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Present: Scott Hess, Katie Michels (via GoToMeeting), Pat Siergiey, Steven Farnham, Olivia Dunton, Julia Goldstein, Eric Jacobson (via GoToMeeting), Eva Schectman, Andrew Sullivan

Staff Representative: Jess Knapp,

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

Guests: Billy Donovan, Ed Fox, Bernie Von Trapp

Facilitator: Mark Simakaski

Note taker: Rowan Sherwood

Begin Recording 1:

1. Welcome, agenda review, time allocation, guest policy review 5:30PM (0:00:00): Mark reviewed the guest policy, emphasizing that guests are welcome to offer comments at the beginning and end of the meeting, but not generally during regular proceedings. If a guest would like an item added to the agenda, the guest may make a proposal to the executive committee. Mark then asked if there were any changes to the agenda. Scott said the council photo planned for tonight would be postponed because two council members are not present.

2. Cooperative Community Comments 5:34PM (0:04:01): Billy offered that he was glad to see facilitation on the agenda, stating that in the past, he has felt Scott has misused his power to stifle challenging opinions. He encouraged other council members to stand up for the inclusion of other voices in the conversation. He thinks that lack of facilitation undermines the council's authority. He wanted to know who decided that strategic planning should happen in executive session. Kari responded that it was the executive committee. Billy thinks it is egregious that that decision is made without clear guidelines about how to determine when an executive session should be called. Mark added the topic to the agenda later in the meeting and asked if there were other comments.

Bernie expressed concern about the relationship between union and management and noted that there is not a lot of cooperation happening here. He thinks we should be resolving conflicts more cooperatively. He also raised a concern about the co-op going in a more corporate direction, leading us away from our mission. He feels as if our principles are being watered down for profit. Mark acknowledged the concern and suggested he add them to the agenda at a later date in the interest of keeping this meeting on schedule.

Billy stated that requests he's made for agenda items in the past have been denied. Scott countered that he has no recollection of this. Mark redirected the conversation to the consent agenda.

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3. Consent Agenda: Approval of minutes (11/27, 12/2 and 12/9), refund requests 5:50PM (0:20:21):

Scott moved to accept the consent agenda, Julia seconded.

The motion passed unanimously.

4. Meeting Facilitation 5:51PM (0:21:13): Scott asked for comment on facilitation guidelines Mark provided in the packet. Mark added a few items: raise hands, avoid (even “good-natured”) teasing, and respect agenda time allotments. With Council's consent, the facilitator may change the agenda to accommodate various needs. Julia asked how someone adds an item to the agenda. Scott answered that requests can be submitted to the executive committee. Eva shared that when attending meetings before joining the council, 80% of the time, the facilitator allowed her comment. Katie suggested employing techniques to enable everyone to be heard.

Mark asked if the group wanted to continue with outside facilitation. The group responded in the affirmative. Kari shared that he researched several possible facilitators, and received no positive responses, excepting Mark, who agreed to continue, provided he receives the council discount.

Steven suggested: 1) Determine where the facilitation guidelines live, 2) Mark is a good facilitator, and 3) provide Mark the council discount he requested. Hearing no objections, the group agreed that Mark would continue as a facilitator, and receive council discount. Eric credited Mark as a good facilitator, but suggested we also seek a female facilitator. Eva suggested turning to the membership for individuals who would like that opportunity. Rowan agreed to help with this.

5. Finance 101 Training 6:02PM (0:32:00): Tim and Mary outlined how finances are evaluated. They covered the balance sheet, income, and cash flow. It became clear that the co-op operates with very tight margins; while in the black, HMC does not turn a big profit. Eric posed questions about profit relative to CPI, inflation, and the percentage of profit from investments. Tim provided a brief response and needs to research further.

6. Draft Council Work Plan 6:32PM (1:02:17): Mark suggested taking turns around the table to comment on the proposed plan. Pat likes the draft. Olivia wants to proceed and create a plan to make the co-op more diverse. Andrew asked how these priorities relate to the 2010 market study and would it be possible to conduct another study. Kari stated that the 2010 study was to serve as an example and would like it updated when the budget allows. Katie is excited about the plan for the retreat, especially council development.

Scott asked if anyone objected to anything in the plan. Andrew thinks the council should focus on finances and bylaws. Eric is concerned that it is too much; perhaps consider one topic per meeting. Julia agrees that all topics are worthy and that we need to prioritize. Mark asked if there should be a vote to prioritize retreat topics. Scott said that the first order of business at the retreat could be to prioritize the list. Steven thinks that all of the topics are important and is concerned that we often under budget time. He asked if sales growth is the only way to reach financial stability. He would like to see an analysis of how much resource is required for in-store sales promotions. Julia brought up Bernie's point from the beginning of

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the meeting about co-op values and the products we sell. She'd like to add a discussion of co-op values to the retreat agenda.

