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**Council Meeting Minutes
February 3, 2020**

Present

Council: Scott Hess, Katie Michels, Pat Siergiey, Steven Farnham, Olivia Dunton, Julia Goldstein, Eric Jacobson, Eva Schectman, Andrew Sullivan.

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

Guests: Marita Canedo, Anne Charles, Deborah Messing, Bob Messing, Nicola Morris, Madeline Sharron, Peter Thomas, Pam Walker.

Facilitator: Mark Simikaski

Note Taker: Rowan Sherwood

Begin Recording 1:

**1. Welcome, agenda review, time allocation, guest policy review.
5:28PM (0:00:19)**

Mark welcomed everyone, reviewed the guest policy, and reminded all that with a full agenda, we need to keep to the allocated times. Eric asked for extra time for the Milk with Dignity discussion. Eva motioned for 10 extra minutes. Julia seconded. The motion passed unanimously.

Steven asked if the monitoring report evaluation could be moved to before the break. It was agreed.

2. Cooperative Community Comments 5:33PM (0:05:02)

Nicola Morris supports the milk with Dignity resolution. Anne Charles supports the Milk with Dignity resolution. Pam Walker supports the Milk with Dignity resolution. Deborah and Bob Messing support the Milk with Dignity resolution.

3. Member Comments: Stephanie Kaplan 5:36PM (0:07:40)

Long-time member Stephanie Kaplan expressed a strong interest in developing a way for members to communicate directly with one another. She feels it's important for members to have a forum to share and discuss ideas related to the Co-op outside of the limited scope of Annual Meeting. Some ideas that were floated included printing the online newsletter and having a place for letters to the editor. Using Facebook or other online forums was dismissed because she and other council members don't like it.

Council members wonder what other Co-ops do and agreed to look into it. Eva acknowledged the limits of staff and doesn't want to rush anything.

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Andrew suggested a directory of members. Jess reminded people that we stopped printing the hardcopy newsletter is because it took a lot of work and because people did not take them, most were recycled. The council will form a committee to explore options.

4. Consent Agenda: Approval of minutes 1/6, 1/8), equity refund requests 5:52PM (0:23:30)

Eva motioned to approve Consent Agenda. Katie seconded. Steven said he needed to fix a few spelling errors. The motion passed unanimously.

5. Milk with Dignity Campaign discussion 5:53PM (0:24:33)

Marita Canedo and Madeline Sharron presented the Milk with Dignity (MWD) Campaign to the group. They described the success in persuading Ben and Jerry's to participate. Their next campaign is focused on Hannaford. They showed a video highlighting benefits the program provides to workers. There were some questions and clarifications on how MWD works.

It was clarified that the Co-op cannot sign on to the program because HMC is not a bulk milk buyer, but we can support their efforts. There was interest among the group in learning about the treatment of workers who produce the milk the Co-op carries.

Eric put forward a motion to endorse MWD, with the idea that HMC staff would check our product lines in collaboration with Migrant Justice's MWD program, to see what's going on with these products. Scott seconded.

Olivia raised concern about the financial implications on the Co-op, and how MWD and buying policies would affect each other. It would be very difficult to ensure that all the workers on all the farms that all the companies we buy from deal with are treated fairly, especially since we buy from some large co-ops, like Organic Valley. Some folks recognised that the resolution doesn't commit us to anything. Given that, some council members don't want to appear to be green washing. Andrew suggested that we be transparent – we don't know how all the workers who produce our milk are treated, and it may not be possible to find out. Consumers can choose to buy from small producers where it is possible to know.

Eric called the question. Steven seconded. Mark attempted to take a vote on calling the question and a few weak ayes were audible, but it's unclear if it was a majority. Before the vote was completed, Eric requested a point of order to re-read the resolution. Mark allowed the reading. Mark called for a vote on the resolution. Ayes 7, Nays 0, Abstentions 2.

Very short break 6:35PM (1:07:00)

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6. Bylaw Clarifying Questions, Process Planning 6:39PM (1:11:06)

Kari said there will be one last Bylaw committee meeting to integrate additional changes suggested by members. Eva thinks they look great. Eric questioned if members were asking for a bylaw update. Stephanie responded that there is no way to know – the forums were poorly attended. But the folks who did attend offered valuable feedback. Mark asked if there were any specific questions about the text. There were not. Eric asked if there was a legal review and if the committee had reviewed the bylaws of other co-ops. Kari answered yes to both questions. Scott reiterated the council will need to stand behind revisions they propose to members.

7. Monitoring Report Evaluation 7:01PM (1:26:45)

Steven reviewed the evaluation sheet in detail in an effort to demonstrate how to fill it in. He encouraged people to fill and turn them in, as it is not a useful tool if the response rate is low, which it has been from the beginning.

8. Council Work Plan 7:06PM (1:31:40)

The Council discussed an updated draft of its work plan for the year. Does the plan accurately reflect the work the council wants to do? Most folks were in agreement that it does, with a few additions and emphases. Steven wants to add a statement to address stakeholder engagement options. Jess thinks it is a bit internal and wonders about lobbying on issues. Olivia thinks goal 1 could use a piece on what we are doing internally to address growth. Eric is concerned about declining profit margin. Andrew wants to prioritize financial health. Eric then questioned if this was even a work plan. It is more like minutes.

