



**Special Council Meeting Minutes  
Primarily by Video Conference  
March 16, 2020**

**Present**

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

**Staff Representative:** Jess Knapp

**Staff:** Kari Bradley, Stephani Kononan, Jay Wisner

**Guests:** Stephanie Kaplan, Jed Davis.

**Facilitation:** Carl Etnier and Scott Hess

**Note Taker:** Rowan Sherwood

**1. Welcome, agenda review, time allocation, guest policy review. 5:37PM**

After a technology-learning-curve-delayed start, Scott called the meeting to order with a welcome and thanks to all in attendance. It was noted that meetings will most likely take place remotely for the foreseeable future.

Kari presented an update on the Co-op's response to COVID-19. The Pandemic Response plan has been implemented and the focus has been on keeping employees and customers safe while keeping the store supplied. UNFI, the Co-op's main supplier has been sporadic in their deliveries. Thus far, no employees have contracted Covid, but many people are staying home and staffing is an issue. Senior management and Union officers have met and are working out plans around expanded leave policies and limited store hours. There have been changes in the front end and food service departments to ensure safety and the Grocery team is working on a plan for the Bulk department.

**2. Cooperative Community Comments 5:47PM: No comments.**

### **Bylaw Action Discussion 5:47PM:**

Shall the council act on Bylaw Committee's recommendation at this time? Scott acknowledged that while it's not the most pressing issue at the moment, to maintain the momentum built over two years' hard work, the bylaw process should continue.

Eric was not very interested in the bylaw discussion and wanted to talk about how the Council can support the Co-op in this challenging time. He has friends in Italy and offered to talk about how co-ops in Italy are responding.

Eva suggested that the group go around to see if folks were still up for the bylaw discussion. Everyone except Eric was, so the meeting proceeded as planned.

### **3. Bylaw Revision Approval 5:54PM:**

Carl presented the redline version of the body of the bylaws and asked if there were questions.

Julia asked about the use of Executive Session during annual retreat. Carl indicated the section enumerating appropriate uses of Executive Session. Jess asked if it would be easier to place amendments in the body of the appropriate section; Carl reiterated that potentially controversial issues are not included in the main revision, to enhance its likeliness of ratification. Eva asked about the patronage refund, noting that many members are chagrined at the small amount this year. Scott deferred that question to the Finance Committee, who will meet on March 17.

Kari suggested that an endorsement from the Council would help members to accept the changes.

**Steven moved to accept the changes to the bylaws as presented.  
Pat seconded.**

**Discussion:**

It was suggested that each topic for a separate vote be addressed along with any concerns about it.

Pat wondered about the council freedom of expression amendment and what people's experience has been. Most expressed that they feel comfortable expressing themselves while choosing their words carefully. Scott reminded folks that it's addressing the situation of a dissenting council member launching a public campaign that could undermine the Co-op/Council and its decisions. Steven reminded people that what needs doing now is to decide whether to keep it open for voting by the members. Andrew questioned the ability to enforce such a thing and Stephanie said that while it may not be enforceable, it sets a standard. Jed put in that the "one voice" policy could prevent members from having varied information on a topic. Scott asked the group and there was no objection to including it in the vote.

Katie wondered if it was too much to ask members to vote on so many things. Steven countered that the work has been done, so the Council should present them. It would be easier to table an amendment than it would be to call another meeting and Scott put in that it could go quickly, we just don't know. Olivia wanted to make sure the amendments were presented in a prioritized order so if there is controversy and delay, the most important things would be dealt with first. Kari said that the committee's role isn't to take a stand on the amendments but he thought the Council should recommend the changes to the members rather than saying "we don't know, you decide." There was a bit of discussion on this matter, with some differing opinions. The group arrived at a consensus to state the majority of the Council supports presenting the proposed bylaw revision, and the five amendments, all to be voted separately.

**The motion passed unanimously.**

Subsequent to passing the revision, because of the Covid-19 situation, it was agreed that plans to begin the campaign to pass the by bylaw revision would be temporarily suspended, and the Special Meeting would be postponed to a date not yet determined.

**4. Annual Meeting 7:13PM:**

Stephanie shared that Lost Nation Theatre modified its schedule to adjust for COVID-19; this mean we've lost our venue for the Annual Meeting.

**Steven moved to table this discussion. Julia seconded.**

**Discussion:**

Scott said there isn't much to do right now with so much uncertainty around so many things.

**The motion passed unanimously.**

**5. Cooperative Community Comments 7:18PM: No comments.**

Responding to a request from Eric, Kari explained any council member may join the executive committee's meeting tomorrow at 5:00PM.

**6. Other Business 7:20PM: None.**

**7. Steven motioned to adjourn. Julia seconded. The motion passed unanimously, and the meeting was adjourned at 7:20PM.**