

APPROVED



Council Meeting Minutes
December 3, 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, Mark Simakaski, Jess Knapp (Staff Rep)
Staff: Kari Bradley (GM), Kevin O'Donnell
Guests: Peter Kelman

Begin Recording 1:

1. Welcome, Agenda Review, Time Allocation, Guest Policy Review (5:30) (0:00:06)

Scott and Kari noted that one of appointee candidates would not be able to interview until 7:00pm, agenda would be adjusted to accommodate. Kari mentioned Bertil would not be present so agenda item #11 (Barre Co-op Discussion) was eliminated from agenda. Scott reviewed the guest policy and asked that guests sign-in.

2. Cooperative Community Comments (5:32) (0:02:08)

Peter Kelman attended meeting to offer input on discount changes. He provided council with a copy of the discount changes with a summary of his thoughts. He believes the two steps currently underway are insufficient for the program to be successful and he proposed other steps such as making sure members know money from relinquished senior discount is going where it is supposed to be going, letting people know how much money from the relinquished senior discount is going to other programs, letting members know how much money is going to Co-op Cares instead and letting them know how that program, and the money going to it, is helping low income shoppers. Peter also suggested applying these principles to other discounts - not just the senior discount.

Consent Agenda - Postponed to accommodate Council Appointment interviewees who had arrived, and were waiting.

3. Council Appointment Applicant Interviews (5:46) (0:16:13)

Applicants began arriving at 5:45. All applicants were asked the same four questions for consistency and efficiency and given ten minutes.

5:45 (0:16:30): Shannon Lessley

5:55 (0:24:25): Martha Wales

4. Consent Agenda: Approval of minutes, refund requests, resignation (6:02) (0:31:55)

Mark made a motion to approve. Steven seconded. Scott opened discussion.

Eva raised a question about the previous meeting's minutes and the Community Comments section. She had spoken in support of Lisa Rochelle and had asked for her comments to be included in the minutes, but they were not. She would like the previous meeting's minutes to be amended to include her support of Lisa's comments and her statement that she finds Lisa to be a valuable part of the Co-op community. Eric noted that he had concurred with Eva's comments at that time.

APPROVED

Vote was taken on the motion to approve. All were in favor. None opposed. No abstentions. The motion passed.

Council Appointment interviews resumed

6:10 (0:38:19): Les Snow

6:20 (0:50:22): Katie Michels

5. Executive Session: Council Appointment – put on hold until after final interview at 7:00

6. Officer Elections (6:32) (1:02:17)

Steven asked if Council should wait for new appointee for officer elections. Scott noted three people are missing, not present at meeting. Offered question: Is it fair to hold officer elections with people not there, especially since they have expressed interest in serving on the Executive Committee? Kari agreed with Scott's assessment. Mark made motion to extend interim positions to next meeting then hold officer elections. Eva seconded.

Vote was taken on motion to postpone elections to next meeting, in early January. All were in favor. None opposed. No abstentions. Motion was carried.

Break (6:35) (1:04:44)

Begin Recording 2:

7. Council Retreat Planning (6:42) (0:00:10)

Scott reviewed outline of what is being considered. Stephanie Lahar, who facilitated the Annual Meeting, will be facilitating the Council Retreat. Council was asked to provide answers to Stephanie's questions to help her create an agenda. Discussion followed about the purpose of the retreat and whether or not it should focus on bigger picture, visionary ideas and philosophy or on smaller, practical, tangible goals and solutions. Council agreed on 8am to 3pm time frame and agreed on idea of inviting guests such as other staff.

At 7:00 (0:17:51), Eric proposed extending discussion until after final interview and made motion to do so. Mark seconded. Discussion was suspended.

Council Appointment interviews resumed for last interviewee

7:00 (0:18:44 In Part 2 Recording): Catherine Lowther

At 7:06 (0:24:10), discussion returned to topic of Council Retreat and Ashley Hill joined the meeting. Discussion focused on potential for inviting staff to retreat and it was suggested that Kari invite the senior management team and two other staff members to the retreat. Consensus was that those guests should be at retreat for first part of day, then Council only for latter part of day.

