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Council Meeting Minutes
May 20, 2019
4:00pm

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

Present: Kari Bradley (GM), Steven Farnham, Scott Hess, Jess Knapp (staff rep), Katie Michels, Eva Schectman, Pat Siergiey, Mark Simakaski (by phone), Rob Barossi (note taker)

Guests: Jed Davis, Carl Etnier, Stephanie Kaplan, Sue Zekas (members of bylaw committee)

1. Welcome, agenda review, time allocation, guest policy review (4:06)

Scott opened meeting. Began with introductions of bylaw committee members. Turned meeting over to Carl, chair of bylaw committee

2. Draft Bylaw Revisions (4:08)

Began review of draft bylaw revisions, led by Carl. Opened the floor to council member to see if they had specific questions. Asked to go over specific points mentioned in letter he sent to council.

Katie noted she hopes that staff will continue to bring up issues that are not in bylaws. What is not intentionally in bylaws, what is begin left out, will it be able to be dealt with by staff moving forward?

Stephanie noted committee is meeting again, on the 28th, will take this meeting's feedback from council to that meeting and then apply it to whatever is presented at public forums.

Carl referred to questions to council. Organization of new bylaws, does it make sense? Eva noted hasn't had a lot of experience with this type of document but initially this appears to make sense and be organized well, asked if committee feels that way or if they are asking council to reassure them of that. Carl noted current organization is based on Brattleboro Co-op bylaws. Sue noted that a number of different bylaws were used as reference or template. Consensus was that Brattleboro template seemed like a good fit. Jed added that the goal was to make bylaws an approachable document built on structure of Brattleboro document. Steven added that goal to make it readable and easily understood.

Carl noted most of what is on first page of new draft is new language and doesn't exist in current bylaws. Discussion had been over whether or not they belonged in the bylaws, things like values, mission, purpose, cooperative principles, should those be changeable without going through member meeting process? Stephanie noted that some felt mission should be in bylaws and something that members should be able to change, not just council who can change it. May be easier to not have it in bylaws but some believed it is at heart of cooperative and should be changed by members.

Steven noted discussion around the first section centered around whether or not document is educational or strictly governing. Carl asked for feelings from council about those things being included in bylaws. Katie noted 1.3 seemed standardized and set, but 1.2 and 1.4 seemed like they could change and inclined not to include those so they could be changed more easily.

APPROVED

Next section, member status. Carl raised question about executive session and whether or not it should be listed in bylaws when executive session can or should happen. Stephanie noted that discussion and disagreement centered on annual retreat and whether or not retreat should be executive session. Steven noted while he understands the perspective of members, it is helpful for council to have a session where they can be less guarded and more open in their conversation. Katie noted article 2, some is related to general membership and other parts are related more to operation of the council. Some parts don't necessarily fit into the section. Noted possibly including some language allowing for more wiggle room for certain kind of topics to be discussed, allow for more flexibility in terms of certain topics being discussed in executive session or retreat type setting. Jess agreed with Scott about retreat, having retreat more closed format, freer for discussion/team building/etc.

Carl moved to discussion of compensation. Current bylaws indicate the compensation information could be closely held and question was raised, should members have access to information about what managers/staff are paid.

Eva noted that at nonprofits and other kinds of coops, staff pay scale is accessible to members to see and there are salaries for managers available for people to see. Pat raised question, why is it not available, why is that not good thing? Steven noted that pay rates can be posted, without naming specific people. Stephanie noted that as a member-owned organization, there is certain information that members have a right to. Jess noted that may cause issues between staff and managers, create more tension between staff and managers. Scott noted it's a major privacy issue. Jess noted less opposition to ranges being posted. Range would be ok but not personal salary being posted. Eva and Jess agreed on having something posted that people are comfortable with, something like range only, would be ok to have that. Stephanie noted members have been surprised that GM's salary is not known to members. Mark noted that if compensation is made public, it should be everyone, not just management and should have benefits, 401k other compensation included. Believed it should be held in confidence and not published publicly.

Carl moved to next issue, communication, providing forum for members to communicate with each other. Bylaws do not currently indicate that should be done by the co-op. Stephanie noted that in past, no opportunity for members to have a discussion about concerns with each other, to raise issues with each other. Felt strongly that bylaws should mandate that members have a means of communicating with each other. Katie agreed with Stephanie's points, noted possibly change language so mandate to communicate is beyond just the newsletter, not limited to that. Mark raised concern, is personal contact information part of members communicating with each other. Kari asked about what people had in mind what would be effective and what would implications be operationally. Don't want to set up an expectation that can't be met. Steven raised question about suggestion program going online, could it be online where other members would have a chance to support the suggestion or not. Eva noted that could be a position, somebody's job to run the interface with the members, or more than one person. Mark raised question how would it be handled, by whom, what kind of labor would be involved. What is the cost/benefit analysis? Steven asked about action item of getting in touch with VTDigger about their very active online comments. Jess noted would have larger impact and better quality of comments with smaller, in person meetings, with members. Might be more impactful and higher quality.

