



Council Meeting Minutes
January 9, 2023

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

Staff Representative: Genevieve Cambron

Staff: Kari Bradley, Stephani Kononan, Mary Mullally, Jay Wisner

Facilitator: Elly Wood

Notes: Rowan Sherwood

[Meeting Audio](#)

1. Welcome 5:30PM 0:01:03

Eva recited the meeting ground rules. There were no questions.

2. Check-in 5:32PM 0:02:18

Elly explained the check-in process, and the group proceeded through it.

**3. Cooperative Community
Comments 5:45PM 0:14:43**

None. Ashley noted that two council members were not comfortable sharing in the previous exercise because it was being recorded.

4. Consent Agenda 5:47PM 0:17:19

RJ moved to accept the consent agenda. Eva seconded. Kari summarised the items.

The motion passed unanimously.

**5. Council and committee
compensation 5:49PM 0:19:12**

Kari reminded folks of the terms of compensation for 2023 and detailed some procedures. The policy will be reviewed in the Spring with budgeting. Julia asked if the non-president member amount was

taxable. Kari affirmed that it is, but if under \$600 total the Co-op will not complete a 1099 form. Steven requested clarification: who are staff members on committees. Kari, who attends all committee meetings is considered staff. He also requested clarification on pay for staff on committees. Genevieve asked about time spent preparing for the meeting. She understands one hour is allotted, and that seems like not enough time.

**6. Mini-training on responding to
monitoring reports 5:54PM
0:23:55**

Kari referred to the memo in the packet and explained how accountability is provided through monitoring reports. It is meant to be interactive and iterative, to provide clarity on what is expected and how to measure it. Eva added that it gives the GM guidance, and it's council's responsibility to decide if policies serve the intended purposes. More involvement leads to better reports and measures.

**7. Monitoring report L9:
Emergency executive absences
5:59PM 0:29:17**

Kari explained that this is to ensure continuity of operations when the general

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manager is unavailable. Mary Mullally, Manager of Storekeeping, is designated IGM (Interim GM). Mary shared a bit of her experience and preparation for the role. Her next project is to understand more about operations, including inventory.

Kari reported 2 non-compliances in L9.3. One is in IT invoicing; training is underway. There was another issue in HR that has been addressed. He reported employee performance evaluation is nearly complete, with four more in the queue, but still in non-compliance. He is very confident that we will meet the goal by next meeting. **Eva moved to accept the report. RJ seconded.**

Discussion: Steven thought it looked good, and asked how is preparedness defined, specifically, has Mary ever completed a monitoring report on her own? No, but she would like to. Steven asked about Kari's approach to preparing for planned absences – does he try to get things done so Mary doesn't have much to do, or does hand off all his regular work to Mary while he's away? Kari responded that he is generally not needed for daily operational tasks. His work is mostly project-oriented and he doesn't tend to hand those duties off. The interim GM is needed when something unexpected happens. Mary is empowered to make such decisions as she has experience and is trusted. Elly added that Mary often manages emergencies like power outages very competently. **The report was unanimously accepted.**

**8. Governance policy updates
6:08PM 0:38:11**

RJ moved to accept the proposed updates. Steven seconded. Eva thanked everyone that worked on this. **The motion was approved unanimously.**

Break: 6:10PM 0:39:55

**9. Bylaw issues: Household membership, member voting
6:21PM 0:50:31**

Kari explained the history of household/family memberships. The fact that membership shopping benefits are limited to individuals has been an enduring issue that people continue to question. It was proposed in 2005, and rejected. The bylaw committee was aware of it and didn't act on it. Instead, Bylaws Committee scheduled a non-binding vote on family memberships at the recent special bylaw meeting to see if folks wanted the council to take it up, but it was not considered because other agenda items filled the scheduled time. Kari asked if this council wants to consider it?

A related issue is sharing memberships during the pandemic. Since 2020, for safety reasons, the Co-op allowed folks to shop for isolated members, and use the isolated member's number while paying at the register. With the CoViD related threat significantly diminished, the plan is to resume normal practice. This will likely intensify the desire for a household membership for some members.

On a separate issue, Kari informed the council that the bylaws require a $\frac{2}{3}$ supermajority support from the membership to approve a material building expansion. This is a significant challenge and changing bylaws has been fraught in the past.

- RJ asked what what findings from 2005 were surprising. The rationale? Kari: It is the way HMC is organized. Everyone must contribute equally. He believes it's connected to the membership work requirement in the early days. There was concern about the allocation of votes in a

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household. RJ requested the report, and would like to see the policy changed.

- Genevieve: Understands vote is affected, but believes there are solutions. What support do cashiers have for enforcement. Kari: Start early, provide talking points, and offer follow up if there are questions.
- Julia also requested the 2005 report.
- RJ requested a stay on suspending the shared membership practice until the council can view the 2005 report.
- Steven: If exceptions were possible during covid, are they still, case-by-case?
- Eva asked if the council wanted to take this up or delegate it to staff.
- Julia: thinks it's worth pursuing and that council should ask staff for guidance on how to proceed.
- Kari summarized next steps on this.

