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Hunger Mountain  
**COOP**  
Council Meeting Minutes  
August 29, 2022

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

**Absent:** Andrew Sullivan.

**Staff Rep:** Nick Sivret

**Staff:** Kari Bradley, Mary Mullally, Tim Wingate.

**Guests:** Ashley Muscarella, Amanda Sardonis.

**Facilitator:** Elly Wood

**Note Taker:** Rowan Sherwood

**Meeting Audio:** [Click Here.](#)

**I. Introduction**

**1. Welcome. 5:30PM (0:01:13)**

Eva read the ground rules, explained that Andrew may not be in attendance, and that we have council candidate guests. Steven offered kudos to the recruitment committee for their work. No changes to the agenda were offered.

**2. Cooperative Community Comments – 5:36PM (0:06:00)**

Elly shared that the staff's sweet success customer service game was a success!

**II. Regular Business**

**3. JEDI Education: Self Determination and Food Sovereignty. 5:38PM (0:08:10)**

Various materials were offered. Questions to consider: What do these comments mean to you and how do you relate to them? What is the most important thing that you can apply to the council or the co-op? What does that look like? Breakout groups of 3-4 people each followed by discussion.

**6:01PM (0:22:40):** The group reconvened from break out groups. Eva welcomed

Ashley Muscarella, who is considering running for council, to the meeting.

She then asked folks to share what they talked about in the breakout groups, beginning with Nick.

Nick shared that folks talked about their own experience with food sovereignty mostly through gardening. Catherine shared that she grew up in a food growing family and she has continued that tradition. Julia talked about balancing being self-determined with creating community connections. Steven shared the word "resilience." Elly shared how food sovereignty plays out in the co-op. RJ spoke about resilience and resources and how sometimes they are easier to access than others. Mary's word was "engaging". Her group talked about how this could impact the co-op, emphasising local, and finding means to support indigenous communities through our buying practices. Jen agreed it was a great conversation and referenced the use of land trusts as a method to get land back into agriculture. Jeff said his group was on the same page about the way forward. He talked about the challenge this state will face in feeding Vermonters, let alone others. He thinks that collaboration

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with land trusts is a good idea, and we should seriously consider what that would look like. Kari is left with the concept that pursuing our mission is a privilege that we should not take for granted and we should see how we can extend that privilege to others. Lauren's word is "Bison." Her group talked about learning from mistakes, equity and how the co-op can invest in the local food system. Eva shared that it felt like there was a mix of big picture thinking about returning land to indigenous people and supporting local food systems. Listening and building relationships was a theme.

Eva welcomed Amanda Sardonis to the meeting. She is also considering running for council.

#### **4. Consent Agenda: Minutes, equity refund requests. 6:06PM (0:35:46)**

Kari presented the equity refunds explaining that there are so many because there hasn't been a meeting in two months and it coincided with the end of our fiscal year when equity is due. It is not unusual to see more requests at that time. **Steven moved to approve. Jen seconded.** Steven requested clarification on posing questions on the equity report presented in the packet given it is already approved from the *previous* month. **The council voted unanimously to pass the motion.**

Steven asked about last month's report, citing a sharp increase in members from April to May. Kari said he would investigate and respond.

#### **5. Recruitment Committee 6:11PM (0:41:14)**

Eva reported that the committee had a busy summer contacting around 200 folks about running for council. They hosted a successful meet and greet in early August.

There was a live info session as well as a recorded one. Many said they would consider a future run for council.

The committee talked about becoming a standing committee to build momentum and continuity throughout the year. This will be reflected in a modified charter. She asked those whose terms end in November (Julia, Jeff and Andrew) whether they will run again. Julia is planning to run again. Jeff will probably run. Andrew was not present. Steven suggested that circulating through the store talking to folks in to secure signatures is a good way to meet and engage members. Kari added that an email to [info@hungermountain.coop](mailto:info@hungermountain.coop) can suffice as a signature.