At 7:20 (0:37:50), Mark made motion to go into Executive Session. Eva Seconded. All in favor. None opposed. No abstentions. The motion passed and Council entered Executive Session.

APPROVED

Begin Recording 3:

At 7:49 **(0:00:05)**, **Council came out of Executive Session.** Mark made a motion to accept the resignation offer from Bertil Agell and express our thanks to him and to accept the resignation of Peter Turmell as well. Steven seconded. Scott opened for discussion.

Vote was taken on motion to accept the two resignations. All in favor. None opposed. No abstentions. The motion passed.

Mark made a motion to appoint two of the appointment applicants, Shannon and Katie, to the two vacant Council positions. Eric seconded. Scott opened for discussion.

Vote was taken on appointing Shannon and Katie. All in favor. None opposed. No abstentions. The motion passed.

(0:02:39): Eric made a motion to make a special appointment for Bertil, so that he may have an honorary title such as Council Member Emeritus, and also to welcome him back if he can come back. Steven seconded. Scott opened for discussion. Ashley noted that there is nothing in the bylaws supporting that option. Steven noted the perception of exclusivity if one member is given that kind of title or call to appear at meetings. Mark called the question, seconded by Eric. All were in favor of the call to question. None opposed. No abstentions.

Vote was taken on motion to create special appointment for Bertil. Eric in favor. All others opposed. No abstentions. The motion failed.

8. Ethics Policy (7:54) (0:08:31)

Eric led discussion about Ethics Committee's progress. They have met and discussed the feedback and concerns from buyers, including concerns about amount of research needed to determine unethical practices and the vagueness in the language of the present policy draft. There have been positive comments as well from buyers and support for looking into ethical questions in some way. Eric noted discussions have been ongoing but open ended with understanding they will continue at future meetings. Steven made a motion to use the simpler draft option for the Committee's charge. Eva seconded. Scott opened for discussion, which followed, until Mark called the question, seconded by Eric.

Vote was taken on motion to accept the first draft charge for the Committee, with the addition that the Committee can appoint additional members with the advice and consent of the Council. All in favor. None opposed. No abstentions. The motion passed.

9. Diversity/Intersectionality Committee (8:07) (0:20:44)

Ashley led discussion on Committee's progress, including their first meeting. One focus of Committee discussions was bringing in experts to offer trainings and consideration of how trainings will work and if trainings can be opened up to management and staff. Steven made a motion to select the second draft option for the Committee's charge. Mark seconded. Discussion was opened. Ashley advised against using the word "inclusion." Steven amended his previous motion to remove the words "and inclusion." Mark seconded the amended motion. Eva noted that the proposed charge is not clear enough and needs the additional elaboration. She advocated for the first draft option and asked that the word "parity" be changed to "diversity."

APPROVED

Vote was taken on Steven's motion to use the second draft charge. Steven in favor. All others opposed. No abstentions. The motion failed.

Eva made a motion to adopt the first draft charge for the Committee. Ashley seconded. Opened for discussion. Mark noted that the motion will also include changing "parity" to "diversity" and adding language that the committee can add members with the advice and consent of the Council. Discussion continued until Mark called the question, seconded by Eva. Steven opposed calling to question. All others in favor.

Vote was taken on motion to adopt the first, more detailed, draft charge for the Committee, change "parity" to "diversity" and add additional language regarding the addition of new members with the advice and consent of the Council. Eric opposed. All others in favor. Steven abstained. The motion passed.

10. Bylaw Committee Update (8:33) (0:47:10)

Kari provided update that the committee is meeting regularly to work through the current bylaws to make sure they understand what bylaws intend and mean. Committee will develop an approach to updating the bylaws in the near future.

