



**Council Meeting Minutes  
June 7, 2021**

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

**Staff Rep:** Rachel Andreyev

**Staff:** Kari Bradley, Stephani Kononan, Kendra Mills, Mary Mullally, Jamie Young, Tim Wingate, Jay Wisner

**Facilitator:** Mark Simakaski

**Note Taker:** Rowan Sherwood

**Guests:** Jed Davis, Billy Donovan, Carl Etnier, Scott Hess, Stephanie Kaplan

**1. Welcome, agenda review, time allocation, guest policy review 5:30PM  
(0:07:49)**

Mark welcomed the group and asked for changes to the agenda. Eva requested an additional 15 minutes for the bylaw topic and the Council agreed. **Steven moved (for the duration of the bylaw discussion), to suspend the rule that only council members speak.** Eric voiced opposition. **Eva seconded Steven's motion**, saying she wanted to hear from others. Steven asserted that guidance by input from those with knowledge and experience will enable the group make more-informed, better decisions. Olivia suggested that one person from the committee give a presentation due to time constraints. Jen, Rachel, Deb and Catherine agreed that they wanted to hear from folks but were concerned about time. **Ayes 4, Nays 3, 1 Abstention. The motion passed.**

**2. Cooperative Community Comments 5:34PM (0:15:44)**

Billy referred to an email he had sent the council members prior to the meeting and reiterated his opposition to proceeding with the bylaw proposal.

**3. Consent Agenda 5:47PM (0:24:32)**

**Eric moved to accept the consent agenda. Olivia seconded.** There was no discussion. **The motion passed unanimously.**

**4. Bylaw Engagement Plan 5:48PM (0:25:14)**

Eric referred to extensive discussions that have occurred and the work done, and asked if now was the time to bring this to members. He suggested conducting the meeting and voting electronically. Stephanie Kaplan was taken aback by Eric's proposal since it's not legal by current bylaw, and the members have repeatedly rejected previous proposals that included electronic voting for Bylaw changes. Carl reminded everyone that previous bylaw initiatives failed because they were thrown together quickly without proper process. The committee's proposal addresses the concerns raised earlier. He suggested that if the council plans to change its expectations, it should revoke the committee's charter. Scott expressed concern over how to move forward if we never have an in-person meeting again. Stephanie stated that

the proposal is to hold a hybrid in-person/teleconference meeting. She did not see the problem with letting people choose how to attend. Kari weighed in with the staff perspective; this is a significant undertaking, and there is risk involved. The work of the committee has gotten us here, and we need a contingency plan.

**Steven moved to proceed with the Bylaw Committee's member engagement plan outlined on pages 14-15 in the packet. Eva seconded. (0:36:55)**

Andrew raised the point that as yet, we have no venue, and is concerned about the logistics. RJ said that the logistics are known and we can figure it out; that shouldn't be a barrier. He also acknowledged that a lot has changed since 2017, namely 2020 and our increased comfort with everything virtual. Jen and Catherine echoed RJ's thoughts and several members heard the concerns about the burden of all the unknowns for staff. Rachel agreed with previous comments and doesn't want staff energy to go to something bound to be unsuccessful. Olivia commended the committee on their work and agrees with the proposal but does not see why a meeting must be held this fall. She thinks spring would be safer. Eva agreed with previous comments and reminded folks that the proposal is to accept the recommendation and to be flexible in implementation. Eric added that the council has accepted the proposed revisions, but not the plan to deliver it to members. He thinks we should proceed when staff are fully in favour and noted that we already vote electronically.

**Andrew moved to extend the discussion 5 more minutes. Steven seconded, and the group agreed.**

Steven acknowledged valid concerns about staff capacity and made clear that his motion is to proceed with the committee's plan while being sensitive to staff availability and scheduling - to move forward as best as we can.

**The motion to proceed with the Bylaw Committee's member engagement plan passed unanimously.**

#### **5. Annual Meeting Plan 6:22PM (0:58:46)**

Overall, the group appeared comfortable with the staff's proposal. Eva expressed support and suggested trying to find a speaker that addresses issues of food justice and racial equity. Catherine wondered if we could include something on climate change. RJ suggested something at the juncture of the two: Climate Justice. The council is in favour of the plan as presented.

