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

Absent: Deb Robinson

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

Staff Representative: Rachel Andreyev

Facilitator: Elly Wood

Note Taker: Rowan Sherwood

1. Welcome, Agenda Review, Time allocation, Guest Policy Review 5:30PM (0:00:15)

No changes were made to the agenda.

2. Cooperative Community Comments 5:33PM (0:03:54)

Eva shared that there was a member who attended a roundtable discussion who was upset about the suspension of special orders through the holidays. Kari explained the reasoning.

3. Consent Agenda: Minutes, Equity Refunds 5:38PM (0:08:22)

RJ moved to accept the consent agenda. Eva seconded. Jen mentioned the misspelling of her name in the August and October minutes. Rowan will fix. **The motion to accept consent agenda passed unanimously.**

4. Patronage Refund/Paid-in Equity 5:40PM (0:10:00)

Steven moved to approve the proposal to return 20% and retain 80% of the patronage refund. RJ seconded.

Discussion: Kari explained the unique benefit of the patronage refund and stated this will be the largest we have ever declared. RJ requested an example of what is the return on 10k spent. Tim will get back to him. Steven asked why the return is only 20% given that we had such a good year financially. Kari explained that refunds are set to return profits generated through individuals' patronage. Since the financial health of this last year comes mainly from federal money, not actual purchases, 20% is appropriate patronage sans federal contribution. Also, a modest declaration helps manage expectations in future years.

Andrew proposed offering an annual membership in exchange for a larger discount, as a means to increase sales i.e. Costco. Kari explained annual dues versus equity. Equity has a limit, is returnable and is not taxed. Dues are considered income and are taxed. He is uncertain it would yield a favourable result.

The motion to approve returning 20% and retain 80% of patronage passed unanimously.

The group also considered paid-in equity. Kari reminded the council that it is currently \$180. **Steven moved to maintain paid-in equity at \$180. RJ seconded.**

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RJ asked if raising this is a way to raise capital. Kari responded in the affirmative.
The motion to maintain paid-in equity at \$180 passed unanimously.

5. Council Compensation 5:55PM (0:25:43)

Eric referred to pages 9-10 in the packet and noted that there were various models for compensating council, adding that Middlebury Co-op was quite generous. Kari framed the question suggesting the council decide if finance committee should continue to examine this or if the council should take it up.

Eva thought the finance committee should continue. She also thinks Steven's proposal is worthwhile and thanked finance committee and Steven for their efforts.

Jen appreciated Steven's in-depth proposal, favours an annual stipend, not tied to attendance and that we should continue to pursue it. She does not think a stipend takes away from the commitment. RJ echoed Jen's sentiment. He said it was important to recognise the value of this work.

Catherine said that she is not concerned about pay. She cares about supporting the Co-op. Olivia favours board compensation, mainly because it could make board work more accessible to folks who have financial and time constraints. She also supports an annual stipend, and that it should go back to the finance committee.

Andrew opposes a stipend, expressing a concern over ulterior motives. He believes the membership should vote on it. Eric asked if this would be in lieu of other discounts. Andrew sees it as a vestige from when folks volunteered for a discount which he feels is acceptable.

Steven noted that the [bylaws \(Article III, §1\)](#), and the [Governance Policies \(G9\)](#) state that the council will set its own compensation, but suggested a non-binding member vote might be a good way to measure support for the idea. He stated we are losing talent for lack of compensation. One could always return or decline their pay (or divert it to HMCCF) if they wish to support the co-op. He explained there is no perceptible record keeping burden at [WEC](#) where board members are paid per diem with a mileage adder. He also noted that good council compensation in the form of a fixed stipend could cost the Co-op \$50-\$70k a year and he is not sure the Co-op has that kind of resource. That is why he supports a more intelligent approach that spends the co-op's money where it optimises impact and matches the need.

Eva reminded folks to include the staff rep in compensation and suggested beefing up compensation for committee involvement. **RJ moved to send the question back to the finance committee. Eva seconded. The motion passed unanimously.**

Rachel asked to please include staff rep in any compensation package and suggested that the discount should be the same as the staff discount, She also favours pay based on circumstantial factors.

Kari noted that we should give Olivia and Andrew back discount pay for combined council and pandemic discounts.

6. Committee Work 6:24PM (0:54:12)

There was no additional discussion beyond the reports in the packet.

7. Annual Meeting Plan 6:25PM (0:54:47)

Kari said preparations are complete for Thursday's Annual Meeting and asked if there were questions. Steven asked if there was any reason for the council to arrive early. No. Eric

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suggested that the council could help to make the chat fun and lively. Eva asked what the plan was for [Diwali](#) and a [land acknowledgement](#).

Kari responded that the Diwali statement is ready to go; there will not be a land acknowledgement.

Andrew wanted confirmation on the time of the meeting and asked how to get an avatar for their square on Zoom. Steven believes [you need your own personal Zoom account](#) to add an avatar. Jay confirmed this.

Rachel asked why no land acknowledgement. Eva explained that without foundational elements in place, the statement would not be appropriate.

*******BREAK*******

6:31PM (1:00:52)

In response to RJ's question in agenda item 4 above, Kari reported that Tim came up with \$44.70 as the average patronage refund, close to 2% of total shopped. It's a good return on investment. Eva added that if an individual spent \$5,000, the refund would be \$100.

8. Council Evaluation Results 6:37PM (1:09:31)

Eric began by noting what a rough year it has been with no in-person meetings. He felt this was detrimental to the group's ability to work together toward a common vision. He thought the survey highlighted the group's weaknesses.

