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Council Meeting Minutes  
January 7, 2019  
5:30pm

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

**Present:**

Council: Steven Farnham, Scott Hess, Ashley Hill, Dr. Eric Jacobson, Shannon Lessley, Katie Michels, Eva Schectman, Pat Siergiey, Mark Simakaski, Jess Knapp (Staff Rep)  
Staff: Kari Bradley (GM), Tim Wingate, Stephani Kononan, Jay Wisner, Mary Mullally, Lisa Rochelle  
Guests: Laura Gebhart, Ed Fox

**1. Welcome, agenda review, time allocation, guest policy review (5:31)**

Mark proposed change to agenda, move guest speaker to beginning of agenda. Noted that person who requested community comment time not present, but time will be given to them if they arrive at some point. Scott noted under committee agenda section, there is a needed vote, regarding change of charge for the bylaw committee. He would like to have brief discussion then have council vote on ratification of that change of charge.

**2. Guest speaker (5:32)**

Ashley Hill entered meeting at 5:33

Laura Gebhart, Executive Director of Montpelier Development Corporation (MDC), provided an overview of the MDC and the projects that are currently ongoing or are in planning stages around town, including: French Block apartments, Caledonia Spirits distillery, Transit Center and housing on Taylor Street, Hampton Inn & Suites and new parking garage. Topics raised and discussed included potential for HMC to have some kind of second location downtown, potential partners for a joint venture, where these conversations can or should take place, and the highest needs for downtown, including more affordable housing.

**3. Consent Agenda: Approval of minutes, refund requests (6:03)**

Steven made motion to accept consent agenda including the minutes per his proposed amendments that he circulated via email. Eva seconded.

Mark opened for discussion. None was had. **Vote was taken on motion to approve. Katie and Shannon abstained. All others present were in favor. None opposed. Motion passed.**

**4. New Member Orientation, Statement of Ethics (6:05)**

Scott and Kari conducted initial orientation for Katie and Shannon prior to meeting to bring them up to speed. Encouraged new members to bring up any concerns, questions. Asked them to sign statement of ethics. Asked them to state any conflicts they would like to disclose for the record. Shannon had none. Katie had none, she works with a lot of local farm businesses and will be very transparent.

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### **5. Council Meeting Dynamics (6:07)**

Scott led discussion. Kari noted that the December meeting went off the rails a bit, some expressed frustration with how time was being used. Saturday's retreat experience was completely different. Mark noted that there is an agenda, council should follow it. For now, Mark and Scott will continue as facilitators, but are both open to changing system, want feedback from council. Eva noted she would like to have a visual reminder of the points from the retreat. Kari will turn those into something that can be posted in room for council meetings.

### **6. Council Retreat Follow-up (6:14)**

Mark switched this with officer election agenda item since discussion was already being had about retreat. Council's comments were very positive, with members feeling it was very successful, a great start to the year, and very appreciative of: hearing about where things might go next, the structure of the day, activities that encouraged discussions, opportunity to get to know each other better, good ideas presented with focused interests, chance to experience aspects of being a council member for the first time, ability to know more about where people envision things are going. High praise was given to the facilitator as well.

### **7. Officer Elections (6:23)**

Eric suggested that council should keep present officers in place and allow new members the chance to integrate before electing officers. Scott noted it's already January, and it's rare for new council members to take officer positions.

**Eric made motion to delay vote for one meeting. No second. Motion failed**

Current officers described their work/function.

- **Mark asked for nominations for President. Steven nominated Scott. Eric seconded. Scott is president.**
- **Mark asked for nominations for Vice President. Scott nominated Ashley. Katie seconded. Ashley is Vice President.**
- **Mark asked for nominations for Treasurer. Steven nominated Mark. Scott/Eric/Eva seconded. Mark is Treasurer.**
- **Mark asked for nominations for Secretary. Eva nominated Steven. Scott seconded. Ashley nominated Pat. Eric seconded. A vote was taken by paper ballots, counted by Jay Wisner. 5 votes for Pat, 4 for Steven. Pat is Secretary.**

### **Break and Council Photo (6:36)**

### **8. Committee Assignments: Value-Added Communication, GM Evaluation (6:51)**

- Value Added Communication Committee. Kari reiterated invitation for council to be involved. Robert Barossi gave brief overview of committee and its work. Ashley and Scott interested in joining.

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- GM Evaluation Committee. Meets to conduct or help administer his evaluation. Typically, three council members, one being the President. Mark volunteered to join. Katie and Eric also committed.
- Eva asked about Executive Committee, would like to be able to attend meetings when agenda is formed. Scott noted it would be published when those meetings would happen.
- Annual Meeting Committee, responsible for developing theme and proposing agenda of Annual Meeting. Eva, Pat and Scott volunteered to make up committee.
- Ballot Committee, Kari commented should hold off on that. Scott noted you can't be on that committee if you are running.
- Candidate Recruitment Committee, helps with recruitment for council elections. Eva noted it's better to start early. Eva and Pat volunteered for that committee.
- Finance Committee. Mark is Chair, Scott also on Committee. Review of budget, review of 401k plan, etc.
- Bylaw Committee is set.
- HMCCF Committee, publicizes the fund application and makes recommendations about who should receive what grants. Pat and Scott on that committee.
- Ethics committee, Scott on committee. Steven interested in being on it. Jess also volunteered to be on it.
- Intersectionality and Parity Committee. Ashley, Patrice, Eva and Scott are on it.