Mark noted a consensus to address the 4 points listed in the packet at the retreat and to add a discussion of co-op values. Scott asked if there were any comments on the retreat agenda and there was discussion of the diversity goal. Responding to a question from Eric, Scott answered that we could have another retreat if the council deemed it necessary and reiterated that there will be a special meeting devoted to the bylaws. Eric likes the idea of breaking it up but is concerned that we have a big agenda for a small meeting. Mark surmised from the conversation that the agenda is good with addition of discussing co-op values.

Break 6:51PM (1:21:06)

Begin Recording 2:

Council skipped to agenda Item 8 (Annual Meeting planning) because Billy Donovan, who had expressed interest in the Strategic Planning Session Preparation discussion, hadn't returned to the room when meeting resumed after break.

7. Annual Meeting Planning (Agenda Item 8) **≈7:00PM (0:00:06)**: Scott described discussion about altering the format of the annual meeting. Ideas include a less formal business meeting, more celebratory activities, and a summer event. Mark asked Stephani about the planning. Stephani replied that for a November meeting, plans need to be in order by August for promotion deadlines. We have a solid foundation to work from; significant changes would be a lot of work. Kari added that we need to come up with a date and venue soon.

Eva inquired about separating business and celebration components at Lost Nation, offering that we host a business meeting in winter and a celebration in the summer. Would a different meeting draw a different crowd? She acknowledged the work involved and offered support to staff to make it work. Kari reminded the group of the special bylaw meeting in May. Jess circled back to Eva's point about why people come and thinks we could develop the social motives to boost attendance. Eva likes roundtable discussions. Mark reminded the group to focus on the priorities: when, where, and format. There was discussion of the Kids Day event.

Mark noted that with no strong opinions about the annual meeting maybe the committee should make a recommendation to the larger group. Olivia agreed and thought it would be useful to compile a list of alternative locations and the feasibility related to each option. Pat shared that the committee looked at it in the past and there really isn't another good option in town. Scott added that there are outdoor venue options and Eric mentioned that VCFA has both indoor and outdoor options. Mark suggested that the current committee integrate the information of the previous committee.

8. Strategic Planning Session Preparation (Agenda Item 7) **7:13PM (0:13:20)**: The big question: Should the retreat be held in executive session? Scott stated that it is common practice among boards/councils for strategic planning to take place in executive session and there is strong precedent for

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this council to continue doing so. The rationale is that it allows council members to speak freely without fear of misinterpretation or misrepresentation by non-council members. Kari reminded the group that we've been through this conversation before and it boils down to weighing the value of transparency against the value of the council to have free-flowing, unencumbered opportunity to explore new directions. The bylaws state that executive session may be called when sensitive and confidential information will be discussed, but that can be interpreted differently.

Olivia does not have strong feelings one way or another. She sees the value of a closed session and would like to stick as close to what the bylaws say as possible. Jess shared that before she participated in an executive session she thought they should be more open but now that she has she can see the value of it. Julia sees the value of both perspectives with a slight lean towards having the retreat in executive session. She wonders if it could be some of both. Steven sees both sides and wonders about a compromise – like a public summary of what they accomplished in executive session. Pat agreed with Steven and wondered what other councils do. Scott and Kari reiterated that they are usually closed. Eva sees both sides. She's unsure what in this meeting could be considered sensitive or confidential and pointed out that whatever they discuss will eventually become public knowledge in subsequent meetings. Andrew wondered if as an employee he could participate in executive session. Kari said it depends on the topic. This meeting should be fine. Andrew shared that while he respects confidentiality he values transparency above all else and believes the council should be 100% transparent and maintain confidentiality. Katie said she agrees with most of what's been said but doesn't feel like she needs an executive session to share freely. She thinks it is important to emphasize that the council is not trying to hide anything, and that everything discussed will all come out eventually. Eric doesn't see anything on this agenda that would require an executive session. He does however see the value of developing group dynamics within the council. He wonders if it could be closed, but not in executive session. Scott said that since it's a warned meeting members are welcome and if they don't enter executive session there is no other mechanism to ask people to leave. Jay expressed strong feelings for holding the retreat in executive session. He made the point that sensitive business topics could be raised and that in the area of diversity there is a lot of potential for very personal information to be shared and wants there to be safety around that. He emphasized that no binding decisions will be made in this meeting – it is for discussion of ideas and planning.

