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

Staff Representative: Rachel Andreyev.

Staff: Kari Bradley, Stephani Kononan, Jay Wisner, Elly Wood.

Facilitator: Mark Simakaski

Note Taker: Robyn Joy Peirce

Guests: John Brabant, Renee Carpenter, Billy Donovan, Carl Etnier, Scott Hess, Tim Swartz, Denise Wheeler.

Note: Audio recording begins when meeting is in progress (Item 2).

1. Welcome – Agenda – Time Allocation – Guest Policy Review 5:30PM (0:00:00)

Mark called the meeting to order, and reviewed the agenda, time allocation, and guest policy.

2. Cooperative Community Comments 5:31PM (≈0:01:00)

John Brabant, Denise Wheeler, Renee Carpenter and Tim Swartz – all longtime members, each presented thoughts about the Bylaw Committee's work, and advocated bringing the Committee's proposal, as presented, to the general membership for a vote.

Billy expressed concerns about the process, voting procedures, expansion (satellite stores, real estate and building expansion), advocating the discharge of the Committee and tabling the proposal pending clarification of article 5.

3. Consent Agenda: Minutes – Equity Refunds 5:40PM (0:14:02)

Steven moved to approve the Consent Agenda. RJ seconded. The motion passed unanimously.

Community members present requested the bylaw matter be moved to an earlier position on the agenda. Mark denied the request.

4. Council Retreat debrief 5:45PM (0:16:53)

Council members shared thoughts on incorporating JEDI principles into governance policies and Council process.

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5. Committee Work (including governance budget approval) 6:00PM (0:24:22)

Eric moved to approve the governance budget. Olivia seconded.

Steven inquired about Council stipend being included in budget. Finance Committee member Scott Hess and Kari explained that budget is in process.

The motion to approve the governance budget passed unanimously.

Steven requested that committee reports avoid long story lines detailing dialogue. Instead,

- Summarise what was discussed
- List any decisions made or deferred/votes taken
- List any recommendations for Council
- List any action items
- What work will be taken up at next meeting

Eva requested Steven to send this list to Council chairs

6. Annual Meeting Planning 6:05PM (0:28:24)

Eric suggested Council members provide input, and then Kari and staff could formulate a proposal to be discussed at next meeting. Suggestions included, outside venue, CoViD concerns, hybrid format, changing time of year, more community participation, featuring an inspiring speaker.

7. Bylaw Proposal 6:10PM (0:40:38)

Eric proposed to accept the Committee's proposal with 4 amendments described on pages 42 & 43 in the packet, **and then moved to do so. RJ seconded the motion.** Rachel raised a numbering/formatting issue, and questions related to clarification of the role of general manager within the Council, electronic voting, and the meaning of 2/3 of members voting.

Olivia, Deb, and Catherine offered no comments. Eva added that she is looking forward to the Bylaw Committee's finishing this work for the Council.

Steven moved a strike-all amendment, and moved to approve the proposal the Bylaws Committee has presented as written, as the nondiscrimination language offered by Eric's amendments have already been incorporated into the current draft being voted. Eva seconded the motion.

Andrew agrees with Steven but would like Rachel's questions to be answered before proceeding. RJ is not so concerned about the non-discrimination language, but does not quite understand the other amendments, and feels more discussion is needed. Eric raised a point of clarification, stating that nondiscrimination language was added, and subsequently, additional categories were proposed; he encouraged support for including these. Deb asserted that Council is responsible to present these bylaw changes so feels it is acceptable for the Council to amend them.

≈6:30PM (0:59:34) 3 votes in favour of the strike-all, 6 opposed. Amendment defeated.

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Jen offered that she thinks the amendments are fine. Andrew suggested that Rachel repeat her questions so they can be heard before a vote. **And then moved to have her points incorporated into the document. Eva seconded**

Discussion ensued. It was agreed to address the format/numbering issue. Mark reviewed the items in Rachel's amendment.

