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Present: Scott Hess, Katie Michels, Steven Farnham, Olivia Dunton, Eric Jacobson, Catherine Lowther, Deb Robinson, Eva Schectman, Andrew Sullivan.

Staff Representative: Rachel Andreyev.

Staff: Kari Bradley, Doni Cain, Stephani Kononan, Kendra Mills, Mary Mullally, Tim Wingate, Jay Wisner.

Facilitator: Elly Wood

Note Taker: Rowan Sherwood

Guests: Neville Clemens, Billy Donovan.

1. Welcome New Council Members 0:00PM (0:09:45)

Scott welcomed Catherine, Deb, and Rachel to the council.

2. Welcome, agenda review, time allocation, guest policy review 5:37PM (0:11:22)

Kari added two items under Other Business.

3. Cooperative Community Comments 5:40PM (0:14:37)

Billy suggested that a means be provided for member input into the Council's priorities for the year, either at Annual Meeting, before the retreat, or by open survey. He would like to see a full discussion of the climate crisis and how the co-op can respond. He also expressed an interest in a hard copy newsletter and more ways for members to give input and interaction, especially around climate initiatives.

4. Code of Conduct/COI statements 5:44PM (0:19:06)

Kari explained that each year the council must declare and describe any conflicts of interest. Eva shared that she is on the board of Just Basics. Olivia stated that she is an employee of the Co-op. No other council members expressed a conflict of interest.

5. Consent Agenda: Approval of minutes, equity refund requests 5:48PM (0:23:23)

Scott moved to accept the consent agenda. Eva seconded. The motion passed unanimously.

6. Annual Meeting Review 5:50PM (0:26:33)

Kari posed the questions "Were the members well served?" and "What are the key take-aways for next time?" The group thought that the meeting went as well as it could have, given the circumstances. Several shared that they missed the in-person experience and hope to return to that next year. The format did not allow for as much member engagement as the group would like, but they felt the chat was well monitored and responsive. Kari reminded the

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council it is helpful to start thinking about next year's annual meeting early in the calendar year.

7. Council Appointments 5:58PM (0:34:11)

Scott explained that interviews are scheduled for December 10 and asked if the group was comfortable with the questions they will ask of applicants. Eric thought the question asking if they have any questions may be awkward. Scott and Eva expressed support for keeping it. Steven suggested framing it slightly differently.

There was discussion about the interviews occurring in open meeting - that members could potentially sit in on them. Deliberations will happen in executive session. Katie suggested using the waiting room function so all of the interviewees are not privy to the others' interviews. The group agreed to using a waiting room, to sending the interview questions in advance, and to alerting candidates that it will be an open meeting.

8. Bylaws Process Next Steps 6:14PM (0:50:14)

Scott reported that the committee will meet the following day and have a report for the January council meeting.

9. Council Calendar 6:15PM (0:51:16)

The calendar will be considered after the January meeting when new members are seated. Facilitation is an open question. There were no comments.

10. Council Retreat Planning: Timing, Topics, Facilitator 6:16PM (0:52:37)

Scott stated there are various options, and it's best to fully consider with the new council. The basic question is should a retreat should be attempted; if yes, the timing and facilitation.

Eva supported the Eric's idea that larger discussions need outside facilitation. She has someone the group could consider. She thinks it should be short - around 2 hours, and that waiting till February would be prudent. Rachel asked about Billy's idea of incorporating member input. Scott replied that the group should first decide if and how they want to have a meeting, then consider ways to utilize input. Steven asked if exiting members had any thoughts to share. Scott and Katie both expressed that a retreat is important. Katie suggested multiple shorter sessions. Eva asked how we would solicit member input and it was agreed that the Communications Committee would consider this.

11. CBLD Consultant 6:25PM (1:02:09)

Eric previously spearheaded a discussion to consider changing the council's consultant and learn if we could alternate between two. It will be an ongoing discussion as no conclusion was reached. Eva asked Eric to post the list of other consultants in the chat and Eric did so.

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12. Committee Updates 6:27PM (1:04:38)

The Diversity Committee reported that they are working on 3 items: drafting an ends policy, developing a workplan, and recruiting new committee members. They have recruited 3 new members so far, and Katie plans to stay on the committee for a while.

13. Possible Council Focus: Energy Reduction, Local Food 6:30PM (1:07:40)

Catherine is excited to share her experience in reducing emissions at Goddard College with the Co-op in order to bring the Co-op to carbon neutrality. We could work with partners such as Efficiency Vermont to help accomplish this. Steven asked if there would be a committee, and it was determined in the affirmative. Catherine suggested she could lead workshops on how people can act on climate issues. Steven and Eric expressed support. Eva asked if the committee needed a charter. Steven explained that the Secretary writes a charter and the council then votes. Olivia wanted to make sure that the council was clear that they are not making operational decisions that are the responsibility of staff.

14. Community Comment Procedures 6:39PM (1:16:19)

Eric mentioned his proposal for setting a protocol for future presentations by guests. The council will consider these recommendations in January.

Break 6:47PM (1:19:40)

15. COVID Response and preparedness, including Council role 6:51PM (1:25:37)

In addition to the overview provided in the council packet, Kari reported that a lot was learned from the first HMC employee CoViD case, and a checklist is being created to facilitate addressing future cases. What role can the council play in this is hard to answer – mostly through appreciation for the staff. Various ideas were discussed including a compilation video.

Eric acknowledged the amazing job staff has done throughout this ordeal and that we are still moving through the hardest part. Rachel shared that employees were appreciative that the council was interested in how they could help. Elly mentioned that council communication to the staff can happen through the Chronicle. In answer to a question from Steven, Kari explain the last item on the list, and said that we have hired several temporary employees and are considering creative alternatives if staffing gets very tight.