#### **6. Committee Work 6:24PM (1:01:56)**

The JEDI Committee charter was presented for a vote. **Olivia moved to accept the JEDI Committee Charter. Eva Seconded. The motion passed unanimously.**

Eva reported progress on reaching out to members who expressed interest in joining committees.

#### **7. Council Support Resolution 6:27PM (1:04:46)**

This resolution states that the council supports the GM and staff in doing what it takes to maintain a safe work environment. Eva asked if there were any questions. There were none. **Eva moved to accept the resolution. Jen seconded. Ayes 7, Nays 0, 1 abstention. The motion passed.**

APPROVED

**BREAK 6:29PM (1:07:08)**

**8. Financial Reports: 3rd Quarter Statements (1:16:33)**

Kari and Tim each presented top three main points. Kari: 1. Sales were down 5% over last year, but recall that at this time last year was early Covid pantry loading period. 2. Gross margin and payroll are both above plan (37% and 30%, respectively). 3. Net operating income was larger than expected, and there was an unprecedented influx of over \$2 million in federal money associated with the pandemic.

Tim: 1. \$2.1 million net income is distinct from cash flow. We used \$422,000 in cash, but \$300,000 was invested short term. The PPP loan was forgiven. 2. PPP loan forgiveness and employee retention credits improved our balance sheet. 3. We should be strategic in how we use this money and consider one-time investments like paying down debt and Capex.

RJ inquired about our loan interest rate, and if refinancing would be beneficial. Tim reported probably not. Eric asked if an offsite solar array would be considered Capex and Kari responded only if we financed it ourselves, which is not the current plan. Steven reminded the group that Kari had commented in previous meetings that debt is a good means to leverage assets to further the co-op's work and asked for clarification on the decision to retire debt early. Kari agreed that debt can be good if it's helping to meet strategic goals; OTOH, it does present an (interest) expense. Rachel asked how current sales overall compared to previous year and Kari said it was essentially flat.

**9. Staff Recommendation: CFNE loan/Line of credit 6:51PM (1:29:18)**

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

**10. Monitoring Report: L5/L7 Financial Condition/Protection of Assets 6:53 PM (1:30:16)**

Kari added to the written report that the co-op is changing certain insurance policies so that insurance will be consolidated to one broker. **Eric moved to accept the monitoring report. Eva seconded. The motion passed unanimously.**

**11. Staff Rep Report 6:55PM (1:32:20)**

Rachel asked if there were any questions about her report. There was no discussion.

**12. GM Report 6:56PM (1:32:45)**

Kari reported that in addition to Ravi Nielsen retiring, Olivia Dunton and Heath Cummings have submitted their resignations. He noted that this kind of turnover is not unique to our co-op.

Kari also talked briefly about upcoming business plans, and how instead of a 3-year plan, we will focus on the coming year given there are many unknowns.

**13. Wrap-up: Actions, calendar, communications, meeting evaluation 6:58PM (1:35:18)**

Kari shared a list of action items. Andrew asked for clarification on the line of credit topic. Tim explained that because of the balloon payment on a five year note, it makes sense to have an additional line of credit.

**14. Cooperative Community Comments 6:59PM (1:36:50)**

There were none.

**15. Enter Executive Session 7:00PM (1:38:46)**

Steven moved to enter executive session. Eva seconded. The motion passed unanimously.

**16. Exit Executive Session 7:59PM**

Steven moved to exit executive session. Catherine seconded. The motion passed unanimously.

**17. Adjournment 8:00PM**

RJ moved to adjourn. Catherine seconded. The motion passed unanimously. Meeting adjourned at 8:00PM.

<b>Action Items</b>	
Update zoom link in council calendar invites	Kari
Finalize May minutes	Staff
Staff search for AM speaker	Kari
Kari work with Bylaw committee on engagement plan including contingency	Kari
Post Council support resolution	Kari/Staff
Execute LOC resolution	Kari/Staff