

APPROVED

Bylaw Committee Meeting
6/25/2019
Hunger Mountain Co-op Community Room
4-6pm

Present: Kari Bradley (GM), Cheryl Conner, Carl Etnier, Jed Davis, Steven Farnham, Scott Hess, Stephanie Kaplan, Sue Zekas, Rob Barossi (Note Taker)

Carl opened meeting 4:05, gave overview of items to discuss. Asked for anything else. No additions to what he proposed for agenda items.

Asked Rob if any more public comments since forums. There have been none.

Asked to approve minutes from May 20 and June 11 meetings. Steven noted there had been a couple of corrections, which had been taken care of. No objections to approving May 20. Asked about June 11, two comments sent out by Steven, Rob will fix those notes as mentioned by Steven and will mark as approved.

Carl asked committee about forums and public input, what is best way to discuss and review discussions that have taken place. Jed noted Matt Levin's comments a good place to start. Stephanie suggested that subcommittee go through Matt's notes and decide what can be easily incorporated and incorporate them. Carl noted that would happen after this meeting.

Cheryl proposed starting with things that are most meaningful and high priority to discuss. Smaller issues could go to subcommittee. Carl noted subcommittee could put together main vote item to be voted on by members and also secondary vote items that would be voted on separately.

Stephanie asked for clarification on what subcommittee should do. Will decide what from Matt's notes and the public forums will or should be incorporated or not. Carl asked who would like to be on subcommittee. Stephanie and Cheryl willing to do it. Also Carl, Jed and Sue possibly depending on ability to commit time.

Carl moved to topic of transparency, he had sent out memo reviewing the meeting with managers and union. Kari noted there was concern from union side about disclosure of individual union staff pay. Stephanie noted one of the main points from union was unfairness of ability to find out salaries of staff versus managers. Stephanie noted that union members did not want individual names used, Carl agreed with that.

Carl noted that comments from meeting generally reflected comments from managers and staff from forum. Stephanie noted managers at meeting felt strongly that they did not want salaries to be public, asked how those managers were chosen. Kari noted it was a mix, not selected for any particular reason, some had expressed interest. Stephanie noted they were all strongly against transparency, has heard from other managers that they are for it.

Kari said he followed up with managers and three had been surprised by memo mentioning that two of the managers were open to public disclosure of individual employee compensation. Kari shared more of feedback from managers, had spoken with all four after the meeting, all four were disappointed with how meeting was conducted. Had felt that committee members had been aggressive. Some had been

APPROVED

uncomfortable, one had almost left meeting. Expressed that committee didn't seem interested in what they had to say, committee seemed adversarial, as if committee members had already made up their minds, concerned that committee as a whole already made up its mind. Kari has had request to bring management team together to discuss as a group. Scheduling that meeting for the 11th of July. Will discuss if management team wants to take a position as a team.

Stephanie noted they were proposing something, wanted to get their response and thoughts about the proposal. May have had different idea of what the meeting was supposed to be. Carl thought it was a healthy back and forth discussion. Did not think meeting was particularly intense, was surprised by reactions, and took responsibility for facilitation of meeting and how it went. Sue asked if issue is causing tension or concerns among managers, having an effect on operations of co-op. Kari noted it was distraction around time of meeting but doesn't believe it to be more widespread than that.

Steven asked about transparency in bylaws, would it be part of larger vote or something that gets voted on separately as one of the other, smaller items? Asked, should committee write a proposal about that? Then would be left up to membership to decide based on proposal. Jed asked if Carl's memo about manager/union meeting was shared. Carl sent it out to bylaws committee. Kari had not shared with managers, but could if it's helpful. Carl offered, committee can take more time with this issue, does not have to be urgent. Stephanie noted that there could be more forums with employees, perhaps over the summer.

Jed asked if there are other topics of the bylaws committee that managers should have input on, should be discussing. Sue noted possibly the other major issues that have been flagged. Kari said that may be a good idea, will review the list of issues. Sue noted family memberships as one possible topic.

Carl asked about thoughts on forums. Stephanie noted the need to have more. Carl asked about input that committee got back. Jed noted attendance was disappointing but quality of feedback was very high. Jed asked about additional forums, could attendance be increased?

Carl got some notes from member Amy Shollenberger, some points to consider. Make sure people know when and how to vote and what it takes to amend things in a proposal. Make sure they know how to vote on bylaws and when, make sure they have chance to do it. Make changes visually understandable. Put in pro and con arguments for changes. Make clear what is being voted on at each meeting. Possibly do meeting on weekend day, before and then after lunch with lunch provided. Put posters up around room with suggested changes illustrated. Have committee practice their presentation, how they will come across and react. Make sure that everyone is heard, ask, "Who hasn't spoken?" Provide version being proposed with some notes in addition referring to current bylaws. Make bylaws readable at an eighth-grade level.