Mark called for a straw poll to decide whether to hold the retreat in executive session. Eight were in favor and one opposed, with no abstentions. The retreat will be held in executive session. Kari suggested that the council consider this question for the long term and that it would be a good topic for the bylaw discussions.

9. Committee Reports 7:36PM (0:36:19): Eva described the work of the Diversity Committee. They met in December and reviewed the personal narratives in the booklet, [Everyone Welcome?](#) Ideas that emerged include conducting outreach and workshops. This could include surveying neighborhood residents to broaden who shops at the co-op; and a series of workshops addressing bias. There's a workshop at the Unitarian Church on interrupting hate; could we share that opportunity with members and employees? Eva suggested using diversity as a cornerstone of council development, and encouraged all to read the personal narratives in *Everyone Welcome?*

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Scott reminded the group to submit committee reports ahead of time so attendees can better prepare for the meeting.

Representing the Bylaw Committee, Kari shared information about three upcoming forums. The committee will compile the results of the forums and present to the council at the 2/3 meeting. Steven asked for the forum dates to be sent to the council.

10. Monitoring Report: L9 Emergency Executive Absences 7:48PM (0:48:12): Kari explained how the policies require a plan for his absence. If Kari somehow became incapable of fulfilling his duties, Mary Mullally is trained to serve as IGM (Interim GM). Mary introduced herself and described her background and experience. For the last year, she has been working with Kari and now feels comfortable to serve as IGM if needed. Kari mentioned that we have a deep bench in this capacity – both Kevin O’Donnell and Tim Wingate are also capable of serving as IGM.

Steven motioned to accept the monitoring report. Scott seconded. Steven asked if Mary would be participating in preparing monitoring reports. She shared that she participated in this one. It was suggested that she participate in others as they come up and it was agreed that was a good idea.

The motion to accept monitoring report passed unanimously.

11. Monitoring Report Evaluation 7:47PM & 7:59PM (0:47:10 & 0:59:12): Steven shared that he is only receiving a few evaluations each time and encouraged council members to fill them in.

12. Staff Representative Report 7:54PM (0:53:40): Jess stated that it was a busy holiday season and for the most part staff have remained upbeat. There has been some continued talk about the unresolved issue of managers performing bargaining unit work. Eva shared that she looks forward to Jess’ report.

13. General Managers FYI Report 7:55PM (0:54:42): Kari shared that December was busy – with sales of \$134,000, 12/23 was our second busiest (non- Truckload Sale) day ever, up 1% over last year. We have a busy week approaching with the \$5 Dinner on Tuesday and the case sale and MAW (Member Appreciation Weekend). Last weekend, our NOFA fundraiser brought in \$1,300 for the Farmer Emergency Fund.

14. Draft Council Calendar 7:56PM (0:55:54): The council looked over the dates for meetings for the coming year. There is a chance Eva will not be here for the 4/6 meeting, but she will make an effort. Eric will be out of the country for the 2/24 meeting.

15. Wrap up: Actions, communication, Calendar, Evaluation 7:58PM (0:58:11): Kari will circulate bylaw meeting dates. The Annual Meeting Committee will meet and integrate feedback. Eva will circulate info on the Interrupting Hate workshop. CR will sign Mark up for his council discount. Eva and Kari expressed gratitude for Mark’s facilitation.

16. Cooperative Community Comments 8:01PM (1:00:35): Bernie is baffled by the explanations for entering executive session. He doesn’t understand the competitive edge and said he doesn’t think the

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co-op is really a business. He asked what constitutes sensitive information. Eva responded that people sharing about their experiences with diversity and bias could be considered sensitive. Bernie wondered where it starts and ends. Scott shared that we may not want the initial stages of business planning to be public knowledge – the co-op needs time to formulate its plans before going public. Bernie wondered where the bylaws are. Scott shared that they are on the website and Kari passed along a printed copy to Bernie to keep.

17. Other Business 8:10PM (1:10:14): Eva asked if the new labor contract is printed. It is not. Eric confirmed there will be time on the next agenda to talk about the Milk with Dignity program.

Steven motioned to adjourn the meeting. Eva seconded. **8:13 PM (1:12:51)**
The motion to adjourn passed unanimously.

Action:

Who	What	When
Kari Council	Determine where facilitation guidelines live.	
Eva, Rowan	Search membership for female facilitators.	
Kari	Circulate bylaw meeting dates.	
AM Committee	Meet and integrate feedback.	
Eva	Circulate info on the Interrupting Hate workshop.	
CR	Enrol Mark for council discount.	