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**Council Meeting Minutes
December 2, 2019**

Facilitator: Scott Hess

Note Taker: Rowan Sherwood

Present: Scott Hess, Katie Michels, Pat Siergiey, Steven Farnham, Olivia Dunton, Julia Goldstein, Eric Jacobson, Eva Schectman, Andrew Sullivan, Jess Knapp.

Staff: Kari Bradley, Doni Cain, Mary Mullally, Jay Wisner.

Guests: Bernie Von Trapp

Andrew and Olivia exited the meeting at 8:06, prior to beginning of executive session.

Begin Recording I

1. Welcome, agenda review, time allocation, guest policy review 5:30PM (0:00:05)

Scott welcomed new council members. Eric asked about committee assignments. Scott said that usually happens at the retreat and Kari said they could touch on it during committee reports. Steven said he has a topic to add to Other Business. Julia saw a film titled "Room to Grow" and asked if the Council wanted to see it. Kari will work with Julia to set up a viewing. The Guest policy was reviewed and Mary and Doni introduced themselves.

2. Cooperative Community Comments 5:36PM (0:06:36)

Eva asked about having an outside facilitator for council meetings. There was discussion on how soon to try to call someone in and Eric suggested asking Mark to come back to do it for the next meeting. Steven agreed. Eva stated that the Council would benefit from having a facilitator who is not invested in the topics. Scott brought up the cost factor and Eva asked Kari to research it. Eric motioned to have Mark facilitate the next meeting. Steven seconded.

Seven in favour. Eva opposed. No Abstentions. Motion passed.

3. Consent Agenda: Approval of minutes (11/4), refund requests. 5:43PM (0:12:45)

There was some discussion of changes and clarifications made to the minutes. Scott motioned to accept minutes from last meeting. It was seconded by Pat.

Motion passed unanimously.

4. Council Code/Conflict of Interest Statements 5:46PM (0:15:59)

Scott passed around the Council Code of Ethics for members to sign and asked if there were any questions. Andrew wondered if it was the same thing he already signed during the candidate application process. Liv clarified it was different. Everyone signed their form and turned it in before members went around and stated if they had a conflict.

Katie: Works with farm businesses, some of which might be vendors.

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Scott: No conflict.

Andrew: No conflict.

Pat: Works for Capstone which may receive grants from the Cooperative Community Fund.

Eva: Is on the Just Basics board.

Julia: No conflict.

Steven: Member of other co-ops. Serves on Washington Electric Co-op Board of Directors.

Eric: No conflict.

Liv: Member of HMC staff.

5. Election of officers 5:50PM (0:19:52)

Scott explained there are 4 positions: president, vice president, secretary and treasurer. Voting can be done verbally or by paper ballots. Kari clarified that the president receives a stipend.

Kari asked if anyone wanted to nominate anyone for president. Steven nominated Scott and Julia seconded. Scott accepted. There were no other nominations.

Scott was elected president unanimously.

Facilitation reverted back to Scott, who described the job of vice president which includes substituting in the absence of the president, serving on the executive committee, participating in a monthly call with Columinate.

Eric nominated Katie for vice president. Eva seconded. Katie accepted. There were no other nominations.

Katie was elected vice president unanimously.

The role of the treasurer includes chairing the executive committee, reviewing monthly credit card bill, serving as Council's lead with financial audits, and presenting financial report at the annual meeting.

Eric nominated Pat for treasurer. Steven seconded. Pat accepted. There were no other nominations.

Pat was elected treasurer unanimously.

The role of secretary is described to include serving on the executive committee, dealing with the minutes and other documents. Pat nominated Steven for treasurer. Eva seconded. Steven accepted. There were no other nominations.

Steven was elected secretary unanimously.

6. Annual Meeting Recap 5:57PM (0:27:14)

Kari asked for further feedback. Eric suggested that members be invited to participate in cleanup. Steven thought it went mostly well but desires a shift away from panel discussions to a more inspirational outside speaker. He wants to feature a major attraction so interesting that the crowd will depart eagerly anticipating who we'll bring in next year. Scott added that they are toying with different formats for next year in order to liven it up. Andrew expressed regret that a vendor did not attend the discussion and Kari explained it was a mix up on the date. Kari also suggested that planning the keynote farther in advance could yield a more sought after speaker. Steven suggested that the topic could be diversity. Jess floated the idea of something more participatory for members like a co-op café. Scott suggested group work at the tables.