Advice from Matt Levin, make the document cleaner, less confusing, easier to follow.

Kari raised question, how much should council be involved or how much does the council want to be involved?

Jed offered a framework for the subcommittee, focus on formatting and working on the things that have no objection. Work on the stuff that will pass fairly easily and without controversy, then work on the stuff that might be more challenging. Stephanie noted could be difference between what different people think is going to be controversial and what won't. Carl noted that subcommittee will have clean

APPROVED

copy that has changes/proposals, but shows with notes what changes are being proposed. Steven agreed, should write a clean copy with annotations about where change came from or what change was, referring back to old. Jed noted need to be very clear, have had a number of versions showing progress. Carl added, just provide one proposal, with annotations.

Kari asked about final presentation to members, would it include a strikeout version? Added that it had been hard to read but it has been standard for those wanting to review changes. Some might be inclined to want that version. Carl noted final version for special meeting could have strikeout version in addition so there's one available.

Jed noted issue of principles being included in bylaws, where committee may not know what version of them should go into proposal. Kari noted not in favor of having principles in bylaws but could just use current ICA principles. Cheryl asked for vote on adding principles and if not agreement, keep it way it is in current bylaws. If can't reach consensus, leave it the way it is. Carl and Sue noted, anything committee can't decide on, can be put to members for vote. Stephanie noted if they leave as is, nothing would be in bylaws and would be in the governance policies. Would be addressed there.

Carl's question for vote, does committee want to see principles in the primary overall bylaws proposal, as one of the additional proposals for secondary voting, or not at all and leave as is currently? Stephanie note if they are in the bylaws, it takes a vote to change them. Jed noted that in the future if the co-op decided the principles were not central to the governance of the organization, members should weigh in on that. Noted that there could be a reference to the principles in the bylaws without the entire principles included. Carl added, vote can be should the bylaws refer to the principles or should it actually have the principles in the bylaws? Sue raised question of validity of not having the whole document in, should be all in or all not in? Stephanie advocated for having the entire principles in there.

Consensus formed around having principles in the introduction and a reference in the bylaws to those principles in the intro. Full text in introduction with one sentence in bylaws that refers back to them. Carl asked should it be in the primary proposal or one of the additional proposals? Jed noted introduction is not part of the bylaws. Consensus that principles will be in the introduction and there will be a line in the bylaws referring to the principles, saying specifically that the co-op operates in accordance with those principles. Cooperative values can also be in the introduction but bylaws mention will refer to principles.

Carl asked about does committee want to include all voting at one special meeting. Or should it just be the overall proposal and have other secondary proposals voted on at their own meeting? Stephanie suggested dealing with everything all at once and not adding another meeting at another time. Carl noted voting question might be enough to draw 100 people. Steven asked, how many additional issues are there to address, besides voting and compensation transparency? Carl noted there may not be that many. Executive session may be one. Steven in favor of approving the overall proposal and then additional items all at one meeting, but raised question, does that really give opportunity for discussions and conversations?

Carl suggested subcommittee create proposal for voting on everything at one meeting, provide that at forums and get feedback from members. Get a sense of how it would be to handle everything at one meeting. Cheryl noted it's a matter of presentation.

APPROVED

Subcommittee will meet, sometime between now and July 9. Possibly have someone go to council meeting, Carl advised that they could give progress report to council, give timeline going forward, ask if they would consider reviewing proposal at August 26 meeting, consider language to be put before members at that time.

Stephanie mentioned member forums. Would need to be July and August. Kari noted should think about some dates now. Carl advised against picking forum dates right now, reluctant to do so. Would like subcommittee to do its work first then plan forums. Possibly 29/30 of July for first forum. Need time to take feedback, process, put into a new document before August 26 council meeting. Sue raised issue of summer and people not being here. Asked could members be emailed things committee would like input on, ask them to return comments to us, could provide feedback in writing?

Kari noted that if a special meeting would happen before winter, it would likely happen early December. Need to give council time to take document and do what they need to, discuss as needed. Was thinking post-Thanksgiving for big meeting. Carl asked how long might council need? Kari noted council can discuss that at July 1 meeting, discuss how much time they want. Scott and Steven could provide council meeting update from bylaws committee. Progress report and ask question of how much time will council want to sit with proposal before any special meeting for voting. What will the council want to do to prepare members? Steven agreed with Kari that council should have additional forums or information sessions before special meeting. Forums can be mentioned in mailed warning about meeting.

Kari asked about upcoming meetings. Definitely want to have July 9 and 23. Carl noted don't need to hold room for August.