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**Council Meeting Minutes**  
**November 5, 2018**  
**5:30pm**

**Co-op Community Room**  
**Facilitator: Mark**  
**Note Taker: Rob**

**Present:**

Council: Steven Farnham, Scott Hess, Ashley Hill, Dr. Eric Jacobson, Eva Schectman, Patrice Siergiey, Mark Simakaski, Jess Knapp

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

Guests: Mark Hage, Therese Mageau, Helen Rabin, Kathy Shapiro

**Begin Recording 1**

**1 Welcome, agenda review, time allocation, guest policy review (5:32pm) (0:00:00)**

Mark opened the meeting and asked for any agenda changes, deletions or additions. Ashley noted they needed a place on the agenda to discuss the process for filling council vacancy, offered Officer Election agenda item as a possible time for that. Mark asked if Barre co-op discussion would happen without Bertil. Kari said he'd provide a brief overview.

**2. Cooperative Community Comments (5:35pm) (0:01:44)**

Lisa Rochelle asked about Annual Meeting agenda and time allotted for community comments. Agenda was set by Annual Meeting Committee and approved by council. Lisa proposed longer than 30 seconds in future. She thanked Scott for allowing her to speak longer but asked the council to reconsider a different council president. She asked Council for comments/questions regarding her comments at Annual Meeting and noted that she has been treated differently since her Annual Meeting comments. Eva supported Lisa's comments and she finds Lisa to be a valuable part of the Co-op community. Kari noted that the Council has received a request from Citizens Against Plastic Pollution, asking that they consider finding an alternative to current produce bags. New bag is being tested in Bulk and may be used for Produce. Kari will respond to the inquiry.

**3. Consent Agenda: Approval of minutes, refund requests (5:40pm) (0:09:24)**

One refund request. Eva asked for a clarification of the previous minutes, that in her previous comments, she had remarked about how Co-op Cares enrollment has gone up. Scott made motion to accept the minutes. Eva seconded. Opened for discussion but no discussion was had.

**All in favor of approving minutes as amended. None opposed. No abstentions. Motion passed.**

**4. Financial Audit: 2018 Statements, Employee Retirement Plan (5:45pm) (0:10:47)**

Bruce Mayer of Wegner and Associates joined the meeting by phone and provided an overview of the audit. Treasurer and staff were interviewed as part of audit and treasurer met privately with auditor. Bruce's presentation of audit included:

- healthy amount of cash on balance sheet
- good ratio of current assets to current liabilities
- currently have the ability to take on more debt if necessary

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- 2% may not seem like a lot of growth but better than some co-ops who are flat or negative
- gross margin of 36.4% very similar to last year and to other co-ops
- statement of income looks good with growing sales and ability to set aside reserves for future

#### **5. Officer Elections (6:01pm) (0:29:10)**

Officers include President, Vice President, Secretary and Treasurer. Ashley offered the idea of electing officers next month due to the opening on the council and have current officers remain as acting officers until then. Kari suggested that Secretary and Treasurer could be the same person until then. Steven made the motion to have acting officers until next meeting. Eva seconded the motion. Opened for discussion. Clarified motion to extend current positions for one month as interim positions, including combining secretary and treasurer.

**All in favor. None opposed. No abstentions. The motion passed.**

#### **(0:36:26)**

Mark opened a discussion on the process for filling the council vacancy. Priorities mentioned include making sure full council is involved in process of selecting appointee, including every candidate meeting or being interviewed by the entire council, and working towards having a diverse pool of as many candidates as possible. Ashley motioned to have council instruct Kari to post the vacancy, using same application as last time, and then either Kari or his designate should collect applications by a to-be-determined due date. Entire council will then review all applications and set a time for interviewing candidates. Steven seconded. Scott moved to amend the motion that the Executive Committee would meet, with all council members invited, to discuss the candidates, before a formal council meeting regarding the process. Scott's motion was not seconded.

