

Approved



**Present:** Eric Jacobson, Eva Schectman, RJ Adler, Olivia Dunton, Jen Poirrier, Deb Robinson.

**Absent:** Steven Farnham, Catherine Lowther, Andrew Sullivan.

**Staff Representative. :** Rachel Andreyev

**Staff:** Kari Bradley, Tim Wingate, Jay Wisner.

**Facilitator:** Elly Wood

**Note Taker:** Rowan Sherwood

**1. Welcome, agenda review, time allocation, guest policy review 5:30PM (0:00:25)**

Eva read a statement acknowledging that the we are on land that has served as the site of meeting and exchange for indigenous peoples for thousands of years, and home of the Western Abenaki people; that HMC honours, recognises, and respects these people (especially the Abenaki), as the traditional stewards of the land, and we will begin today by acknowledging that we're guests in this land.

There were no changes to the agenda. The group agreed to end open session at 7:30 to leave time for executive session.

**2. Cooperative Community Comments 5:33PM (0:03:05)**

There were no cooperative community comments.

**3. Consent Agenda: Minutes, equity refunds 5:34PM (0:03:50)**

**Eva moved to accept the consent agenda. RJ seconded.** There was no discussion. **The consent agenda passed unanimously.**

**4. COVID Update 5:35PM (0:04:52)**

Kari explained that the Co-op has reinstated a masking requirement following CDC guidance. Shoppers and staff have generally been cooperative and appreciative. The response team will monitor the situation, and make adjustments as needed. Staff vaccination status will be surveyed and aggregate information shared. Management is working on setting benchmarks that could trigger further precautions. The MOU will be re-opened in light of increasing safety concerns.

RJ asked why the union needed to be involved in masking/safety decisions. Kari said the aim is a collaborative approach. RJ appreciated that but still wondered why they had a say in the matter. Eva expressed that the co-op is trying to include all voices. Rachel clarified that re-opening the MOU isn't to address masking, it's to address compensation for working in a hazardous environment. Eric said he thought the MOU is a great means to attain buy-in from staff. Olivia noted less overall response to the mask requirement, but mentioned witnessing

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one extremely intense negative response in the parking lot, and inquired what safety measures are in place to minimise risks.

**5. Financial Report: Q4/Year End Statements 5:46PM (0:15:40)**

Kari shared that sales were up 3.25% over last year which is above budget. Gross margin and employee expenses were above budget while operating expenses were below budget. Income is 2.1% of sales. The PPP loan and employee retention credit really helped to maintain solid financial footing.

Eric asked if we are considering returning a higher percentage of patronage refund this year. Tim said that is for the council to decide once the financial review is complete. RJ asked if it would have been a good quarter without all of the federal money. Tim responded that, yes, it would have been. Olivia noted our low debt to income ratio and wondered how we could be reinvesting. Kari said that having no debt is not the goal, though debt repayment does save us money over the long term. We have several large capex projects planned. We don't really have a reinvestment vision at this point aside from the purchase of solar arrays that is underway. Rachel asked how such a vision gets established. Kari responded that in the past there have been a committee, a consultant and member meetings. Rachel wondered if the goals set through that past process were achieved. Kari said that they were and could provide more information.

**6. Monitoring Report: L5/L7 Financial Condition, Protection of Assets 6:01PM (0:31:10)**

**RJ moved to accept the report. Eva seconded.**

Discussion: Eric suggested that growth metrics need to be set that correspond to the economy. Kari noted that the sales growth benchmark is the rate of inflation. Eva asked Eric to clarify what he wants changed. He said he wants the profit goal set higher than 0%. Eva suggested taking this to the finance committee. Rachel wondered why health care contracts were not included in L7.8. Kari agreed that it should be. Rachel referred to L7.10 and noted that we do not really have a whistle blower policy and that it is not best practice for complaints to be directed to the council president. Eva has researched the whistle blower process; while it is common to report to a council member, the next step is unclear.

**The motion to accept the monitoring report passed unanimously.**

**7. Staff Rep Report 6:11PM (0:40:32)**

Rachel referred to her written report and asked if there were any questions. Eric asked what the union would like to do about health insurance. Rachel wanted to know why we didn't ask around for other bids. Kari shared that we did not bid out on the advice of our broker. In Vermont there are only 3 medical insurance carriers. If we were to put out to bid, we would not have been able to negotiate with our carrier CIGNA.

Olivia was surprised at the antagonistic tone of the report. Rachel took responsibility for the antagonistic tone and said the Union's position was more properly one of frustration. The contract with the Union stipulates a reopening of the contract if insurance rates increase more than 14%. Management did not consult with the Union in deciding to not reopen the contract, which would have also reopened the wage structure, and thus were in violation of the contract.

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Jen asked how many people gave notice because of the mask mandate and if that is affecting staffing levels. Rachel did not know.

Eric thought Kari had good ideas about working with other co-ops on securing health insurance. He acknowledged that we need a better plan.

Rachel asked if it was normal negotiating to not ask for bids. Kari explained that it's a flawed market. Blue Cross is not competitive. It does not look good to bounce around year to year – companies won't want our business if they think we will just leave the next year.

RJ asked how many HR hours it takes to switch providers. Jay said it took a lot of time to learn how to navigate a new system and it can be disruptive to employees who may need to change providers.