Olivia thought it was a combination of not getting the depth of conversation needed and burnout. It would be helpful to have clear parameters of engagement and to allow time for more in depth conversations.

Andrew appreciated the rigorously self-critical nature of the results and thought the group should tackle tough, complex issues.

Eva thought we could create better support for deep dives. This could include more or different facilitation, more (but shorter) meetings, more communication between meetings. She wants to build and maintain relationships.

Jen commented that the tight facilitation has its pluses and minuses. She also thought that meeting in person would be beneficial.

Catherine would like to do more work to reduce emissions, impacting climate change.

Rachel agreed with all that has been said. She added that it is not always clear how to follow up or follow through.

Kari acknowledged that the scores are not where we want them to be. He feels like this could have a lot to do with only meeting remotely – the group never fully gelled. He said we need to think more about how we share airtime.

RJ seconded all that has been said, and hopes for contested elections in the future.

Steven offered kudos to the carbon neutrality committee, the JEDI committee and the bylaw committee for all of their work. He acknowledged that we have done a lot under challenging circumstances. He expressed concerns about time allocation for meaningful discussions. He does not like the rigidity and thinks we should allow conversations to run their course. Retreats shouldn't be trainings. Emphasis should shift to developing leadership, not just on approving various initiatives of operations.

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9. Council Appointment Process 7:01PM (1:31:37)

Kari explained that a poll will be circulated to set up interview times, and that interview questions will be brought to the executive committee. Eric noted that there are always appointments to be made and referred to RJ's point of perpetuating the council. Andrew asked if outgoing members should vote on appointments. No. Eva noted that last time that happened because some council members remained in the new session for a couple months before abdicating their seats to newly elected officers.

10. 2022 Officer Discussion 7:08 PM (1:38:20)

Eric suggested a go-around to gauge interest in officer positions and answer any questions about the jobs. Andrew asked for clarification around employee council members. They may not hold officer positions. RJ announced that he is becoming a dad and will not go for an officer position. Jen is very interested and has a lot of questions. Catherine is interested in doing more around climate change. Eva is thinking about it. Steven is interested. He has enjoyed his position as secretary and expressed an interest in facilitating more in-depth conversations. Olivia is considering it but is concerned about time.

11. Solar Project Update 7:18PM (1:48:20)

Kari reported that we have arrived at a tentative agreement with Sun Common and is hoping to finalise a deal in December. Eric asked for what is the title search. Kari said it is to verify clear title for the leased land on which the array is constructed.

12. Staff Rep Report 7:21PM (1:50:56)

Rachel announced that Nick Sivret will be the new staff rep. Rachel expressed gratitude for her time on the council. There was a round of love shared from council members for Rachel's work; Eric and Steven stated their gratitude for her thorough reports.

13. Monitoring Report: L8 Support and Communication to the council 7:25PM (1:54:53)

Steven moved to accept the report. Eva seconded. Kari mentioned that he always advises GM's to serve on other boards. He is open to feedback on how he could improve. RJ suggested adding graphs. **The motion to accept the report passed unanimously.**

14. GM Report 7:27PM (1:57:29)

Kari reported that Buffalo Mountain membership voted to move to a new location. Mary Mullally updated the group on the supply issue. [UNFI](#) has been unable to fill large portions of our orders due to shortages across the board. They have been "[smoothing](#)" orders, meaning that we only get a percentage of what we order. This has necessitated prioritising on our end. We have been working with [KeHE®](#), another distributor, to help fill gaps. Eric asked if buying more local products would affect our contractual obligations to UNFI. Kari responded no; they remain our primary distributor, which is the agreement. A lot of small vendors do not distribute directly. Steven asked if this was happening with other distributors as well, and if we can meet our customers' needs by going to other places. Kari said yes, it is happening everywhere and

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while Giles has written a program to try to make ordering in this way easier, it is still like a game of [Whac-A-Mole™](#).

Steven asked if there was a way to keep members abreast of when certain high demand items are received. Kari said we want folks to remain calm and don't want to promote [panic buying](#). Andrew asked if we could utilise storage spaces for non-perishable items and if we could gauge the shortages' impact on sales. Kari responded that we secured an extra truck for just that reason, and while we cannot predict sales or impact, he is concerned it will worsen before it improves.

Stephani presented the latest on HMC's education program, letting the group know that we are thinking about it in 3 ways: in person workshops at our co-op, partnering with other co-ops to participate in their live classes, and partnering with other co-ops that offer pre-recorded classes. We have developed a partnership with City Market where we can access their programming.

15. Wrap-up: action items, communication, calendar, meeting evaluation 7:42PM (2:12:26)

Eva expressed her thanks to Eric for serving as council president.

Elly asked how the council can bring its work to the membership more regularly. She then asked the group to rate the meeting on a scale of 1-5. The average rating was around 4, with 5 being the highest score.

16. Cooperative Community Comments 7:48PM (2:18:22)

Stephani reminded folks to talk up annual meeting. Jay acknowledged all the council has accomplished and offered gratitude for their work.

7:52PM (2:21:46) Steven moved to enter executive session. RJ seconded. The motion passed unanimously.

8:18PM Steven moved to exit executive session. RJ seconded. The motion passed unanimously. RJ moved to adjourn. Andrew seconded. The motion to adjourn passed unanimously at 8:18PM.

Action Items

What?	Who?	Done?
Update Jen's name in the August minutes	Rowan	
Credit union board compensation data	Kari	
Follow up on appointment interviews: scheduling and questions	Kari/Staff	
Follow up on employee council member discount arrearages	Kari	
Council compensation	Finance	