Eva asked what folks think of making council engagement with members and recruitment a requirement of council work. RJ thinks regular tabling at the Co-op is a good idea. Catherine agrees. Lauren is not an advocate for tabling, but she is in favor of direct engagement with members.

#### **6. Financial Report: Q4/Year End Financial Statements 6:21PM (0:51:27)**

Mary summarised the balance sheet. Our key ratios indicate good overall financial health. The decrease in working capital is largely due to purchasing the solar arrays. We have 7.5 million dollars in equity – this has been accumulated over HMC's 50 years in business and represents wealth staying in our community.

Kari reviewed the income statement. The 4<sup>th</sup> quarter shows 14.7% sales growth but that is high because an extra week in the accounting period. Actual growth is closer to 7%. We were better than budget in sales and gross margin, and compensation was below budget. There is negative net income due to one-time expenses relating to the solar project, which was planned. Steven asked if

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we really have four and half times the operating profit than expected. Kari explained that we did because we had planned for a loss last year and we did not have one. Eva and Catherine expressed appreciation for the folks that keep track of all the moving parts. Kari gave kudos to Tim Wingate, our CFO.

Kari stated that the statements won't be final until they are audited, In December the auditor will attend the council meeting to present the results and there will be another opportunity for questions.

### **7. Monitoring Report: L5 Financial Condition/L7 Protection of Assets 6:30PM (1:02:00)**

This is a quarterly report, but this one contains a special section on long-term financial condition to showcase the bigger picture. Kari reported that we are in compliance with L5.

There is a non-compliance in L7. A technological malfunction led to an employee deciding to give away groceries. It was a small amount of money, but a procedure is being established to prevent this in future.

Kari also reported on a lingering non-compliance of performance evaluations. Progress has been made, but not all are up to date. He will continue to report monthly until all are current. **Steven moved to accept report. RJ seconded.**

Discussion: Steven asked about the annual sales growth chart on page 4. The benchmark is much higher than last year and asked Kari for an explanation. Kari said that the benchmark is linked to inflation and that is why it is higher this year. Kari wondered if we should be looking at a different benchmark, but this is what we have done in the past. Steven suggested maybe it could be a running 3-year average.

Eva noted that in regards to L7.10, staff reporting fraud to council, we passed a policy that will make it clearer to staff and council how to manage reports of wrongdoing.

**The monitoring report was unanimously approved.**

**Break 6:40PM (1:10:50)**

### **III. Special Business**

#### **8. Annual Meeting Planning Update: Hybrid consideration 6:50PM (1:21:30)**

Elly introduced the next topic – Annual Meeting planning. Kari posed the question - hybrid or virtual meeting? He wants to be clear on the protocol to make that decision and framed questions for council members to answer. Council members responded in turn, beginning with Eva, who stated that she agrees with the principles laid out by Kari, namely adhering to L1, L2 and L3 – treatment of staff, members and customers, and to take our customarily conservative approach to risk assessment.

Jeff agreed with Kari's plan. Jen also agreed, stating that she talked with co-op members who expressed they prefer remote. RJ agreed with the plan. Lauren agreed with the plan, and also believes we need to (cautiously) consider members needs to gather. Catherine prefers all virtual for safety. Julia supports the plan. Steven believes the plan is a reasonable approach. Allowing for staff safety, he would like an in-person component offered, noting that members can make their own decisions. Elly summarized that everyone is on board with the process and suggested we move on to more discussion.

Julia asked Kari how staff were feeling about staffing a potentially large event. It is her biggest concern with an in-person option. Kari said that if it was this week, it

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may be fine with staff but not knowing pandemic concerns in November makes it hard to say. He also noted anxiety over the steep learning curve required to facilitate a hybrid meeting. RJ stated that when we return to in-person, every meeting will be hybrid. We are going to need to learn this at some point. Professionals are available who know how to do this. We cannot pretend to be the CDC; we should heed their advice. We can readily communicate changes to members; it is not necessary to decide now. Eva stated that she appreciates RJ's point of view, but staff needs to plan, and it's difficult to change plans on the fly. Catherine inquired by what deadline the decision would be made. Kari said September 7 for the mailing. At the very latest, by the beginning of October. She thought waiting till October would give us a better sense of the situation. Lauren supported RJ's comment that we need to learn to conduct hybrid meetings and is glad ORCA is involved. She also noted other institutions, like schools, have very lax policies right now. Jen also supported RJ's position.