Discussion followed, points raised included:

- this process could lead to potential group of future council candidates
- is a release necessary from applicants so their names, resume, etc. can be included in minutes?
- candidate applicants' information would be distributed in the December packet
- at next regular meeting, council will decide how to proceed then have special meeting for interviews
- need to have an appointee in place in time for January council meeting and retreat

**Vote was taken on Ashley's motion. All in favor. None opposed. No abstentions. The motion passed.**

#### **6. Statement of Ethics (6:27pm) (0:54:36)**

Mark asked if anyone has any conflicts of interest. Scott has none. Ashley is President of Montpelier City Council and a prosecutor in Washington County. Also a union steward. Pat works for Capstone Community Action, who received a grant from HMC Community Fund. Jess works at HMC. Eric has none. Steven is a member of a half-dozen other co-ops. Eva has none. Mark is a vendor at HMC. All present signed statement of ethics forms and turned them in to Kari.

#### **7. Annual Meeting Review (6:28pm) (0:56:10)**

Kari opened a general discussion for Annual Meeting. Feedback will be given to Annual Meeting Committee next year. Comments made included:

- more time is needed for comments made by attendees
- give facilitator more flexibility/discretion in handling the discussion/comments portion
- change in comment portion a reaction to last year's meeting, went better this year
- possibly have all council members get up and say something at meeting in future

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- overall, event went very smoothly
- kudos was given to both the HMC staff and the HMC-prepared food
- good to remember that one purpose of the meeting is for people to have a good time and celebrate what is good about the co-op
- committee has looked at bigger space options but there are no other alternatives

### **8. Gender Parity (6:43pm) (1:11:13)**

Eric led discussion. After Executive Committee meeting, Eric was asked to draft a possible policy, possible way to achieve gender parity across the organization and especially on the council. Mark opened discussion for comments. It was expressed that HMC and the council need to be doing more to achieve gender parity, there was agreement that trainings should be held during council meetings, along with members or staff who would like to participate. Ashley brought up the idea of making it a committee focused on not just gender, but inclusion for all, take on issues of power and privilege dynamics and have larger scope than only gender. Steven noted that policy level discussions usually involve a committee and motioned for the creation of a committee to start with Eric's draft and move forward from there. Eric seconded the motion. Mark opened the motion for discussion. The possibility was raised of combining this new committee with the Ethics Committee and Steven amended his motion to reflect that. Combining the two committees was met with opposition from others on the council and Eva made a motion to form a Parity Committee, separate from the Ethics Committee. Motion was seconded by Ashley. Steven withdrew his original motion and the withdrawal was seconded by Eric, so vote could be taken on Eva's motion.

**Vote taken on Eva's motion. All in favor. None oppose. No abstentions. The motion passed.**

Steven moved that meeting go to break. Eva seconded. Break was taken at 7:10 (1:37:50)

### **Begin Recording 2**

### **9. Ends Report Discussion (7:22pm) (0:00:00)**

Kari opened discussion by noting that ends report was not formally approved last month. Scott made motion to approve the Ends Report. Eric seconded. Opened for discussion, none followed.

**All in favor. None oppose. Steven abstained. The motion passed.**

### **10. Council Performance (7:24) (0:02:29)**

Kari noted this was meant to follow up on Council Performance Survey. He added that exit interviews were performed for outgoing council members. Scott asked about what was being done with exit interviews. They were included in council packets.

### **11. Barre Co-op Discussion (7:26) (0:04:22)**

Kari commented that this topic was requested by Bertil who was not present, so Kari summarized. Bertil had proposed to Kari that Hunger Mountain get involved somehow with Granite City Grocery in Barre, take a more active role in that store's development. Bertil had attended their board meeting and found they were not that interested in what he proposed. Steven added that from his perspective, Granite City does not seem interested in having HMC take over anything.

### **12. Co-op Cafe/Diversity Training Reports (7:31) (0:08:04)**

**13. Ethics Policy (7:33) (0:11:34)**

Eric led discussion about human rights and trade policy drafted by the Ethics Group. Kari noted that he had a brief discussion about the proposed policy with buyers and staff and is planning to discuss with them further in November. Recommended not voting on anything until there is more discussion with buyers. He believes it a good idea for Ethics Group to get more advice from members and buyers at another meeting. Eric motioned for “Group” to be changed to “Committee”. Scott seconded. Discussion was opened but none followed.

