

Bylaw Committee

November 12, 2019

Carl Etnier, Stephanie Kaplan, Sue Zekas, Kari Bradley (notes to start), Scott Hess, Steven Farnham, Jed Davis (notes to finish)

October 15 Notes approved

Kari and Scott need to follow up from last meeting: Council retreat language drafted by Kari and Scott, 7.4 to be presented to members as a possible separate amendment, agreed to add language prohibiting formal votes and binding action at retreat, may want to incorporate retreat exception into 7.2

Meeting agenda focus is on controversial topics designed to be voted as separate amendments:

Compensation Transparency

- Stephanie argued for her proposal: *The compensation (salary and full benefits) for all employee positions at the Coop shall be provided in writing to any Member who so requests.*
- Carl: is this the best language to present to members?
- Jed highlighted three issues: responsibility to members, pay equity, how far do we take transparency?
- Discussion of requiring disclosure of range by position vs. individual, settled on wage ranges for each position
- How handle benefits? Too many variations, simply provide list of available benefits

Forums

- Plan to host 3 forums in January to take feedback on next draft
- Wednesday 15th noon
- Saturday 11th noon
- Thursday 9th 5:30pm
- Plan to serve Soup and bread and cheese
- Committee meeting to compile and assess feedback January 21 4-8pm
- Make recommendations to Council, include draft in packet for February 3 meeting, take clarifying questions at that meeting

- Feb 10 Special council meeting 5:30pm with committee
- Kari will summarize this process for council in December

Transparency of Contracts

- Stephanie brought forth the possibility that contracts have confidential elements and that this poses an issue with Co-operative Principle #4 (Autonomy & Independence).
- Scott and Kari pointed out that UNFI contract is considered proprietary and to not be part of contract would have significant impact on prices and the health of our business
- Principle #4 is mentioned already in draft bylaws by reference in Section 1.3.
- Section 2.5 (b) re: Co-op Information covers some of the concerns as well.
- No action to be taken at this time.
- Remove Transparency of Contracts from “OTHER TOPICS FOR POSSIBLE SEPARATE VOTES.”

Section 2.5 (b) Co-op Information Revisit

- Stephanie revisited Section 2.5 (b) re: Co-op Information and whether it should be “all information” instead of “financial information”.
- Stephanie to bring to Forums.

Council Member Freedom of Expression

- Stephanie mentioned that Governance Documents and “speak in one voice” instruction.
- Do Council Members have to speak with one voice? Can one or more disagree?
- Prior one voice Rules Committee discussions had recommended that the Council owed Members an accounting of the vote and who and why.
- Carl provided the prior language (CE 3.5); that language was not approved by Council.
- Stephanie provided new suggested language (SK 3.5).
- This will be considered in the OTHER TOPICS FOR POSSIBLE SEPARATE VOTES.

Section 2.5 (C) Duty to Communicate to Members

- Stephanie mention of Member concern that only hear about issues at Annual Meeting.
- Idea: Newsletter should allow Members to submit letters to editor to run in Newsletter.
- Discussion of whether this is something that belongs in the bylaws.
- Stephanie/Scott/Steven to collaborate on how to get this considered as policy guidance.
- Scott will consider adding to agenda for next Council meeting re: Member Communication.
- Scott to connect with Kari; seek input from staff.

Transparency

- Sue suggested that a placeholder be considered to underscore need for transparency.

Adjourned: 8:25pm