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Council Meeting Minutes
February 1, 2021

Present: Eric Jacobson, Eva Schectman, Deb Robinson, Steven Farnham, RJ Adler, Olivia Dunton, Catherine Lowther, Jen Porrier, Andrew Sullivan

Staff: Kari Bradley, Stephani Kononan, Mary Mullally, Jay Wisner

Staff Representative: Rachel Andreyev

Facilitator: Elly Wood

Note Taker: Rowan Sherwood

Guest: Billy Donovan

1. Welcome, agenda review, time allocation, guest policy review 5:30PM (0:00:11)

Elly welcomed everyone. To the agenda Kari added a calendar change, an announcement about an employee recognition opportunity and confirming the finance committee. Eric asked that monitoring report be extended from 10 to 20 minutes.

2. Cooperative Community Comments 5:37PM (0:06:26)

Billy Donovan alleged he had been denied time on the agenda to speak about bylaw concerns. He referenced a conversation with Eric in which Eric said they would not use council time to talk about this. Billy urged Eric to review the information he sent about the bylaw committee's scope and relevance. He also asked the council to vote down the proposed guest policy as it seems to him like a vehicle for selective speech.

3. Consent Agenda: Minutes, equity refunds 5:40PM (0:08:55)

Steven moved to accept the consent agenda. RJ seconded. Kari announced that there were 2 equity refund requests totaling \$195. There was no further discussion. **The motion passed unanimously.**

4. Council Retreat Planning: Timing, Topics, Facilitator 5:41PM (0:10:08)

Eric proposed a retreat in two 2-hour sessions with Columinate's Jade Barker facilitating. This would enable the group to meet Jade and see if she would be suitable as regular consultant. The first meeting could deal with the council's core commitments and a more expansive discussion. The second could focus on committee work, especially justice, equity, diversity and inclusion. The group generally agreed that having two sessions with specific foci was a good idea, but many expressed concerns about having enough time to fully address what's needed. After some discussion it was decided to schedule one 3-hour meeting and one 2.5 hour meeting. Eric will confirm with Jade and send out scheduling polls.

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5. Committee Work 6:05PM (0:34:19)

Eric proposed changing the committee report portion of the meeting to a Q&A format after members read reports submitted for the packet. Discussion could then be more focused, and with any luck, more concise.

Kari reported that the Finance Committee will consist of himself, Olivia Dunton, Scott Hess, Eric Jacobson, Deb Robinson, Andrew Sullivan, Martha Wales, and Tim Wingate. He then asked the council to designate this committee to be the trustees for the employee 401K plan. **Steven moved to designate the Finance Committee to be the trustees for the employee 401K plan. Eric seconded. The motion passed unanimously.**

Eva clarified that this is a time for folks to ask questions about committee reports. Olivia asked if the Communications Committee is soliciting input for the enews. Eva responded that at this point it is an idea, and in the past committee chairs have contributed reports. Eric asked for clarification between the Chronicle and the enews. The Chronicle is for employees only and the enews is sent to members.

Catherine reported that the Climate Neutrality Committee has a draft of a charge. She also had a meeting with Mary Mullally and reported that at this time Mary prefers not to work with the committee. She asked RJ about his research into a community solar array. RJ said he will be ready to report by the next committee meeting.

Kari informed the group that the executive committee recommends that the council move to Microsoft 365 as a platform for communication. The information about it was included in the GM report. There was a bit of discussion and not all council members were clear on the benefits. Some offered alternative platforms that would not necessitate having a co-op email. Eric suggested to bring it back to the executive committee and everyone agreed.

Eric raised the Milk With Dignity/Migrant Justice program. He explained that other co-ops are interested in adopting a similar resolution to ours. Eva suggested it be part of the JEDI Committee work. Rachel explained that the union donates \$300 a year to Migrant Justice.

6. Guest Presentation Policy/Procedures 6:35PM (1:04:45)

The information was included in the packet. **Eric moved to pass the new policy. Eva seconded. There was no discussion. The motion passed unanimously.**

7. Council Meeting Facilitation and Council Consultant 6:37PM (1:06:30)

Elly explained that she would not take it personally if the council decided to select a different facilitator. Eric clarified that at the moment they were not considering a change to regular meeting facilitation. They are considering switching the Columinate consultant to Jade Barker, as discussed earlier.