#### **8. General Managers FYI Report 6:20PM (0:50:14)**

Kari announced that Council candidate applications are due September 7. Next, he described the opportunity to invest in solar arrays. Sun Common has offered for purchase 2 6-year-old solar arrays in Addison County that could offset most of our energy usage. They are offering favorable terms, making it an attractive offer. We are doing our due diligence with legal and technical analysis of the project. After those reviews are complete the finance and carbon neutrality committees will vet the project. Kari hopes it will come before the council for a vote by November.

RJ shared that he used to work for Sun Common and is familiar with these arrays. While he no longer has a connection to the company, he noted that this was a “screaming deal.” Eric asked if Sun Common would guarantee production. RJ said he did not know - they are not a utility. There is a warranty on equipment and there is 5 years of reliable data on their production – it is known territory. Deb asked if weather and climate change could play a role in energy production. Kari affirmed that it could.

**\*\*\*\*\* Break \*\*\*\*\* 6:30PM (1:00:06)**

#### **9. Annual Meeting Update 6:38PM (1:07:50)**

Kari reported that we were still working on a guest speaker. At the moment, Nicole Dehne of NOFA-VT is the top contender. She would talk about the link between carbon sequestration, climate change and organic farming. After Labor Day we will get it more nailed down.

#### **10. JEDI Policy Recommendations 6:40PM (1:09:32)**

Eva recommended that JEDI education be included in council meetings through 2022. Optional additional trainings include the Abolitionist Challenge, My Grandmothers Hands study group and Everything Space customized trainings. Rachel said that the daily prompts of the Abolitionist Challenge overwhelmed her. Eva clarified that she was not suggesting a daily practice – but that one or two of those subjects could be brought to each meeting as a monthly study. RJ appreciated that clarification. Eric brought up that it would be important to get buy-in from the incoming council and maybe it should be a topic for the retreat. Eva said that she hears Eric's point but does not want to wait that long to get underway. Deb suggested that we just let folks know that this kind of training is part of the deal. Olivia added that this is a bare minimum. The next council can decide if they want to add anything

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else. RJ agreed with Olivia. Jen thinks we should go ahead with it. Kari thought it was reasonable to incorporate into the 2022 plan and we should consider how we onboard new members with this info.

**Eva moved to approve the proposal. Olivia seconded. The motion passed unanimously.**

**11. Finance Committee Recommendations: Debt Repayment, Primary Op. Account Limit 6:53PM (1:23:42)**

Deb experienced technical issues, so this item was moved to follow Committee Work.

**12. Committee Work 6:55PM (1:25:21)**

There is a proposal to accept two new members (Amanda Sardonis and Robert Lehmert) to the carbon Neutrality Committee. **Eva moved to accept the nominations. Jen seconded.** There was no discussion. **The motion passed unanimously.**

Eva described the Communication Committee's work to create a member communication forum called "Cooperative Community Conversations." Olivia voiced her excitement for this project.

**13.11. Finance Committee Recommendations (revisited): Debt Repayment, Primary Op. Account Limit 6:59PM (1:28:23)**

Kari shared about debt repayment and strategic opportunities. Paying off the mortgage with Northfield Savings Bank will save \$100K over time and the current ratio would remain strong. RJ asked what the interest rate is. Tim answered 3.8%. RJ asked if it was worth negotiating a lower rate and Tim said it is not. Eric thinks paying off the mortgage is a good idea. **Deb moved to accept the recommendation for debt repayment. RJ seconded. The motion passed unanimously.**

Kari covered a few more points including increasing the limit on our primary operating account. The council agreed this was good.

**14. Wrap-Up: Actions, Communication, Calendar, Meeting Evaluation 6:35PM (1:35:47)**

Elly asked the group how the meeting went. There was general consensus that it went well. People appreciated a less packed agenda and the ability to address substantive issues.

**15. Council or Cooperative Community Comments 6:39PM (1:41:09)**

Rachel asked if bundling part time positions into full time positions was a possibility. Jay shared that they are working on developing a "Cooperator" position that would allow folks to work across departments as need dictated. Elly added that managers are discussing hiring more collaboratively.

**16. Executive Session 6:46PM (1:46:29)**

**Eric moved to enter executive session. RJ seconded. The motion passed unanimously.**

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**17. Exit Executive Session**

**Eric moved to exit executive session. RJ Seconded. The motion passed unanimously.**

**18. Adjournment**

**Eric moved to adjourn. RJ Seconded. The motion passed unanimously. Meeting adjourned.**

| <b>Action</b>   | <b>Who</b>                   |
|---|------------------------------|
| Refer net income fiscal jeopardy benchmark to finance committee for review              | Finance Committee            |
| Share vision 2022 with council members  | Kari                         |
| Add insurance contracts to list on L7.8   | Kari                         |
| Consider developing a procedure for responding to whistleblower concerns                | Executive Committee          |
| Consider how to operationalize JEDI training program                                    | Eva/Kari/Executive Committee |
| Follow up with new CNC members  | Kari/staff                   |
| Follow up with debt repayment   | Tim/Kari                     |
| Follow up with absent council members who didn't communicate with us: Andrew and Steven | Eric                         |