10. Council retreat planning 6:40PM

1:09:55

Julia introduced the plan, which is organized into 3 topics: 5-year visions, improving monthly meetings, and JEDI action steps. She asked for discussion on how to prioritize these things. Do we want some less structured time? It will be hybrid with an outside facilitator.

Eva clarified that we need to decide what to discuss, how much time we need, and how to make it creative and supportive. Eva moved to determine what would be discussed at the retreat and how much time to take for it.

- Jen stated that if the WIP committee is working on item one, then maybe it's unnecessary to duplicate that in the retreat. Focus on the remaining two topics.
- Julia: Focus on two and three. 1 3-hour session for both.

- Catherine: 3 hours is long. Shorter sessions – unnecessary to duplicate.
- RJ: topics 1 and 3. Topic one items shouldn't be just in one committee. Prefers a 3-hour session for those topics. Prefers a hybrid meeting.
- Steven: Item 1 is not a duplication, but a narrowing of focus. Address all three items in the order presented. Be generous with time.
- Lauren: Kudos to the group for distilling the 3 categories. 1 adds specificity to objectives. All three are vital.
- Jen retracts her duplication statement.
- Jeff: one and three – 3 hours is good.
- Eva: all three, and if all 3, 3 hours may not be long enough. Maybe 2 2-hour sessions.
- Ashley: 5-year vision is important. Delegate 2 to executive committee, Devote majority of effort to item 3. For longer session(s), use breakout groups.
- Genevieve – 1 and 3, good with 3 hours.
- Kari – all 3 important. 2 and 3 in a 3-hour session. 1 needs to emerge, maybe a second session after the first.

Julia moved for a 3-hour session: 1.5 hours for Item 1, half-hour lunch, and 1 hour for item 3; delegate item 2 to executive committee. Ashley seconded.

Steven asked if we can be flexible with time if it gets interesting. Folks responded that it's difficult to do that, but maybe schedule further discussion in a subsequent session.

The motion passed unanimously. Kari will send out a poll when it is time to schedule.

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11. WIP Committee 7:11PM 1:41:12

Jeff introduced the SWOT analysis (Strengths, Weaknesses, Opportunities and Threats). Three groups of 5 were formed to examine and list items for each of four categories. Jeff will compile the results and share with the council. Lauren reminded folks that the WIP committee came out of the retreat last year as a place where folks can add their voice.

12. Finance committee 7:29PM 1:59:20

Julia moved to dissolve the finance committee. Eva seconded. The 401k committee will continue to take care of that. Steven noted that all council members have a fiduciary responsibility. Will the full council be apprised of finances and how to think of finances now that there is not a committee? Julia and Kari are working on this. They are planning brief sessions, plus online Columinate training in March. Folks discussed their confidence in this process.

The motion passed unanimously, minus RJ who left the meeting early.

Ely asked if there were objections to Julia's serving as council representative on the 401K committee. None were raised.

13. Sustainability committee charter 7:34PM 2:04:21

Catherine confirmed that everyone received it. She thinks that the charter is good, but proposed adding replacing propane fired equipment with electric, increasing local food sources to reduce carbon and support local farmers/producers, and organising ride sharing to co-op for employees.

Kari shared that the Carbon Neutrality Committee came up with a carbon emissions reduction plan. We are in the process of carrying out that plan. The committee discussed Catherine's proposed additions, and expressed it is daunting to influence

people's behaviour to that degree. The original three seem more realistic. Kari does not think we should steer away from the work of electrification. Staff are already at capacity with workload in this area. Eva agreed that we don't want to bite off more than we can chew. Ashley asked what happens if we don't focus on something now. Does it get revisited? Kari said at any point the council can bring it back to the table.

- Jeff is in favor of supporting what the committee came up with **and moved to accept charter.**
- Steven is impressed with the achievements of the sustainability committee. He thinks folks who are motivated to research should be encouraged as long as staff are not excessively burdened.
- Eva thinks Kari is asking that we not approve the sustainability charter. Staff have already taken up what is in the charter.
- Catherine reiterated her concern for the planet and would like to get this work done. She is willing to do a lot of it.

Vote: Ayes: 6, Nays 0, Abstentions 1.

Note: The motion was not seconded.

14. Meeting Eval 7:53PM 2:22:04

Each member took a turn explaining what worked (or didn't) and offered an appreciations. Folks generally appreciated the discussion, participation, and the small group exercise. Most liked hybrid, some not so much. We still need to try to have fewer items, shorter meetings, and make more space.

Steven moved to adjourn. Jen seconded. The motion passed unanimously. Meeting adjourned at 8:04

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Action	Who	Notes
Follow up with Genevieve about time for report	Kari	In process
Update policies	Kari	In process
Share report about household membership, consider options from staff perspective	Kari	In process, Feb agenda
Plan 3-hour retreat session	Eva, Jen, and Julia	Focusing on long term plan and JEDI, logistics: schedule hybrid, location, facilitator, meal time
Consider meeting structure improvements	Eva	In process, Feb agenda
Coordinate next Sustainability Committee meeting, finalize charter	Catherine, Jeff, Kari	Done
Share out SWOT analysis	Jeff	Done
Contact former finance committee members, start 401k committee with Julia in Council seat	Kari	Done