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**Council Meeting Minutes**  
**June 5, 2023**

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

**Absent:** RJ Adler

**Staff Representative:** Genevieve Cambron

**Staff:** Kari Bradley, Mary Mullally, Jay Wisner

**Guests:** Kristian Connolly

**Facilitator:** Elly Wood

**Note Taker:** Rowan Sherwood

[Meeting Audio Here.](#)

**1. Executive Session:**  
**Interpersonal Relations 5:30PM**

The council entered executive session and in breakout groups, reflected on the meeting ground rule: Respect the viewpoints of others and listen attentively.

Council exited executive session at **5:42PM**. At **5:43PM**, Eva noted that the Council forgot to vote prior to entering executive session. To ensure there was no objection to the executive session, Eva moved retroactively to approve the executive session. Steven seconded. The motion passed unanimously.

**2. Welcome: Meeting Ground Rules, Agenda Review 5:45PM (0:00:09)**

Elly recited the meeting ground rules, and reviewed the agenda. There were no questions or changes to the agenda.

**3. Cooperative Community Comments 5:47PM (0:02:20)**

None.

**4. Consent agenda 5:48PM (0:02:55)**

Kari shared that there were two equity refund requests totaling \$360. Steven

moved to approve the consent agenda; Eva seconded. The motion passed unanimously.

**5. Dinner and Discussion debrief 5:49PM (0:03:56)**

Elly reminded the group of what was in the packet and encouraged folks to reflect on what we heard from the panelists and guests and share what next steps in council JEDI work can be.

It was agreed that it was a successful event. Ashley noted that she was one of the youngest people there. She thinks we need to look at drawing in younger Vermonters and that the future of the council's JEDI work could be looking at economic instability for younger folks.

Julia would like to hear more about co-op buying practices and what barriers still exist for smaller producers.

Eva thought it seemed like what they were speaking about would require operational changes, more than policy changes. She would like policy to encourage buying from small vendors more systemically at the co-op, rather than just because one person or department is emphasizing it.

Kari suggested an 18-month JEDI plan including more training and governing policies.

## APPROVED

Elly asked if there was anything else coming up for folks around this topic.

Ashley noted a comment asking about what the co-op was doing to uplift the farmers. She thought it would be good for the co-op to host an event related to farming and JEDI.

Jeff noted that there is a very good program at the high school around sustainability that may be open to partnering. Also, the Vermont Fresh Network has a lot of farmers we could reach out to. We could also partner with the Vermont Land Trust, maybe on future presentations.

Steven shared that the evening reminded him of small business seminars. He's looking for something more edifying and inspiring, and gave the example that we could invite someone like Leila Wolfrum of Durham Co-op Market, NC to speak about the manner in which that co-op assembled an extraordinarily diverse workforce.

Catherine recommends inviting Richard Wiswell to speak at a future presentation.

### **6. Recruitment Committee update and check in 6:12PM (0:27:00)**

Eva asked for a show of hands for those who will attend upcoming recruitment events. Folks can attend in person and online. Several council members shared which events they will be attending. Eva asked if the recruitment spreadsheet was being used and if it was functioning properly? Catherine shared that she has been reaching out to people but has not been successful – people are busy. Eva asked that all contacts be tracked – even if they are not successful, and asked if folks were familiar with the recruitment resources on the website. Asked for a show of hands who has seen the web pages. Jeff shared that he thinks all council members have an obligation to find the next generation of council members, especially if they are

stepping off. He acknowledged Eva's extraordinary efforts.

### **7. Council Meeting Guest Policy Update 6:23PM (0:38:06)**

Eva mentioned that the biggest change is noting that meetings are both in person and online. The other things that changed are non-controversial housekeeping items. She moved to accept proposed changes. Steven seconded.

Discussion: Steven asked if item #6 should say "or" instead of "and." Eva noted that this does not apply to cooperative community comments – just everything else. He also asked about the 5-minute allocation for comments. It's left to council's discretion whether to allocate more time. The motion passed unanimously.

### **8. Council Meeting Logistics: Committee Structure 6:28PM (0:43:08)**

Eva introduced a new idea to encourage shorter meetings and more time for generative and strategic discussions. It involves reducing the number of committees by consolidating into fewer overarching committees. She asked the group if the model presented is going in the right direction to meet the expressed needs.

Discussion ensued, and the group agreed improvement is needed; responses to the plan were mixed. Kari noted that this a good opportunity to reflect on what the council needs from the committees. It also spreads out the demands on the president making it more sustainable. Eva expressed the desire to hear others' ideas on how to group the committees, and asked that the executive committee be included on those correspondences.