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8. Policy Proposal: Changing Policy Interpretations 6:38PM (1:07:52)

Steven explained that he was looking for a couple volunteers to review the policies to determine if the proposed addition to M4 2.1 conflicts with any other policies. Rachel and Kari agreed to help.

5-MINUTE BREAK 6:42PM (1:11:40)

9. Monitoring Report: L4 Compensation and Benefits (1:17:40)

Kari stated that the updated State Basic Needs Budget is out; according to their assumptions (with which not everyone agrees), 100% of co-op employees earn at least the Vermont Livable Wage. He also highlighted that the Co-op dedicates more of our revenue to employee compensation than almost any other co-op or retail business while still maintaining a modest profit. He reported one non-compliance on L4.3 because the council did not approve the essential worker pay differential he has been receiving along with all other employees.

Eric asked if we had always had a 5:1 salary ratio. Kari said it's been the case for at least 5 years. Jay cautioned against too much discussion of the ratio as it could reveal Kari's salary. Rachel wondered if this is about transparency, why can't staff and members know managers salary. Kari stated that we do not share individual salaries. Rachel said the bargaining unit members wage ranges are published in the contract. Eva thought that was for staff knowledge, not general membership but Rachel said that it is public information. RJ asked if we felt good about the salary we pay folks. Rachel asked how we can monitor equity without transparency. She also pointed out that only 52% of co-op employees receive health insurance benefits and many do not meet the assumptions around livable wage so to say 100% of employees receive that is misleading. Kari agreed and said that a line needs to be drawn somewhere. Jay pointed out that it is an hourly rate based on annual earnings and that is what we are using as our benchmark.

Eric moved to accept the monitoring report. Eva seconded. There was no further discussion. **The motion passed unanimously.**

10. Staff Rep report 7:08PM (1:38:22)

In addition to her submitted report, Rachel added that staff were wondering what recourse the Co-op has when a vendor posts offensive material to their social media sites. RJ asked why operational issues were being brought to the council level. Rachel said she tried to tie them to policies and that these were persistent and frustrating issues. Steven added that one intent of the staff rep report is to make the council aware of the sentiments on the ground. Kari expressed that he likes Rachel's approach, but took issue with her assignment of bad intentions to the management team. It was agreed to hold a future discussion on the handling of vendor issues such as the one Rachel raised.

11. GM Report 7:22PM (1:52:33)

Kari informed the group that we are still awaiting clarification on the new State definition of local food but it appears to affect producers more than retailers, and it could affect how we market local products. Mary presented the sales report – January was quiet with an overall

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drop of 1.7% from the prior year. She also announced that capital expenditure planning is underway for the next fiscal year.

12. Wrap-up: Communications, Actions, Calendar 7:26PM (1:56:46)

Kari shared a list of action items:

- Sign up Steven for Explorations in Governance trainings
- Send out scheduling poll for retreat
- Consider including Eric's last chronicle piece for the member e-news
- Comparison of dropbox, basecamp and 365
- Incorporate guest presentation policy into council documents
- Kari and Rachel help Steven with policy review
- Issue of vendor behaviour added to future agenda
- Change August meeting date on calendar
- Solicit employee appreciation comments

13. Meeting Evaluation 7:28PM (1:58:12)

Elly asked how the group felt about adherence to the ground rules. Everyone agreed that the ground rules were followed. Olivia pointed out that the group got a little off track but folks were respectful. Kari thought that a few agenda items could have been planned better. Jen wondered if the rules hem in the group a bit and expressed a desire for more wide-ranging conversation. Eric acknowledged that the group effectively navigated some difficult topics.

14. Council or Cooperative Community Comments 7:34PM (2:03:52)

RJ acknowledged that the bylaw committee has had a tough job and is looking forward to fully understanding what they have done.

15. Other Business 7:35PM (2:05:17)

Kari asked to move the August meeting from the 30th to the 23rd. There were no objections. He also informed the council that February 22 is national Supermarket Employee Appreciation Day. The Co-op will provide all staff with branded hoodies and beanies as well as a staff meal, and he urged the council to think about how they could express their appreciation. Eric thought to reach out to members to gather written appreciations.

Elly asked if there was a need for an executive session. Kari asked why and Eric said it was about compensation issues, but it doesn't need to happen now.

Eric moved to adjourn the meeting. RJ seconded. The motion passed unanimously. Meeting adjourned at 7:42PM (2:11:43).