council meeting. Eric asked, "what is the hesitation and what can we do as a council?" Should council reach out? Lydia mentioned that council should engage with staff, talk to them about it.

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17. Wrap-up: Actions, Communication, Calendar, Evaluation 8:00pm (1:13:29)

Kari mentioned action items:

- council exit interviews
- gun policy for next meeting
- calculate total tax burden
- contact HMCCF recipients
- follow through on president stipend
- sign up all council members for annual meeting
- council recognize union officers – Scott will write note

Kari mentioned considering council doing a summary of the Annual Meeting for November newsletter

Calendar – Eric asked about scheduling committees at same time

Evaluation – Steven mentioned concern about joke that was made earlier in the meeting that caused people to be offended, might need to take time in meeting to think about how people see things, think about other viewpoints/perspectives, might need to be more sensitive to other people's filters. Kari and Jay mentioned upcoming meeting in November that might help.

18. Council or Cooperative Community Comments 8:05pm (1:19:22)

Mark mentioned Healthy Living is operating the café at the Echo aquarium.

19. Other Business (1:20:02)

None

Adjourn 8:10pm (1:20:20)

Steven motioned. Mark seconded. All in favor. None opposed. No abstentions.