**6:50PM (1:04:26) – BREAK**

**9. Staff Rep Report 7:00PM  
(1:05:50)**

Genevieve asked for any questions about her submitted report. There were no questions. Jen appreciates having space on the agenda for it. Eva thanked her for her report and said there would be more on the staff rep position at the next meeting. Steven appreciated the link to the video she shared.

**10. Financial Training Topic: Cash Deposits and Short Term Investments 7:04PM (1:09:00)**

Kari reminded folks that the balance sheet is ordered from most to least liquid. The goal is to provide an overview of these assets, and the risks associated with them, and asked for questions or comments.

Eva wondered what the council's role is now in reviewing investments now that we don't have a finance committee. Kari said that the council delegates management of investments to the GM and he manages them in accordance with investment policies. He suggested the council might want to think about if there are elements of the investment policies to be codified in the governing policies. Eva clarified that governing policy can codify financial management policies such that reporting on same is required in monitoring reports, thereby enhancing accountability. Genevieve asked if the policy should have been written before the finance committee was abolished. Eva said no - this is part of the council's fiduciary responsibility. Genevieve would like to see something about investing in employees.

**11. Financial Report: Q3 Statements 7:14PM (1:19:18)**

Mary reviewed the income statement, noting that while \$160,000 is a modest level of net income by many standards, it is

relatively strong performance for our co-op. Tim reviewed the balance sheet, reminding the Council that it is a snapshot in time. There is \$11.4 million in total assets, which is strong. Ratios are strong. We have more equity than liabilities. He asked if there were questions.

Ashley: why did compensation drop when inflation went up? Kari responded that we paid out more total compensation in dollars this year, but it was less as a percentage of sales. In other words, sales grew more than compensation. Another driver is the number of hours worked – linked to the labor market and short staffing. It is stressful, but reduces the compensation rate. Eva said it's exciting to see the net income higher than before, and appreciated all the work that went into it.

**12. Monitoring Reports: L5/L7 Financial/Assets, L2 Treatment of Employees 7:23PM (1:28:10)**

Kari reported compliance as our financial condition is strong. The Coscore of 73 is the highest it's been since we have measured it and puts us solidly among the best performing co-ops.

Genevieve asked what the Coscore is. Kari said it is spelled out on pg. 22 of the packet and includes elements of the P&L statement, gives a weight to each element, and generates a score. It quickly gauges the performance of a business. Eva asked why it has gone up so much (57 to 73). Kari said growth and earnings are high. He would have to dig in more to be more precise. He noted it is based on the past 4 quarters, and we had had a loss previous last year that would have reduced the last assessment. Steven noted that there were no mentions of the Co-op in local media. Eva thought it was unusual that there isn't anything in local media. Eva moved to approve the monitoring report. Jen seconded. No

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discussion. The motion passed unanimously.

Kari revisited L2 and noted two changes to his previous report. He added an interpretation that includes a measure of disrespectful treatment. And he revised reporting on compliance based on the mistake of combining respect and harassment in an employee survey question.

Steven moved to accept revisions. Eva seconded. Genevieve asked if there could be a minimum requirement of answers to consider the survey valid. If only 50% respond, it's not particularly reliable. She suggested managers take a more active role in getting folks to participate. The motion passed unanimously.

**13. Meeting evaluation 7:35PM (1:39:16)**

Elly revisited the prompt in the beginning of the meeting to pay attention to how the group respects others' viewpoints and asked folks to reflect on that. There was mixed response and it was agreed that the council needs to do more work in this area.

**14. Wrap-up: Action items, calendar, Future Agenda Items 7:42PM (1:46:35)**

**15. Council or Cooperative Community Comments 7:43PM (1:48:20)**

Steven wants to know how folks are feeling about in person meetings especially since the sound issue is real. Eva noted that we talk about this a lot and some folks are really clear that they can't be here. We should focus on improving sound quality online.

**7:47PM (1:51:07)** – Eva moved to enter executive session to discuss a personnel matter and the GM performance evaluation. Jeff seconded. The motion passed unanimously.

In executive session Kari apprised the group of details related to a recent termination. Following that, there was discussion related to Kari's contract renewal.

Catherine asked to be excused from the meeting, but stated she's voting in favour of approving the contract.

Jeff moved to approve the contract. Eva seconded. Ayes, 6. Nays, 0. Abstentions, 1. The motion passed.

Steven moved to authorise Eva to sign the contract. Jeff seconded. Ayes, 6. Nays, 0. The motion passed unanimously.

Julia moved to exit executive session. Jen seconded. The motion passed unanimously.

Eva Moved to adjourn. Jen seconded. The motion passed unanimously. Meeting adjourned at **8:19:23PM**.

Action	Who
Share Recruitment spreadsheet with council members	Kari
Finalize Council Meeting guest policy and post	Kari

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All Council members email comments to Executive Committee regarding committee structure	All Council
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