Steven expressed concern that this is a haphazard approach, likely to result in inadvertent errors, and contradictions in the final product, and that it is a violation of the committee process. He indicated that the proper method is to approve the proposal, or reject it and send it back to committee with a list of items for revision - not amend it on the fly. Mark interrupted, stating that the discussion is about Rachel's amendments, not about process.

Eric expressed that Rachel's suggestions could be resolved through a friendly amendment. Kari addressed the matter saying he saw Rachel's concerns more as questions, than a group of amendments, and offered the following clarifications:

- GM is not a member (non-voting or voting) of the Council but is an ex-officio member of Executive Committee
- Depending on the matter under consideration, votes happen at special meetings or annual meetings in real time, or... over a period of time by ballot, either paper or electronic ballot - *not* real time *and* ballot.
- Hybrid meeting style was not what was meant by this language.
- "Voting Members" is typical language, but it would be okay to change it.

In light of Kari's explanation, Mark suggested that Rachel's amendment be reduced to only the numbering/formatting change. There was no objection. 8 in favour, 1 abstention. The motion carried.

≈6:45PM (1:14:00) The discussion reverted to Eric's original motion. Steven requested clarification of what is now being voted. Mark stated that it's the original proposal from the Bylaw Committee, the four amendments on pages 42 and 43 of the packet, and the formatting/numbering changes. Andrew later restated that, again for clarification. Kari clarified that amendments 3 and 4 on page 43 place those proposals (Council Freedom of Expression and Retreat) into Council policy, and it removes them from the Bylaw Committee's proposal. Kari continued that the Bylaw Committee reviewed these two amendments Thursday, and stands by its proposal, i.e., the Committee asserts that these matters should be submitted to the membership for consideration, i.e., amended *out* of the motion. Steven stated that the Committee had heard loud and clear from the membership that it wanted to weigh in on the issues addressed in amendments c and d (page 43, items 3 and 4), **and moved to amend the motion to remove these. Eva seconded.** Andrew requested clarification on these two amendments, and Eric explained. Steven shared some history on the one-voice policy and the retreat matter, and explained how leaving these in the hands of the Council can lead to abuse of power. If left to the membership and approved, it improves Council transparency to the membership. If rejected by the membership, the Council can still make it policy if it desires; indeed, it can make it policy tonight if it wishes.

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5 in favour of the amendment (Remove items 3 and 4); 1 against, and 1 abstention. The motion passed.

Motion to accept Bylaw Committee's proposal with amendments a and b (page 42, items 1 and 2 in the packet) passed unanimously.

7:05 (1:32:24) BREAK

7:13

Steven requested clarification of the Bylaw Committee's charge. Eric stated this will be addressed at a future meeting. Mark suggested the Executive Committee.

8. Employee Satisfaction Survey 7:16PM (1:45:04)

Jay presented an overview from the report compiled by Elly. Discussion ensued: Eric wants to improve “3.5s” to “4.0s.” Jay agrees and points out improvement has occurred. Steven expressed concern with a comment on broken equipment and a rumour about Kari’s compensation, expressing that the latter should be quashed more quickly and efficiently, since its incorrect and its promulgation is corrosive to morale. He also mentioned that specific managers’ names seem crop up repeatedly – it would be nice to know what is behind this and see if it can be resolved. Jay pointed out that some comments are individual but will be addressed and encouraged Council members to look for patterns in the responses.

After a reminder from Mark, **Steven moved to extend this agenda item; Jen seconded. The motion passed.** Rachel explained that management's inclination to interpolate positive sentiment where survey responses are lacking is not necessarily born out in the reality, citing examples: When some reticent individuals are encouraged to complete surveys, responses include, “Who cares?” “What does it matter?” and “Nobody looks at these, anyway.” Rachel further indicated that some individuals do not trust the anonymity of the Paylocity system, as logging in is necessary to register responses, and noted inconsistencies between her *own* responses, and how they were recorded by the system. She concluded that there is a trust concern, that accountability needs to go both ways, and that workers feel it is unfair to be disciplined for what they see as petty (name tag) violations, while managers who make workers’ lives “miserable” appear not to be held accountable. Rachel concluded that transparency is the solution to unsubstantiated rumours.

