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Council Meeting Minutes
January 4, 2021

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

Staff Representative: Rachel Andreyev.

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

Guests: Billy Donovan, Carl Etnier, Jed Davis

Facilitator: Mark Simakaski

Note Taker: Rowan Sherwood

1. Welcome New Council Members 5:30PM (0:00:23)

This being the first time the full new council met, Mark asked everyone to introduce themselves.

2. Officer Elections and Terms 5:35PM (0:07:44)

Mark called for nomination to the executive committee.

President: Steven nominated Eric. Eva seconded. Eric was unanimously elected President.

Vice President: Eric nominated Eva. Olivia seconded. Eva was unanimously elected Vice President.

For Treasurer: Eva nominated Deb. Jen seconded. Deb was unanimously elected Treasurer.

For Secretary: Eric nominated Steven. Eva seconded. Steven was unanimously elected Secretary.

The Council has a new executive Committee!

3. Agenda Review, time allocation, guest policy review 5:41PM (0:14:25)

Kari added two items: 1. Approval of the the carbon neutrality committee charter and 2. Allocating uncashed patronage refunds to HMCCF. These will occur after item 12 on the agenda.

4. Cooperative Community Comments 5:45PM (0:16:00)

Billy spoke about contacting the Council's consultant, Michael Healy. He expressed dismay at not being allotted 15 minutes on the agenda to address this and other issues, asserting his request was submitted well before the deadline. Eva asked of whom he made the request, and their responses. He shared that he was told there wasn't time. Eva pointed out the agenda was full. Billy was not satisfied with that answer, and indicated that since Michael Healy's information is online, he is free to contact him. Mark asked if council members had questions for Billy. Billy asked how he could engage with the council to get answers if he cannot get on the agenda. Eric reminded the group that the council is formulating a process

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for guests to present to the council. Mark pointed out that some of the items on tonight's agenda will address some of Billy's concerns. Rachel said Billy raised good questions and asked when the council discusses such things. Steven attempted to put the matter in perspective by reminding everyone that even members of the council don't always find items they requested on the agenda.

5. Conflict of Interest Statements 5:52PM (0:24:40)

Jen reported that she has no conflicts. RJ reported that his wife works for Senator Leahy but does not perceive that to be a conflict.

6. Bylaws Process next Steps, Appoint new committee member 5:53PM (0:26:07)

Carl began by saying that he would be happy to speak with new council members outside of this meeting to give the history of the process thus far. He continued with a brief update, explaining that a lot of work is complete and the committee wants to wrap it up. The committee is scheduled to meet January 21 to discuss next steps. It was hoped to hold an in person meeting this spring, but the pandemic may hinder that process. Mark clarified that he was making sure they were headed in the right direction. Carl agreed and explained that the charter may need to be amended since one council member of the committee is no longer on the council. Eric counselled against that. Steven said the charter calls for the chair to be a council member. **He moved to amend the charter to say that the chair must be a present or past council member. Eva seconded.** There was no further discussion. **The motion passed unanimously.**

Mark asked if there were any other changes. Carl suggested changing the end date from 2019 to "as soon as circumstances allow." **Steven moved to change the end date as Carl suggested. Eva seconded.** There was no further discussion. **The motion passed unanimously.** The full revised charter is appended to the end of these minutes.

Mark asked if there was any other guidance for Carl. Eva thanked the committee and said they would keep their eyes open for when the time is right for a meeting. RJ expressed interest in learning more; Carl agreed to connect offline. Eric suggested that the group could examine the bylaw more during the council retreat. Carl apprised the group of some confrontational communications committee members received from a co-op member.