16. Food Insecurity: Co-op activities, Council role 7:01PM (1:35:28)

Stephani provided a report on the Co-op's programs that address food insecurity, which have shifted this year due to COVID. Instead of Feed a Family and the Holiday Grocery Pack, we have initiated a new program called Neighbors Helping Neighbors. Building on our longstanding partnership with Northfield Savings Bank and enlisting other community partners, the goal is to raise \$20-30,000 for the Foodbank. Between the generosity of our shoppers and community partners, we are on track to meet this goal. Over the weekend a very generous member donated \$2,500 to ensure we met the goal that would unlock the matching funds. So far, we have collected 364 pounds of food.

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Eric asked how the council could help publicise our charitable giving activities. Stephani said she would provide shareable content to council members. Steven brought up the aspect of also making sure folks know how to access the Foodbank's resources. Stephani agreed and said we can share the Foodbank's educational resources.

17. Financial Report: First Quarter Statements 7:09PM (1:43:29)

Kari presented the income statement and balance sheet in detail. This was another strong quarter and the co-op is in a healthy financial position. Scott explained to new members that the finance committee meets quarterly.

Steven asked why employee compensation was steady with last year given the extra hazard pay. Kari explained that we are operating with less labor and that will change since we staffed up for the holidays. Steven asked if the hazard pay was coming out of the Co-op's pocket. Kari said yes, and that the PPP loan helped a lot. Andrew asked if we know why net income was up – was it because of hoarding? Kari explained that positive sales growth helps and our gross margin is up partly because we are not discounting as much product in order to get sales right now. Also operating expenses are under budget as well. Eva asked if membership was up because of annual equity payments. Kari acknowledged that we did not see a drop in membership last summer because we did not require equity payments this year. Olivia highly recommended CBLD101 as a useful financial training.

18. Monitoring Report: L5 Financial Condition/ L7 Protection of Assets 7:29PM (2:03:08)

Kari reported no non-compliances. Our insurance brokers provided letters affirming we have customary and usual coverage.

Eric questioned why the PPP loan was treated as if not forgivable, and requested clarification. He also asked why governance costs were so high. Tim explained that Congress has not yet determined the outcome of the PPP funds; thus we are being cautious and treating it like a loan. He also said that while interest is accruing, we do not have to pay it right now. Kari said that governance costs are front-loaded in the fiscal year because the audit and Annual Meeting occur early.

Scott moved to accept the monitoring report. Steven seconded. The monitoring report was approved unanimously.

19. Staff Rep Report 7:36PM (2:10:14)

Rachel asked what was OK to share with staff from these meetings. Several council members stated that these are open meetings and it is OK to share anything that transpires as long as it does not violate confidentiality in some way. Eva pointed out that monthly packets are made available to anyone who asks for them. In the interest of time, Rachel referred to her written report. There were no questions.

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20. GM Report 7:44PM (2:18:10)

Kari reported that last week the Co-op received and disbursed \$173,000 in state essential worker grants. We passed our State weights and measures inspection. NCG is reporting a 20% out of stock rate in UNFI warehouses, mostly due to shortages in manufacturing. They are not seeing panic-buying similar to the spring. The Co-op will conduct the shopper survey in February, so the council may want to consider questions they would like included.

21. Wrap-up 7:48PM (2:21:54)

Action items include:

- Correcting the Zoom link in the agenda
- Prepare for Thursday's interviews
- Set a meeting of the Communications Committee
- Activate discounts for Diversity Committee members
- Stephani will share charitable giving talking points
- Draft something from council to staff for upcoming Chronicle edition

22. Meeting Evaluation 7:52PM (2:25:54)

- Catherine is amazed at all that goes into running the Co-op
- Deb encouraged everyone to mute when they are not talking
- Eric wanted more time with the profit and loss statements
- Eva thought it was productive
- Katie found the agenda to be quite full – there was a good mix of presentation and discussion
- Olivia was pleased that we did not go down any rabbit holes
- Rachel thought it was jam-packed and impressive
- Scott thought there was rich content
- Steven said it progressed well
- Andrew thought it was productive and welcomed new members

23. Cooperative Community Comments 0:00PM (2:31:10)

Billy thanked the group for a good meeting.

24. Other Business 7:58PM (2:32:02)

Kari explained that the council has not authorized the revised memorandum of understanding with the union which includes adjustments to employee compensation in light of the pandemic. All employees including Kari have been receiving the enhanced compensation. He wanted to make sure the council understood and accepted that he was receiving the same hazard pay as other employees. Jay also took responsibility for not alerting the council to this. Eric asked if they could take this up in executive session at the next meeting. Eva added that it makes sense that Kari is included in this and that if the council had had any questions, they could have been raised at any time in the last 9 months.

Kari also shared that a member has been directly contacting council consultant Michael Healy. It is not customary for members to interact with the council's consultant directly, and Michael has so far directed this member to the council. Eva asked what they were asking

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about, and Kari shared it regarding the bylaws. Billy said it was him and he would like to address it next time.

Steven mentioned the upcoming election of officers, explaining that customarily the nomination and election process is rather informal. He suggested that with so many new and nearly new Council members, that it would be good to circulate officer descriptions, and that anyone interested in serving in any particular office might in turn advise the council of their interest and circulate any information they want known regarding their qualifications and goals for their service in that office prior to the January meeting. Scott will circulate the duties to all council members and others can add their perspectives to that document. Steven asked if Scott would remain on committees. He will. Eric thanked Scott and Katie for their service. Scott and Katie in turn expressed gratitude for the opportunity to participate in the group.

25. Adjournment 8:17PM (2:50:55)

Scott motioned to adjourn. Katie seconded. Meeting adjourned at 8:17PM.