9. Monitoring Report 7:33PM (2:01:47)

Steven moved to accept the monitoring report. Eva seconded. Kari reminded Council of its role of reviewing GM’s interpretation of policy, and then proceeded to present a quick overview of L2: Treatment of Employees. Steven inquired about 7.5 hours of manager training. Kari explained that all managers attended a three-session workshop that totaled 7.5 hours. Steven acknowledged we’re in a pandemic, but stated that 7.5 hours seems low for an entire year. **The motion to accept the monitoring report passed unanimously.**

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10. Staff Rep Report 7:38PM (2:06:19)

Rachel's asked that everyone be sure they read her updated report, as the one in the packet was incorrect, and noted some issues related to settling the most recent CoViD-related MOU. Andrew gave accolades to Rachel for research she provided in her report.

11. General manager FY1 Report 7:40PM (2:08:13)

Kari emphasised that CIGNA wants to increase premiums by 28.5%, but assumes it will be negotiated to something lower, though still quite high. Andrew asked whether the final insurance increase will trigger a reopening of the contract. Kari responded that the trigger will likely be met, but believes it's in everyone's best interest to not reopen the contract.

12. Wrap up 7:41PM (2:11:49)

Actions:

- Update bylaw revision
- Include how to move forward with the bylaws on next agenda
- Staff will submit Annual Meeting proposal

Eva asked who is served by waiting till next month to clarify how Bylaw Committee's proposal will move forward. Eric responded with a review of agenda protocol.

Communications and Calendar - None

13. Meeting Evaluation 7:44PM (2:14:06)

RJ appreciated the clarifications offered during the difficult bylaw conversation. Eric is happy with outcome of discussion and offered accolades to the full Council.

14. Council or Cooperative Community Concerns

This item was skipped.

15. Staff Council Members and Personnel Issues 7:48PM (2:16:39)

Eric initiated the topic explaining that for the first time, two employees are members of Council. Given that GM salary and Evaluation is confidential, do staff members of Council participate in GM evaluation and salary discussions?

Council members took turns responding. Andrew indicated that as a minority on the Council, 2 staff members wouldn't impact the vote significantly, but can provide valuable input - they are duly elected as representatives of the membership. Steven sought to frame the discussion properly, citing current Bylaw: Article V, §3, which states that the default is the staff members of Council are included. They are excluded only if the body votes to exclude, or such member elects to recuse voluntarily. Eric concurred, while reminding the group that confidentiality is required of the staff members of Council, as it is for all other Council members. Olivia believes there is a

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conflict of interest, but once acknowledged does not hobble the member's ability to participate constructively. Council members who are also staff represent a specific perspective of a unique set of Co-op members; that perspective is valuable. She wants to be aware of Kari's comfort level. In response to information just provided, Eva hoped to hear more from new Council members. RJ indicated that while recognising the conflict of interest, he was leaning towards inclusion; the benefits outweigh risks. Rachel emphasised that the membership voted these individuals onto the Council and wants them to be part of the process.

Steven reminded the group that any staff members on Council can voluntarily recuse themselves. **He then moved to exclude staff members**, saying parenthetically that he hopes the motion will fail - he only made the motion to force a vote on it, and that if anyone actually does support the motion, he'd like to hear why. Eric seconded. Jen really appreciated the discussion and leans towards inclusion – staff member input is helpful and important. Staff Council members might know authors of individual employee survey responses, and that might be a source of discomfort, or a conflict. Olivia would recuse herself from matters involving staff/personnel information. Andrew is not concerned about the conflict because of being bound to confidentiality. Steven clarified the motion.

0 in favour, 6 against, and 1 abstention. The motion was defeated. The staff Council members will be included unless they recuse themselves.

RJ moved to enter executive session. Eva seconded.

16. Executive Session 8:06PM (2:34:22)

17. Adjournment 8:51PM

RJ moved and Eric seconded to exit executive session and adjourn. Meeting adjourned at 8:51PM.