### **10. Committee Reports (7:08)**

Ashley provided report on diversity and intersectionality committee. She has been meeting with a trainer to set up details for council trainings in near future. Co-op staff has requested that trainings be available for staff and management as well. Ashley noted possibility that for council, sixty- or ninety-minute segments over a series of meetings, during council meetings, for trainings

Mark brought up item for bylaw committee, change to committee's charge. New charge will provide wider scope for committee's proposed/suggested changes.

Mark asked for motion to accept bylaw committee's new charge. Steven made motion. Scott seconded. Opened for discussion. It was noted that members of committee would like to make change to charge so they can suggest more substantive changes, not just clean up language. Committee would like to use this opportunity to fix problems and make bylaws better.

Vote taken on motion to accept new charge for bylaw committee as written by Mark, including change to when committee would complete work.

**All in favor. None opposed. None abstained. Motion passed.**

### **11. Executive Emergency Succession Plan (7:23)**

Kari introduced Facilities Manager, Mary Mullaly, who is training to take on the role of designated interim GM, as part of emergency succession plan. Has been Kevin O'Donnell and Tim Wingate in that role but now will be Tim and Mary who can take over if Kari not available. Mary provided overview of her extensive experience and Kari noted he is confident Mary is capable of being a GM, sees this as clear

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next step for her. Kevin and Tim both supportive of this change. Council congratulated Mary and welcomed her to the new role.

#### **12. Monitoring Report-L9 Emergency Executive Succession (7:31)**

Kari provided overview of report which covers what the plan is, what the procedures are, in case the GM is not available for some reason. He added this has been taken a step further into a plan for what happens if key members of the staff are not available. **Steven moved to accept the report. Pat seconded.** Opened for discussion.

**Vote taken on motion to accept report. All in favor. None opposed. No abstentions. The motion passed.**

#### **13. Staff Rep Report (7:35)**

Jess provided overview of her report, including review of grievance. She noted overall positive response from union members to housekeeping meetings, UE/management are working on a written agreement for bargaining member work, and overall positive feelings from staff about how things went during holiday season.

#### **14. General Managers FYI Report (7:39)**

Kari provided update on process of contacting members who have unclaimed assets (equity paid in full but have not shopped in three years), updated council on GoToMeeting, which is now ready to be used during council meetings.

#### **15. Employee Survey Response Plan (7:46)**

Kari provided overview of plan, which was created as a result of employee survey from last year and noted that it's early on but he is excited about communication aspects. Lisa Rochelle, staff member in wellness department, asked about what is new or different about plan. Eva asked to continue discussion and majority of council agreed to extend time. Lisa expressed her concern about staff satisfaction and the repetition of the staff survey/action plan cycle with not enough change or movement in the right direction. She expressed disappointment in the action plan and a feeling that she had hoped for more in response to the survey. Lisa also commented on how difficult it can be for staff to attend meetings. Pat asked Lisa to email her thoughts to the council and Eric noted his appreciation for Lisa's input and offered to work with her further, would like to find a way for her to approach council on a regular basis. Steven expressed concern about difficulty for staff making it to council meeting and Mark noted there is a need to make sure everyone has the opportunity to speak, concerns about staff attendance at meetings should be addressed.

#### **16. Wrap-Up: Actions, Communication, Calendar, Evaluation (8:01)**

Actions - Kari will contact community member who requested time during Community Comments but was unable to attend. Kari will include some notes about retreat on minutes, will post results of officer elections and committee rosters, will call committee meetings and follow up on Lisa's concerns.

Communications – there will be some communication about the council's activity, new members, the retreat, etc. Some kind of council newsletter for members. Mark noted council should communicate diversity committee's plans.

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Calendar – Committee meetings will be scheduled, finance on Thurs, Feb 14.

Evaluation – Mark asked for comments. Steven asked new members for input. Shannon said all was good. No other comments.

**17. Council or Cooperative Community Comments (8:04)**

Eric noted a member asked him about the quality of organic certification from China, unreliability of some products from China, how do we know they are truly certified?

**18. Other Business (8:06)**

Two requests from Steven: can prepared foods department leave some small plates for dessert after the break. Other question, regarding evaluation survey, would it be possible to have questionnaire that is more of a running tally so it can be done right after each council meeting?

Signs in store will be updated for new council members and officers.

**Steven made motion to adjourn. Eva seconded. All in favor. None opposed. No abstentions.**

**Adjourned at 8:09.**