7. Council Deliberation Protocol and Community Comment Procedures 6:13PM (0:42:54)

Eric Introduced the protocol explaining it is to help manage expectations of community members presenting to Council. **He moved to accept the protocol (included the packet). Steven seconded.** Discussion: Steven expressed concern about guests being "invited" to present. He thinks any member should be permitted to present without requiring an invitation. They need to follow the guidelines. Eric countered that it's the council prerogative to decide who presents, and this is different from an open Q&A. RJ thought we could say that anyone can present, but time is limited. Eva brought up that Community Comments are built in and the guest policy governs that time. Getting on the agenda is a matter of available time. Catherine agreed with Eva. Eric stated that the protocol asks folks

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to be intentional about their presentation. Steven is concerned about the optics and wants members to feel that the council is approachable. He thinks that the word invite makes it seem exclusive. **He moved to table the issue until the next meeting. Eva seconded. The motion to table passed unanimously.**

Email Deliberation: Carl informed the group that the bylaws do not permit deliberating via email. Mark asked about the difference between deliberation and sharing information. Carl replied that there is a narrow distinction. Sharing information via email is acceptable, but replying all and voicing opinions, is not. Steven asked about word smithing Eric's proposal. Carl said that corresponding in smaller groups is allowed. Qualifying as deliberation requires a quorum. RJ asked what is quorum. It is 5 members.

8. Consent Agenda: Minutes, equity refund requests, renew line of credit 6:27PM (0:57:11)

Eric moved to accept the consent agenda. Olivia seconded. Steven proposed including Rachel's amendments to the minutes. **RJ moved to amend. Eva seconded. The motion to accept the consent agenda as amended passed unanimously.**

9. Council Retreat Planning: Timing, Topics, Facilitator 6:31PM (1:00:52)

Eric began, stating his desire for a council retreat, and suggested the group give their thoughts. The consensus was that some form of retreat would be valuable. Notable suggestions include: multiple shorter sessions, not necessarily setting the number of sessions, holding it later than usual to let the new council settle in, delaying to be able to hold it in person outside, accepting member input through a public process, focus on group dynamics.

Facilitator: Michael Healy has facilitated in the past and many supported inviting him back. Other suggestions include Rae Carter, Jade Barker and Stephanie Lahar. Eva thought it was important to pick a date relatively soon to enable timely planning.

10. Policy proposal: L6 Planning Interpretations 6:46PM (1:16:20)

Steven described a situation in last July's (June 22nd) monitoring report, where, in response to the pandemic, the GM's policy interpretation made a couple exceptions not mentioned or specifically permitted in the policy itself. The proposal in the packet is intended to make this type of exception permissible so the GM does not need to "violate" policy to make exceptions under extraordinary circumstances, partly to protect the GM, and partly to provide a requirement that the Council President be consulted first, and a requirement for Council weigh-in at the next Council meeting. Steven has not vetted all of the policies yet to ensure there is no conflict between this and existing policy, and suggested the creation of an ad-hoc Policy Committee to review. The group decided to remand this matter to the executive committee.

11. Council Consultant Access 6:50PM (1:20:44)

The group reached a consensus that it is up to Council's Columinate advisor(s) to decide if s/he wishes to engage with individual co-op members who reach out to them. RJ clarified that

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Michael Healy (HMC's current consultant) is a consultant to the council, not the members. He likened the situation to a member's requesting legal advice from the co-op's lawyer.

Eric raised the point that he is open to a change in consultant. Particularly to someone with DEI experience and expertise.

12. Diversity Committee 6:55PM (1:24:54)

Eva informed the group that another round of the Abolitionists Challenge is scheduled and encouraged all council members and members of the broader community to participate. RJ is interested in participating. Rachel asked what she has gleaned from the challenge. Eva responded that it is not what is gleaned but what we do with it that is important, such as creating ends policies. **Eva moved to approve funds to pay the fees for those attending. RJ seconded.** Discussion: Olivia asked if there are sufficient funds available, and Kari confirmed that there are. Steven added that it was like graduate level work in DEI – very valuable and highly recommended. **The motion passed unanimously.**

13. Carbon Neutrality Committee 7:04PM (1:34:27)

RJ moved to accept the charter for the CNC (Carbon Neutrality Committee). Eric seconded.