11. Barre Co-op Discussion – agenda item removed (8:34)

12. Video Conferencing (8:34) (0:47:38)

Scott opened discussion and posed question of whether or not to move forward with video conferencing. Kari provided a brief overview of what conferencing system would cost and how it would be set up in Community Room. He also noted that it could be opened up to members at large and possibly make it easier for members to participate in meetings. Steven made a motion to proceed with using video conferencing. Mark seconded. Opened for discussion.

Vote was taken on motion to move forward with video conferencing. All in favor. None opposed No abstentions. The motion passed.

13. Draft Council Calendar (8:46) (1:00:12)

Kari noted that calendar follows past years closely. July meeting date is first Monday in July rather than last week of June. Scott noted that Exec Committee should propose open forum meeting dates and GM contract renewal process needs to start earlier. Other questions raised regarded notetaker process and whether or not Council should get outside person to facilitate meetings.

14. Financial Report: Q1FY2019 (8:53) (1:07:09)

Kari offered brief summary of first quarter, including:

- \$6.2 million in sales
- Sales growth of 1.5% over same quarter prior year
- gross margin came in below budget
- Net income of \$35,562 net of a small gain share for staff
- little change to balance sheet
- positive cash flow as a result of timing of payables

APPROVED

Steven mentioned that a couple Council members were meeting with Kari in the hour prior to the monthly Council meetings to ask questions and learn more about Financial and Monitoring reports, and encouraged others to join this group. Scott suggested that this “pre-meeting” be added to the agenda to increase awareness, and encourage others to attend.

15. Monitoring Report-L5 Financial Condition/L7 Protection of Assets (8:57) (1:11:16)

Kari provided some summary comments including how many positive news stories have been printed about the Co-op over the past year and the progress that has been made since the Communications Plan was created. The report contains one noncompliance as a result of decrease in volume of product sold relative to the prior year. Mark made a motion to approve the report. Steven seconded. Opened for discussion. Eric raised the question about minimal growth and Eva asked if discussion could be tabled until next Council meeting.

Vote was taken on motion to approve the report. All in favor. None opposed. No abstentions. The motion passed.

16. Staff Rep Report (9:05) (1:16:58)

Scott offered Kudos to Jess for the quality of her report and Jess provided a summary, including follow-ups with union members regarding safety committee involvement and ongoing grievances. She also noted concerns among staff regarding the proposed bullying policy, the draft weapons policy, and the customer experience survey.

17. General Managers FYI Report (9:11) (1:25:09)

Kari provided highlights, including issue of unclaimed property related to member equity, successful completion of the dishwashing station renovation project leading to a new high efficiency dishwashing machine, and kudos to Scott for providing Council updates in the employee newsletter.

18. Wrap-Up: Actions, Communication, Calendar, Evaluation (9:19) (1:32:56)

Action Items:

- Council members email Kari retreat question responses
- Kari follow up on Council retreat
- Scott call candidates for Council vacancy
- Scott call Bertil
- Mark finalize Ethics and Diversity/Intersectionality Committee charges
- Kari pursue GoToMeeting video conferencing
- Kari add pre-meeting discussion period to Council agendas
- Kari provide update on communications plan in next General Manager’s Report
- Kari invite Council members to informal sales growth discussion
- Kari/staff draft lifetime achievement award process.

Mark mentioned the process of utilizing Committees, work should be done in Committee setting and Council members should attend those meetings to bring up issues related to Committee’s work. Scott added that it can be difficult to figure out amount of time for discussions on agenda, to decide how much to allocate for discussions from committees or otherwise. Kari advised Council to spend time talking about meeting dynamics and how to properly allocate time. Eric commented that Executive Session had taken time necessary for process of selecting candidates.

APPROVED

19. Council or Cooperative Community Comments (9:23) (1:36:33)

None

20. Other Business (9:23) (1:36:38)

None

Mark made motion to adjourn. Ashley seconded. All in favor. None opposed. No abstentions. Meeting was adjourned at 9:24pm (1:36:40).