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Eric suggested two speakers: [Leah Penniman](#) who wrote [Farming While Black](#), and [Teresa Mares](#) who wrote [Life on the Other Border, Farmworkers and Food Justice in Vermont](#). Mayers' work focuses on immigrant workers in the dairy industry. Kari asked who wanted to be on the committee to think this through some more: Scott, Liv, Pat and Eric expressed interest.

7. Committee Reports 6:06PM (0:35:54)

There are by-law forums coming up in January to solicit comments on proposed changes. Comments will go to the by-law committee. It was suggested to vote on more controversial issues as separate amendments so as not to jeopardize the basic revision. Eric asked if there was legal counsel available to the by-law committee before presenting a final draft. Kari reported that he is scheduled to talk with someone about that.

Andrew asked for clarification on committees and the Council reviewed current rosters. Kari proposed February 24 for a special council bylaw meeting. Eric wondered why the rush to ratify. Scott and Kari both spoke to the fact that folks have been working on this for a year and a half and would like to wrap it up. Kari will send out the draft proposal to council members so they can start digesting the changes.

Eva gave a Diversity committee update. There will be a discussion on December 11 in the community room on pages 9-28 of [Everyone Welcome?](#)

Steven reported that the Compensation committee has not met for 4 or 5 months and he'd like to get it going again. Scott suggested adding that to the retreat agenda.

Eric reported that the Ethics committee has been hard to convene regularly and proposed disbanding it. Instead, the council could address ethics questions as they arose. Julia asked what the focus has been. Eric responded the focus has been on fair trade and Israel/Palestine issues. Scott voiced concern over the role of the council in relation to staff and management on these issues.

8. Milk with Dignity Discussion 6:22PM (0:52:03)

Eric discussed his proposed resolution regarding Milk with Dignity. There was a lot of discussion about whether to support the initiative. While everyone agrees that conditions for dairy workers need to be improved, there was not consensus on the role the Co-op should play in supporting this particular work. Concerns centered around the fact that the program is focused on bulk milk buyers and since HMC is not a bulk buyer, we do not have any means to enforce the demands of the program. There was also concern about alienating our suppliers. In response to that concern, it was put forward that transparency is important and members should know if we sell products that utilize exploitative practices. Steven wondered if the cause was too narrow because these issues apply to all farmers, not just dairy, and not just immigrant labor.

Eric motioned to approve the resolution. Andrew seconded. Steven motioned to table the resolution until next meeting. Julia seconded.

Six voted to table the resolution. Andrew and Eric opposed. No abstentions. The motion was tabled.

9. Retreat Preparation 6:49PM (1:18:49)

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Since it's been difficult to find one day that works for everyone it was proposed to have 2-3 shorter evening sessions, each with a work plan focus area. Council members liked this idea. Kari will send out a poll to gather dates and Kari said the executive committee can come up with a plan. Eva reiterated her desire for outside facilitation.

Break 6:55PM (1:24:40)

Begin Recording 2

10. Labor Contract Update 7:05PM (0:00:10)

Kari let the group know that the next mediated session is on 12/4. There was an article in the Bridge this week on the topic.

11. Financial Report: Fiscal Year 2020 Quarter I Statements 7:08PM (0:02:41)

Scott suggested we should have a financial tutorial. Julia and Steven agreed. Scott will set it up with Tim. Kari gave a brief explanation of the balance sheet and income statements. He then proceeded to present the report. The Co-op experienced a decline in sales during the quarter but had positive net income. Eric asked if equity was set aside and Kari responded that it is not. Andrew asked if we had multiple bank accounts in order to be insured by FDIC and Kari said that we do.

12. Monitoring Report: L5 Financial Condition/L7 Protection of Assets 7:26PM (0:20:57)

Kari shared that the Financial Condition report includes the definition of "fiscal jeopardy" and that Asset Protection, which includes things like insurance policies, maintaining equipment, and operating policies. Steven asked about cyber security insurance. It was briefly discussed and while it has not seemed like something that would benefit the Co-op at this time, Steven knows a member who does this work and will check in with him about providing an assessment.