Discussion: Eric suggested expanding it to include sustainability. Catherine thought it best to keep the focus narrow for now – sustainability is a huge topic. Kari added that this charter is somewhat unusual because it focuses on operational changes. He reminded the council that our staff's capacity is limited at this time. Catherine said she is willing to put in the time to get things done. Olivia echoed Kari's statement and reiterated the importance of clear boundaries around the council's work: they are not to make operational directives. Eric agreed with Olivia that the role of the council is to set policy then hand it over to staff to figure out the operational pieces. Catherine emphasized the severity of the climate crisis, and urged action. Steven agreed that it's important work and part of the co-op's brand. He also pointed out that this is a draft and the council can make changes if need be.

Eric moved to table the matter. Olivia seconded. Eva thought it did not need to go the executive committee – Catherine and Steven could work on it and bring it back to the group. Steven asked if there were others who wanted to join the committee. RJ and Jen volunteered. **The motion passed unanimously.**

14. Uncashed Patronage Refunds 7:17PM (1:47:05)

Kari asked the council if they would like to allocate uncashed patronage refunds to the HMCCF as they have done in the past. **Steven moved to allocate uncashed patronage refunds to the HMCCF. Eva seconded.** There was no discussion. **The motion passed unanimously.**

15. Council Calendar and Facilitation 7:18PM (1:48:40)

Kari asked if there were any changes needed. Finding none, he proposed that the March meeting be moved to March 8. The group agreed. RJ asked if the council could make a google calendar with a link to the meeting. Kari said he would do that.

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Mark asked about facilitation. Kari explained to the new members that Mark and Elly Wood have been alternating in the role of facilitator and asked if the group wanted to continue with that model. They have both expressed a willingness to continue. Eva proposed that Elly facilitate in February and the council think more about it. Eric expressed a concern that Elly is part of the HR team and also facilitating these meetings. Steven asked if there was someone else anyone had in mind or would the council need to recruit someone. No one suggested an alternative. Jen asked for clarification of Eric's concern. He thought that with staff on the council it could cause a conflict, but acknowledged that it had not so far. He also supports having gender balance.

7:25PM (1:55:43) – 5 minute break

16. Business Plan Update 7:30PM (2:01:47)

Kari reminded the council that during the pandemic the co-op has been operating with a 6 month plan. This has allowed a focus on safety. Now, with vaccines rolling out, we can start to think about post-pandemic planning, including staff care and connection with community. The updated budget is still projecting a loss this year, but less than originally expected. Despite the projected loss, the key balance sheet ratios are good. The PPP loan is still being treated as debt, though it is thought that it will be largely forgiven. Eric asked why we are projecting a loss. Kari responded that sales are flat, which is great compared to some other businesses, and labor expenses remained the same. Prepared foods sales are down, and curbside is not generating new sales, just shifting the way folks are buying. Curbside is also very inefficient. Post-pandemic we need to reconsider how we run the program because it is not profitable.

Rachel asked if the high labor cost was due to hazard pay and if we are offsetting the hazard pay by reducing labor hours. Kari explained that we have been operating under reduced labor hours, not by choice, but by availability. We came out close to budget for labor because reduced labor hours and increased pay evened out. Rachel pointed out that as a sub she was not called in and it seemed that hiring for needed position was delayed. She wanted to know if that was part of the plan. Kari shared that there was a lot of uncertainty about who was going to be out, for how long, and what the parameters were for holding peoples' positions. If they hired new workers and existing employees returned, would they have work for the new hires? There are a lot of moving parts, but not an overarching plan.

17. Monitoring Report L9 7:46PM (2:16:14)

This report concerns emergency succession, and Kari reported that the co-op is well prepared. He introduced Mary Mullally, who is the designated Interim GM if anything were to happen to him. Mary shared a bit of her experience and roles she has held at the Co-op. Kari reported no non-compliances.

Eric moved to accept the report. RJ seconded. The motion passed unanimously.

18. Staff Rep report 7:49PM (2:19:36)

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Rachel began by clarifying that her use of the word “staff” refers to bargaining unit members, not management. She's new to this position, and find's it interesting. She does not mean to be adversarial, but she does seek greater accountability. She shared that she sends a report back to about 20 engaged staff members. Eva, Eric and Steven expressed their appreciation for her thorough and thoughtful report and assured her that they want to hear about what kinds of policies could support better relations between union and management.

