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**Council Meeting Notes**  
**March 7, 2022**

**Present:** Eva Schectman, Jen Porrier, Steven Farnham, Julia Scheier, RJ Adler, Lauren Antler, Catherine Lowther, Andrew Sullivan.

**Staff Representative:** Nick Sivret

**Guests:** Kari Bradley, Tim Wingate, Mary Mullally, Elly Wood, Jay Wisner.

**Facilitator:** Mark Simakaski

**Note Taker:** Rowan Sherwood

### **I. Introduction**

#### **1. Welcome: Agenda review and time allocation, guest policy review if needed 5:30PM (0:00:00)**

Mark welcomed the group and asked for any changes to the agenda. Kari will add a discussion on mask policy at the end.

#### **2. Cooperative Community Comments 5:32PM (0:01:05)**

There were no comments.

#### **3. Council Vacancy 5:33PM (0:01:25)**

Kari shared that Olivia has submitted her resignation from the council. He asked if the council wants to fill the vacancy. The council agreed that they do. He then asked if they want to follow the established procedure as was done in the fall. Julia shared that she thinks it should be open to all and having recently gone through the process said it was easy. Andrew and Steven agreed. Eva proposed to open the application on March 9<sup>th</sup>, have the deadline for applications be March 29<sup>th</sup> and conduct interviews at the April 4<sup>th</sup> council meeting. The group agreed that if they had more than 3 applicants, they would schedule a special meeting for interviews.

### **II. Regular Business**

#### **4. JEDI Education 5:43PM (0:12:44)**

This month's education theme examined the legacy of slavery and servitude with food and farm workers. Eva thanked everyone for doing this work and encouraged folks to continue these conversations outside of the small amount of time we devote to it in our meetings. The council entered breakout groups to discuss this topic and returned to share what they learned. There was a rich discussion about how this topic had touched the lives of folks in the group, and many acknowledged their privilege.

#### **5. Consent agenda 6:19PM (0:48:39)**

**Steven moved to accept the consent agenda. RJ seconded. There was no discussion and the motion passed unanimously.**

#### **6. Financial Report: Q2FY2022 Statements 6:20PM (0:49:17)**

Mary reviewed the income statement for the second quarter. There was modest net income, which was better than the budgeted loss. Kari discussed the balance sheet which indicates good overall financial strength. Retirement of long term debt reduced liabilities. Equity increased from last year. Next quarter things will look different because the balance sheet will reflect the debt associated with the purchase of the solar array.

RJ noted that we had budgeted for a loss, and we had net income. He asked if that

## APPROVED

means we are in the clear for not having losses. Kari replied that we are not out of the woods, but we will likely wind up in a better position than we anticipated. The third quarter is often challenging, and the fourth quarter is usually the most profitable.

### **7. Monitoring Reports: L4/L5/L7 Compensation/Financial Condition/Protection of Assets 6:27PM (0:56:37)**

L4: Kari noted that there is a delicate balance between offering good compensation and maintaining fiscal responsibility. He reported one non-compliance related to livable wage. Wage increases have not kept up with rapid inflation. He stated that employee compensation is negotiated with the union. **Steven moved to accept the monitoring report. Eva seconded.**

There was a brief discussion to clarify a point Kari made about the non-compliance. Andrew pointed out that personnel files may be available from HR, but not all employees are in the building at the same time as HR, making it hard for them to access their file as stipulated in the contract. Kari said that any employee can make arrangements with HR to access their file.

Steven expressed that he is glad our goal is to provide a livable wage, but does not understand how we are out of compliance. Kari responded that he has set the bar higher than the Councils's policy.

Tim asked if the pay differential or gain share is included in that calculation. It is not.

**The motion to approve the monitoring reports passed unanimously.**

### **8. Approve Committee Charters 6:40PM (1:10:02)**

Steven shared that the Finance and Ballot committee charters are up for a vote this month. **He moved to accept them both. RJ seconded.**

Andrew asked if we were re-approving all charters or if some did not have them. Kari said we are updating all of them. Steven added that a charter is what authorises a committee to execute its duty.