**All in favor. None opposed. No abstentions. The motion passed.**

Discussion followed specifically related to the current draft of the ethics policy. Ashley raised questions about the policy and noted that it needed clarification, needs to be more concrete, well-defined and easily understood. Steven agreed that some aspects of the policy were unspecific and could be confusing. Kathy Shapiro (guest) noted that the policy is similar to one used in England and offered to forward documents related to that policy to council members for consideration/comparison.

**14. Council Training/Retreat (7:55) (0:34:35)**

Scott opened discussion about choosing a date for the upcoming council training/retreat. Kari will send around a Google poll with a selection of dates, focus on Saturdays, possibly Sundays. Council members expressed an interest in focusing more on broader perspective and big picture issues rather than getting bogged down in minutiae. There were also suggestions of using a new/different facilitator, finding a larger, more expansive venue, and inviting other representatives of the staff to join the retreat.

**15. Bylaw Committee Update (8:12) (0:50:58)**

Steven offered update based on Carl’s report since Steven was unable to attend Committee meeting. Meetings planned for twice per month, next one at 4pm on November 7<sup>th</sup> with an agenda item to take deep dive into section of bylaws focused on voting. Committee is working to understand what bylaws are intended to do, identify areas to be rewritten and flag areas for further discussion. More detailed plan will be created after further work is completed.

**16. Staff Rep Report (8:15) (0:52:34)**

Jess Knapp’s first meeting as Staff Rep. She asked for feedback from the council on what worked in the past and what they would like to see in the future. Council members emphasized the need for honest feedback, positive or negative. Kari advised that everyone recognize that it is exceedingly difficult to judge the overall pulse of the 160+ employees, and Steven requested that she include a written report as part of the packet.

**17. Monitoring Report – L8 Communication and Support to Council (8:19) (0:57:16)**

Kari had no additional comments on report. Scott made motion to approve the report. Pat seconded. Discussion was opened and focused on a council vacancy. Mark motioned to move to executive session to continue discussion. Steven seconded.

**All in favor. None opposed. No abstentions. The motion passed.**

**Begin Recording 3**

Executive session was entered into and ended at 8:40. (0:00:00)

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Vote then taken on motion to approve Monitoring Report.

**All in favor. None opposed. No abstentions. The motion passed.**

**18. General Managers FYI Report (8:41) (0:01:02)**

Kari's report included:

- he is working with John Snell, the city's tree warden on a plan to replace many of the trees of HMC grounds
- there is a draft of a proposed joint statement (crafted by staff and union) on universal healthcare
- Mark noted opposition to bullying policy being designated for one class of employee
- Steven asked if there is another co-op's weapons policy we can use as template

**19. Wrap-Up: Actions, Communications, Calendar, Evaluation (8:45) (0:06:25)**

Action items include:

- write response to Citizens Against Plastic Pollution group
- publicize the council appointment process
- draft charge for new Parity Committee
- send out doodle poll for council retreat
- work on response for questions regarding council resignation

Communication:

Kari and Scott are working on wrap-up of Annual Meeting, it may go out with call for applications for vacancy. Google poll for retreat and potential social gathering will go out.

Calendar:

Kari is preparing list of meeting times, still looking at first Monday of the month

Evaluation:

There was agreement on keeping Scott and Mark as alternating facilitators. Mark and Scott both happy to take feedback on their facilitation.

**20. Council or Cooperative Community Comments (8:52) (0:09:31)**

Eva mentioned some inspiration from Co-op Café and that it's exciting to think of things HMC could do to let diverse groups of people know that we have the products they are looking for, they don't have to go elsewhere. Scott noted those groups are here in Montpelier, we just need to engage them. Pat noted that Price Chopper is now doing same day delivery. Eric commented that people don't fully know how to use the cooperative effectively to make it cost effective.

**21. Other Business (8:55) (0:15:06)**

Steven noted the Council needs a formal procedure for when unexpected incidents happen and need to be acted upon.

Scott made motion to adjourn meeting. Eric seconded.

**All in favor. None opposed. No abstentions. The motion passed.**

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Meeting adjourned at 8:56 (0:16:04)