Eric wondered why we had no growth standard and expressed that we should have one congruent with inflation to avoid fiscal jeopardy. Kari pointed out that our prices are growing roughly at the rate of inflation. The point of the Co-op is not necessarily to make money, we just don't want to lose money. Eric did not think the Co-op is looking closely enough at the relationship between wages, profits and sales volumes. It was agreed that this is a good conversation, but is beyond the scope of this meeting. Eric stated that he would vote against accepting this report because it can't be explained why we do not have a growth standard.

Steven motioned to accept the report. Pat seconded.

Seven in favour. Eric opposed. No abstentions. The motion passed.

13. Staff Rep Report 7:40PM (0:34:44)

Jess reported that not much has changed recently – there is still tension and growing negativity about negotiations still being unresolved. There are staff members who do not agree with the union leaders and just want negotiations to end. People are concerned that it has gone on for so long over issues that are not a big deal to most people.

14. General Managers FYI report 7:41PM (0:36:02)

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Kari reported that November was a busy month. We had a strong Thanksgiving week. It's a testament to the longevity of our employees that we can pull off so much so smoothly. Kari and Tim met again with folks from the Plainfield Co-op to discuss ways we could work together in terms of pooling financial resources. It is not yet clear how that kind of partnership would take shape, and while both parties are open to discussing it further there are no proposals on the table. Liv asked if we would donate financial services to Plainfield. Kari said it was a possibility and maybe we could invite them to our next finance committee meeting.

Kari, Tim and Mary went to an excellent training in October regarding cooperative business practices and would like to present what they learned to the council at some point.

15. Draft Council Calendar 7:48PM (0:43:22)

Eva said she needs to consult her calendar before agreeing to meetings. Kari asked if the regular meeting on January 6th worked, and it does. Julia asked for clarification on what is mandatory and what is optional to attend. Regularly scheduled meetings are mandatory, but the other events are optional. On January 8th there will be a social get together of the Council. There will be a special Council meeting to review the bylaw recommendations on February 24th.

16. Wrap up: Actions, Communication, Calendar, Evaluation 7:52PM (0:47:28)

Kari listed the action items he will work on. Eva reiterated her desire for outside facilitation and there was further discussion including individual suggestions.

Evaluation: Steven pointed out that the time needed for the Milk with Dignity topic was underestimated.

17. Council or Cooperative Community comments 7:57PM (0:52:15)

Bernie Von Trapp asked about joining the council, if there was a way to be on call for it, acknowledging that elections happened recently. Scott explained the process of applying and the timelines and welcomed him to enter the next elections, and to keep coming to meetings and participating. Bernie commented on the Milk with Dignity proposal, expressing that getting legal advice would be a good idea. He thinks there are more pressing issues, such as employee dynamics.

18. Other Business 8:02PM (0:57:13)

Steven stated that he sent questions about the packet materials to Kari prior to the meeting. Did other people want to do that as a way to prioritize topics discussed in the meeting? Issues that do not have a broad interest among the group could be discussed separately and not take up the whole council's time. Kari said if people want to send him questions/information he would compile it.

19. Executive Session 8:06PM (1:00:55)

Pat motioned to enter executive session. Julia seconded.

Motion passed unanimously. Council entered executive session.

Jess, Andrew, Olivia and Bernie exited the meeting. Mary, Jay, Tim and Kari were invited to stay.

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20. End of Executive Session 8:30PM

Steven moved and Julia seconded to exit executive session.

Motion passed unanimously. Council exited executive session.

20. Adjournment 8:30PM

Julia moved and Steven seconded to adjourn.

Five in favour. Eric opposed. No abstentions. Meeting adjourned.

Action Items from December Meeting:

Action	Who
Sign up Liv and Julia for CBLD101, arrange transportation	Kari
Work with Julia on setting up showing of video	Kari
Research options for external facilitator	Kari
Invite Mark S. to facilitate January meeting	Kari
Circulate draft of bylaws to Council	Kari
Develop plan for 2 retreats with 3 topics and group dynamics, location and facilitator	Exec. Comm.
Doodle poll for 2 retreat dates	Kari