Eric motioned to streamline these minutes into a work plan. Scott seconded. Ayes 8, Abstentions 1, Motion passed.

Scott motioned to put this draft in the minutes for transparency's sake. Eric seconded. Motion passed unanimously.

9. Committee Assignments 7:18PM (1:43:40)

GM evaluation Committee: Scott, Katie, Eric, Steven

Recruitment Committee: Eva, Pat

Ballot Committee: Andrew, Olivia, Julia

Finance Committee: Andrew, Olivia, Scott, and some community members?

Andrew motioned to form a Communication Committee. Eva seconded. Motion passed unanimously. Steven as Secretary will draft a committee charge.

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Break & Photo 7:24PM (1:49:14)

Begin Recording 2:

10. New Cooperative Paradigm 7:39PM (0:00:01)

Kari gave a recap presentation of a workshop he attended on the New Cooperative Paradigm. One aspect had to do with a cooperative's dual nature as association and enterprise. Many co-ops begin with high associative values and low enterprise values. As they grow, they need to figure out how to maintain the qualities of strong association while also succeeding as a business. We are exploring ways to manifest this, including an Earth Day Challenge that is aimed at engaging members on a deeper level.

11. CBLD 101 Report 7:59PM (0:19:04)

Olivia and Andrew shared reflections on a recent orientation session offered by Columinate. Olivia appreciated the information on the separation of council and operational responsibilities as well as the financial mapping. It helped her to understand that as an organization we are cautious, and in a good place. She wonders where we could be taking more risks. Andrew also appreciated the financial piece. Julia wondered what our plan for a recession is.

12. Annual Meeting Committee 8:02PM (0:22:15)

The Annual Meeting Committee presented its proposal for a different format for Annual Meeting this year. The proposal is to conduct a business meeting from 4:00-5:00 followed by dinner and presentations and possibly a short recap of the business meeting followed by a contra dance.

Katie thinks there should definitely be a business meeting recap. Steven, Eric and Andrew expressed resistance to the shift to a more celebratory tone and thought a compelling speaker would be better.

The committee will refine their plan and present a more detailed meeting agenda.

13. Executive Committee Report 8:18PM (0:36:47)

Eva likes the Council meeting ground rules and suggested a reminder at the beginning of each meeting. Everyone agreed.

It was suggested to use the evaluation time at the end of the meeting in a more intentional way – like asking a specific question. Everyone agreed. HR Assistant Elly Wood is on board to facilitate in March and possibly beyond. Eric expressed a conflict of interest concern having someone from the

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HR department facilitating the meeting. Jay said that Elly is very good at facilitating and maintaining boundaries.

The council will try it for March and see how it goes.

There was a brief discussion of CBLD webinars and the group voted to participate in the Finance for Directors and the Policy Governance webinars.

14. Committee Reports 8:29PM (0:47:40)

None.

15. Monitoring Report: L4 Compensation and Benefits 8:30PM (0:47:55)

Kari discussed the Vermont Livable Wage; after 6 months all Co-op employees earn at least that wage. He acknowledged that there are many assumptions in the calculation of any livable wage, but this is a valid methodology. The average pay for bargaining unit members is approximately \$17/hr.

Scott moved to accept the report. Unidentified seconded.

Eric expressed concern that the limitation about the manager adjusting their own compensation was not followed by Kari when he declined his annual salary increase and there was discussion. Eric thought that if the limitation was not complied with Kari should state the reasons why.

Scott's motion was voted. Ayes 7, nays 2. Motion passed.

16. Staff Rep Report 8:47PM (1:04:36)

Jess reported that there has been talk of inadequate staffing in the kitchen and a lack of subs with availability across the board. She has noticed a building distrust between staff, evidenced by gossiping. This leads to an infectious complacency. All of this adds to the strain between management and bargaining unit members. There is also concern about the dismissal of a long-term employee.

17. GM Report 8:51PM (1:07:50)

Kari briefly revisited the discussion of Mary Mullally being serving as the designated interim GM and clarified that due to her relationship with employee Patrick Luce she would recuse herself from any personnel decisions regarding Pat. Kari also let the group know that NFCA annual meeting is in March and the co-op is seeking board members.

18. Wrap-up : Actions, Communication, Calendar 8:53PM (1:09:35)

Kari has a list of action items. The council needs to decide how to communicate about the Milk with Dignity resolution. Eric will write a commentary/press release.

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19. Meeting Evaluation 8:56PM (1:12:41)

Mark posed the specific question of how well the group did sticking to allotted times. The council was split on their opinion on whether or not they succeeded or blew it.

20. Cooperative Community Comments 8:59PM (1:15:17)

None.

22. Other business 8:59PM (1:15:26)

Steven noted that the minutes have been more detailed and asked if people liked that. Given that the audio can be cumbersome to listen to it was generally thought that detail is beneficial.

There was a brief discussion of going deeper into some comments and while it's a hallmark of high functioning boards, Eva was not sure if the council has the bandwidth for data-mining the minutes. Steven volunteered to bring a "sample" to next meeting, and consensus agreed that would be fine.

23. Executive Session 9:03PM (1:19:53)

Scott motioned to enter executive session to address a personnel issue; Pat seconded. Motion passed unanimously.

Katie motioned to Exit Executive Session; Julia seconded. Motion Passed Unanimously. **Meeting ended** at 9:14.