**The motion to approve the two charters passed unanimously.**

### **9. Reports: Committees 6:43PM (1:13:06)**

There were no additions, questions or comments on the committee reports as presented in the packet.

**\*\*\*\*\*BREAK 6:44PM (1:13:34)\*\*\*\*\***

## **III. Special Business**

### **10. Bylaw Vote Project: Overview, Outreach Plan 6:55PM (1:25:19)**

**Steven moved to hold a special member meeting to vote on proposed bylaw revisions on May 12, 2022. Eva seconded.**

Steven shared the reasoning behind holding this meeting. The bylaw committee has worked on these revisions for years with lots of community input. It is time to hold a meeting so the members can vote. The plan is still in development and there will be more details in April.

Jen asked how we will get enough folks to attend. Kari shared that we would use all means available to us to encourage people to attend. RJ asked if we were expecting much resistance. Kari replied that there will probably not be a lot of resistance to the revisions themselves. More likely there will be resistance to holding the meeting virtually. Andrew asked if it is substantially different from what has been voted on in the

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past. Steven answered that no it is a reorganisation and refinement of the existing bylaws. Andrew asked about online voting. Kari shared we are working on a solution and given the continued uncertainty of covid it is the best way to go.

**Ayes 6, Nays 1. The motion to hold a special member meeting passed.** Andrew explained that his vote was based on process, not content

### **11. Retreat #2 Planning 7:08PM (1:37:22)**

Eva asked if there were any comments or questions on the plan. RJ sought clarification that the plan is based on the five topics emailed out to the group. Eva confirmed that is correct. Andrew asked if he could attend more than one breakout group as long as the group does not exceed 3 people. Eva said that was fine.

### **12. Whistleblower Procedure Revision 7:17PM (1:47:52)**

Kari asked what the group thought of the revisions. Steven asked about how to handle reporting something to someone other than the executive committee. Kari said we already broadened the language. Steven also asked if there was a specific procedure if someone thought the GM was biased. Steven asked if vindication was a possible outcome. Kari said yes and that he would add that to the list.

Andrew asked if this was up for a vote. Mark clarified that it was not. Andrew asked if the Vermont or National Labor Board would be considered an outside resource. Eva said that was a good idea and suggested putting it in writing for Kari and Jen. Nick asked if the executive committee would need to be

unanimous in moving forward with an investigation.

### **13. Other business 7:27PM (1:56:33)**

Steven made a note that the comments in red in the previous minutes were not meant to be included in the final draft; they were there as reminders to the Council members. He also noted that there was a motion that was not voted on. He reminded the group that once a motion is made and seconded, it *must be voted* unless both the mover and seconder agree to the motion's withdrawal *or...* a motion to table the item *to a future time certain* passes.

Kari presented an update on the mask policy given the state of flux in covid guidance. The co-op will err on the side of conservative and provide plenty of notice of any changes to our policy. If current trends continue, masks will become optional March 28. Andrew suggested that the council may want to hear from staff on this.

Kari shared good news about workers' compensation insurance. The MOD factor has dropped significantly, which should translate to lower insurance costs.

**Eva moved to accept Olivia's resignation. Steven seconded (with regrets). The council approved the motion unanimously, with regrets, to accept Olivia's resignation.**

Future agenda item: Masking policy.

### **14. Cooperative Community Comments 7:40PM (2:09:34)** None.

**7:41 (2:10:10) Jen moved to adjourn the meeting. RJ seconded. The motion passed unanimously. Meeting adjourned.**

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Action	By Whom?	Done?
Follow through on Olivia's resignation	Kari	Done
Publicize council vacancy, schedule interviews	Kari	In process
Access to governing policy/personnel file	Kari/Andrew	Not done
Small pre-retreat groups share meeting Info with Julia	All	Done
Add "vindication" to whistleblower options	Kari/Jen	Done
Submit whistleblower procedure suggestions to Kari/Jen	Andrew	Not Done