Julia addressed RJ's suggestion of quickly changing course, and while it's possible, she doesn't think it is prudent. She also acknowledged folks desire to gather in person. Eva added Ashley's perspective: Ashley is a teacher who recently got covid in a maskless school. While acknowledging Ashley's comment, Steven added support to RJ's position, *if staff feels safe* to conduct a hybrid meeting.

### **9. Governing Policy Review: Bylaw update, employee related 7:08PM (1:39:20)**

Eva shared that a council member asked for this information following a conversation

about conflicts of interest and the impact of bylaw changes on employee policy.

Kari considers this an update. Recently, new bylaws were adopted and, for the first time in a long time, there are two staff members on council who are *not* the staff representative, so a review of the the bylaws is in order. Kari observed inconsistencies between council policies and the new bylaws and recommends the council should reconcile these.

Steven asked if we should reconvene a policy committee to review this and submit recommended changes to the council.

Eva asked Steven if this should be brought to the bylaw committee. Steven clarified that a policy committee is not the same as bylaw committee.

Eva asked if anyone was interested in doing that work. There was no response. Steven asked how else it might get done. Eva requested clarification of the urgency for this. Steven is fine with putting it off for a bit, he was just asking about the process. Kari clarified that while it should be addressed, it has a low level of urgency. He didn't think a new committee was the way to go – maybe assign it to the executive committee or he could do it and present suggestions to the council. It feels ok to do that since it is mainly housekeeping. Eva would like the executive committee to consider it and report back in October. There were no objections to that idea.

## **IV. Closing**

### **10. Wrap-up: Action items, Calendar, Meeting Evaluation, Future Agenda items 7:15PM (1:46:13)**

Kari listed two action items. Kari noted that October's meeting will be quite full with decision-based agenda items. Kari presented details about the Co-op's birthday party on 9/13.

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Kari reminded folks that September 6 is the deadline for HMCCF, HMCCA and council applications, and acknowledged Gerard Renfro, who just passed his 20-year mark working at the co-op.

Meeting evaluation: Elly asked everyone to share a quick takeaway from the meeting.

Catherine: Well organized and on track.

Jen: Enjoyed the JEDI part, and meeting was facilitated well. Steven: Summer break is over. Julia: Ditto, and good facilitation.

RJ: Frazzled, but good facilitation. Jeff: Liked JEDI conversations. Very stimulating.

Lauren: Cake! Nick: JEDI training was thought provoking. Eva: Appreciates everyone's participation. She was happy to hear that the JEDI Ed piece was valuable.

Kari: Liked that we had guests, and recognized Eva's leadership. If there are future agenda items, they can be sent to Eva or Kari.

**11. Council or cooperative community comments 7:25PM (0:00:00)**

Elly invited Ashley or Amanda to speak. Ashley shared that she is a member of the National Education Association and the last two years their meetings have been virtual. There was one hybrid meeting, and many folks were happy they took that step. It is valuable to offer. Amanda thanked everyone for being so welcoming. She acknowledged the need for contingency plans for just about everything going forward. Elly acknowledged Laura Furber's 10-year anniversary.

**12. 7:27PM (1:57:19) Steven moved to enter executive session to discuss labour contract. RJ seconded. The motion passed unanimously.**

**13. 7:48PM RJ moved to exit executive session. Eva seconded. The motion passed unanimously.**

**14. 7:49PM RJ moved to adjourn. Catherine seconded. The motion passed unanimously.**

Action Items:

| What?   | Who?                | Done?      |
|---|---------------------|------------|
| Address inconsistencies between Council Policies and New Bylaws     | Executive Committee | In Process |
| What is cause of dramatic increase in membership from April to May? | Kari                | In Process |