Carl moved to article 3 and questions of number of members of the council and number needed for a quorum. Asked, does nine work, should it be kept at nine. Eva and Katie said yes. Scott felt that nine is too many, 7 better, maybe 5, would give council more latitude to shrink or expand. Jess commented on 3.1,

APPROVED

why sentence was proposed for deletion. Not comfortable with implication that council can do whatever they want, treat staff however they want. Leaves door open for council to do anything or change what they do to anything. Steven suggested adding that the individual council member does not have any individual power, power is only vested in the group, that would prevent Jess' concerns from happening. Scott noted that if council did something bad, they could just be voted out of office. Carl noted that there might be a better model that council wants to use, should have latitude to look at other models and adopt them. If there is controversy, that could be discussed with members at that time.

Carl moved to next section, council elections. Currently, no specifics about how term lengths are decided. Should highest vote getter get to choose term? Eva noted that feels underhanded, person should be committing to a three-year term when they are voted in. Members would need to know that they are voting for person and don't know how long they will keep their seat. Steven in favor of earlier method, most votes get longest term.

Eva asked about policy governance mention. Where else is it stated that that is how council does things. It's in policy governance documents, which council can technically change. Carl noted council is seen as having the wisdom to choose the best governance method or tools to use and may want to change that at some point, should be allowed to do that. Noted it's worrisome if council can interpret it the way Jess noted, it's up to council members to make sure that doesn't happen.

Carl moved to topic of member meetings, discussion of article 5 section 2 of current bylaws, which have attempted to be amended for a number of years. Question of whether or not certain votes should be associated with a specially called member meeting and should happen at a meeting, with voting extended for another 14 days, at least, after a meeting. Some things would only be voted on in person, at a meeting, others would be at a meeting and afterwards. Steven noted that new table expresses existing bylaws. Mark noted he liked the new language, seems like good compromise, gives voice to those who can't make meeting, gives reasonable amount of time for everyone to have their say after initial meeting.

Eva noted that voting regarding property, would want it to be more than two weeks of voting after the meeting. More opportunity to discuss and to vote after meeting. For council elections, she believed that 14 days is adequate. Scott noted there would be many meetings before doing anything major, to inform the membership. Don't need to stretch it out, becomes impractical, 14 days sufficient with enough info ahead of time. Steven noted that more advance notice would be needed for something major, to give membership more of a heads up. Stephanie noted same issue as with communication with members, unless the bylaws are changed to require method of communication among members, same thing as in past happens, where information is only flowing in one direction, no ability for members to communicate with each other.

Carl moved to issue of election of council members. Proposed starting at annual meeting, proceeding for 14 days. Would change how council changes. Council calendar would have to shift. Candidates could get up and say something at annual meeting. Council members present agreed with this proposed process.

Carl moved to next question, 90% requirement for amending potential change to bylaws. No mention of threshold for anything else voted on at member meetings. Committee had proposed change to 2/3 majority of those present for everything. Should be somewhat difficult to make changes/amendments. Could be significant change to what was on agenda that was warned. Only applies to floor votes. Eva noted 2/3 majority sounds like a good idea.

APPROVED

Moved to next topic, meetings of the council section, question of quorum and what number it should be for council. Should council be required to get 5 people together to conduct business? Or should there not be a minimum or quorum needed, until next election? Mark noted if there are 9 council members and there are 5 present, a quorum, they should be able to conduct business. Carl clarified question, if there are not 9 members, does the quorum remain static or does it drop to majority of whatever number is? Mark believed it should drop. Council members present agreed.

Jess noted 7.4d, distinction between staff rep and staff person being voted onto council, believed there should be more distinction made. Kari noted staff who are elected to council cannot be officers. Cannot be in executive session for certain issues.

Eva returned to topic of mission and whether or not that should be included, believed that it should be. Also believed principles should be in bylaws.

Jess noted some inconsistency regarding numbers versus roman numerals. Carl noted current bylaws use roman numerals, they are in new draft as reference.

Meeting adjourned by Carl at 5:55