19. GM Report 7:55PM (2:25:04)

Kari reported that hours have changed back to 9AM-7PM and that 3AM start times have ceased. He expressed a great deal of appreciation for those who rearranged their lives to make that work – it was a big reason we got through the holidays as successfully as we did. Eva asked how the council could acknowledge the effort of the early crew. RJ suggested maybe a Front Porch Forum post, or something in the Bridge to acknowledge the unseen work. Olivia reported that as one of the folks serving in the 3AM shifts, it was a good experience overall.

The shopper survey is approaching and if council members want a question included, Kari needs it by January 18. Eric asked how folks would receive the survey and Kari explained that as in years past, it would be mostly online, and we would promote it through all of our usual channels.

20. GM Compensation, Evaluation, Contract 8:01PM (2:31:22)

Kari informed the council that he has been receiving the essential worker pay differential along with other employees. This happened as a matter of course and did not go through the council, so he felt he needed to disclose it. He also noted that it is time for his evaluation and a committee is needed for that. **RJ moved to form a committee. Eva seconded. Eric, Eva, Steven, and Jen volunteered to be on the committee.**

Rachel asked how management came to receive the pay differential established by the MOU with the union. Kari explained that it was extended to all managers in the same way that all benefits that are bargained for are extended to managers – it's a way to assure equality of benefits. Rachel asked if it applied to all management and Kari said that it did and it is tied to number of hours worked, whether the employee is working in the building or from home.

21. Wrap-up: Action items, communication, calendar 8:06PM (2:36:29)

Kari shared the list of action items (appended at the end).

22. Meeting Evaluation 8:xxPM (2:39:05)

Mark asked the new council members to weigh in. Jen thought there was good facilitation and wondered why comments were at the beginning. Catherine shared that it was a bit long, and that this was past her bedtime. Deb appreciated the facilitation. Rachel said it was a good meeting. RJ appreciated the facilitation as well, and thought we should try to keep it at 2 hours.

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23. Council or Cooperative Community Comments - Other Business 8:xxPM (2:42:10)

Eric thanked the council and expressed that a lot of trust was shown. Eva agreed with the sentiments to try for shorter meetings.

24. Adjournment 8:06PM (2:44:28)

Catherine moved to adjourn. Steven seconded. The motion passed unanimously.

| Action | Who |
|---|---------------------|
| Schedule executive committee, collocate call | Exec Comm. |
| Amend bylaw charter to require chair to be present or past member of council, change time limit to “as soon as circumstances allow” | Carl |
| Add Eric to bylaw committee roster | Kari |
| Append amended bylaw charter to minutes | Carl/Rowan |
| Schedule a special session for new Council members who want more information about bylaws | Carl |
| Table guest presentation policy until February meeting | Council |
| President, secretary sign LOC resolution | Eric, Steven |
| Send Eric ideas for retreat topics | All |
| Scheduling poll for retreat sessions | Kari |
| Consider policy proposal in executive committee | Executive Committee |
| Consider council consultant change proposal | Executive Committee |
| Follow up with diversity committee and council about registering for Abolitionist Challenge | Eva/Kari |

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|--|---|
| Table Carbon Neutrality charter for further revision | Catherine/Steven, Executive Committee |
| Send Google Calendar invite for council calendar with Zoom link | Kari |
| Ask Elly to facilitate February, put facilitation topic on the next agenda | Kari |

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**Hunger Mountain Council Bylaw Committee Charge
Approved with revisions 4 January 2021**

What:

Develop and implement a plan, involving member input, to revise the Co-op bylaws to clear, concise, comprehensive language and consistent with applicable law.

Who:

The committee shall have up to seven members. At least two members shall be Council members; the chair and vice chair shall be current or former Council members. The remaining five members shall be appointed by the chair with the advice and consent of the Council.

When:

The committee shall form in May 2018, and their work shall be completed as soon as circumstances allow.

How:

The process to accomplish this goal shall be determined by the committee. The committee shall report back to the full council its progress from time to time.