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**Special Council Meeting Minutes
February 24, 2020**

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

Staff Rep: Jess Knapp

Absent: Olivia Dunton

Staff: Kari Bradley, Stephani Kononan, Lisa Rochelle, Jay Wisner.

Bylaw Committee: Carl Etnier, Jed Davis (5:39PM), Stephanie Kaplan, Sue Zekas.

Guests: Billy Donovan, John Rosenblum, Bernie Von Trapp.

Facilitator: Scott Hess and Carl Etnier

Note Taker: Rowan Sherwood

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

Scott called the meeting to order, thanked the Bylaw Committee for all their hard work and reviewed the guest policy. He clarified that in this meeting, Bylaw Committee members may speak as Council members given the content and focus of the meeting. Everyone present introduced themselves.

2. Cooperative Community Comments 5:34PM (0:03:33)

John Rosenblum **(0:03:35)** – Expressed that the Council should step in to mediate dissatisfaction between staff and management. He said the workplace, especially a Co-op, should be a place of equity, equality, democracy and solidarity and advocated for a holocratic structure. He charged the Council with creating a happy, low-tension environment at work and stated this begins with a change in the bylaws. He highlighted that changes he suggested to this end have been rejected.

Bernie Von Trapp **(0:08:00)** – Commended John’s comments. He described meeting someone who felt like they came into a caustic environment at the Co-op. He brought up a contentious firing and emphasized that foundational things need to be a priority, like the Precautionary Principle.

Lisa Rochelle **(0:14:55)** – Expressed support for the transparency bylaw and repeated that she feels like employees are not treated well.

3. Bylaw Committee Recommendations 5:45PM (0:15:15)

Carl began with an overview of the process over the last 2 years. The initial charge was to clean up and reorganize the document, but as that process progressed, it became apparent more work was needed. Six forums have been held and member feedback has been integrated into the Bylaw draft

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presented at this Special Council Meeting. Twenty-one points of change are listed in a separate document circulated via email, and provided in hardcopy at the meeting.

There was some discussion about how to proceed; it was agreed to review the changes, one by one, to clarify and address questions.

Item 1 **(0:27:56)** – Accepted as written.

Item 2 **(0:28:08)** – Discussion ensued about how including the mission in the bylaws would require a vote of the members to change it. Does the council want that? There was extensive discussion about how to proceed with this meeting's review of the Bylaw draft revisions and what process Council would follow to approve them. It was ultimately decided *again* to review all 21 points of change, in the order presented.

Item 3 **(0:41:20)** – Accepted as written.

Item 4 **(0:42:47)** – Eric asked if sharing of records was not actually a policy issue. Stephanie said if it is in the bylaws, the members decide. If it is a policy, the council decides.

Item 5 **(0:52:59)** – Andrew said he wants a permanent communications committee on the council to facilitate communication among members, and, a member directory. Jess expressed concern about the operational ramifications of that and clearly stated it should not be a staff responsibility. She said that members who want this can facilitate it amongst themselves. Carl acknowledged a split of opinion on this and that further guidance is needed.

Item 6 **(1:12:37)** – Accepted as written.

Item 7 **(1:13:00)** – Scott expressed that the council should be able to appoint someone in the case of vacancies, and then they have to run for re-election. He acknowledged that it is a lot of work to call a special meeting of the membership to vote. Kari supported Scott's logic. Carl clarified that it was meant to prevent takeovers of the council by a particular faction. Eric suggested an impeachment or recall process to deal with that issue.

Item 8 **(1:27:39)** – Accepted as written.

Item 9 **(1:31:56)** – Accepted as written.

Item 10 **(1:33:14)** – Accepted as written.

Item 11 **(1:35:07)** – It was noted that this has been controversial in the past. There is a chart available outlining all of the changes. Eva said it is equitable and fair. Eric expressed concern with it, but the group felt very strongly that the changes he wants would never pass, and have held up acceptance of bylaw changes in the past.

Item 12 **(1:54:43)** – Accepted as written.

Item 13 **(2:07:38)** – Accepted as written.

Item 14 **(2:08:38)** – Accepted as written.

Item 15 **(2:09:52 & 2:10:55)** – Accepted as written.

Item 16 **(2:10:15)** – Accepted as written.

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Item 17 (2:18:56) – Accepted as written.

Item 18 (2:20:35 & 2:43:52) – Accepted as written.

Item 19 (2:21:16) – Accepted as written.

Item 20 (2:21:22) – Accepted as written.

Item 21 (2:21:40) – Accepted as written.

4. Items Proposed for Separate Vote 8:00PM (2:22:40)

There are five items proposed to be voted separately from the main body of the Bylaw Revision. These were separated from the main body of the revision because they are a significant departure from the current Bylaws, and/or the Bylaw Committee could not agree on whether to include or exclude these items.

Item A Removing language from the Articles of Incorporation that might be read to prohibit votes by paper or electronic ballot (2:22:40)

Item B Transparency of compensation (2:24:00)

Item C Council member freedom of expression (2:37:50)

Item D Defining an annual Council retreat differently than other Council meetings (2:40:26)

Item E Non-binding vote to develop a family Memberships option (2:41:02)

5. Other topics 8:24PM (2:44:30)

Eric Inquired about Bylaw Bylaws Article 2, §2.2

Andrew repeated that he would like a standing communication committee on the Council. There was not broad support for that. Other members agree that it would be a good committee to have but do not want to make it mandatory.

6. Cooperative Community Comments 2hr 54 min 8:33PM (2:54:17)

Billy stated that he was offended that he was barred from addressing the group outside of the two “Community Comments” portions of the meeting, despite knowing this is not customarily allowed. He characterised this as shutting down of voices, and said it’s a big problem. Hearing this, some Council members asked for his feedback, whereupon he declined to provide any. Council members encouraged him to put his comments about the bylaws in writing.

Concern was expressed among some that it felt like this process was being rushed. The Bylaw Committee reminded people that they’ve been working on this for almost two years, and would like to bring closure to the process. That does not mean that more changes are not needed, but changes brought up in the final hours may need to be considered in the next round.

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7. Adjournment 8:46PM (3:06:22)

Scott motioned and Julia Seconded Adjournment. Motion passed unanimously.