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**Council Meeting
December 12, 2023**

Present: Carl Etnier, Erich Zeichner, Elizabeth Jesdale, Eva Schectman, Ashley Muscarella, Catherine Lowther, Jeff Roberts, Lauren Antler, Jen Porrier

Staff: Tim Wingate, Mary Mullally, Wynston Estis, Giles Brule, Stephani Kononan

Staff Rep: Rick Periera

Guests: Andy Robinson, Mary Hoyne, Anne Sarcka, Annie Coughlin, Billy Donovan, Brian Slopey, Dvora Jonas, Ed Fox, Kristi Smith, Kendra Mills, Kristian and Deborah Connolly, Linda Young, Michael, unidentified iphone, Vince Todd, Laurie Veatch, Steven, Scott HEss, Carrie Cleveland, Stephani Kaplan, unidentified phone #, Jed Davis,

Facilitator: Rachel Jolley

Note Taker: Rowan Sherwood

Click here for the [packet](#) these minutes reference.

1. Welcome 5:32pm

Rachel introduced herself and the ground rules. Elizabeth moved to add discussion of the recent election to the agenda. Erich seconded. No discussion. Elizabeth, Carl, Erich, and Ashley voted yay. Jen, Eva, Lauren, Jeff, Catherine nays. The vote does not pass.

2. Consent Agenda 5:38pm

Jen moved and Jeff seconded. Carl, Jeff, Ashley, Eva, Jen, Lauren, Catherine, Erich. Elizabeth is opposed. No abstentions. The consent agenda is accepted.

3. Coopertive Community Comments 5:45pm

Andrew Sullivan shared his support for Carl as president of the council. Scott Hess spoke highly of Carl and supported him for president of the council. Steven Farnham also supported Carl for council president, noting his work on the bylaw committee. Laurie Veatch encouraged the council to elect Erich Zeichner as the vice president. Stephanie Kaplan supported Carl for president of the council, also noting his work on the bylaw committee. Jed Davis echoed the previous sentiments towards Carl. Linda Young shared her excitement for the council members. Billy Donovan talked about the recent failures of the council in his view and how the job of the council now is to repair the damage. He

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encouraged council members to elect a new executive committee. Carrie Cleveland is hoping to hear about the submitted questions and comments from Annual Meeting.

4. Officer Elections 5:58pm

Rachel opened the floor to the council for officer elections. Jeff nominated Carl Etnier as president. Jen seconded.

Discussion: Eva reminded folks that this is a private vote and councilors should send their votes to Rachel in the chat. For the folks in the room, they can text Rachel their vote or use the computer in the room.

Elizabeth said she wants accountability. She stated that Carl is not appropriate for the job because of his conduct during the election, improperly using member's emails to promote his own candidacy. She asked when is the council going to start doing things better?

Rachel asked if there was anything else to share about Carl's candidacy. There was not. ...

Erich shared that he did not mind publicly sharing his vote, which was to abstain because he did not think that Elizabeth's concerns were addressed. Elizabeth noted that there were things that she was not able to say because of the interruptions and we need to allow for people with disabilities to participate in meetings. Vote: 6 for, 1 opposed, two abstentions. Carl is president.

Vice President: Jeff nominated Eva for Vice President. Jen seconded. Eva accepted.

Elizabeth nominated Erich. Jeff noted that you do not need a second for a nomination.

Rachel asked if there was any discussion. Elizabeth thinks we should open it up to discuss all candidacies. Rachel said this was for vice president only. Elizabeth noted that Erich received the most number of votes in the election, he should be on the committee representing the members. He has a lot to offer and could bridge the gap between current divides. Jen noted that Eva was also elected by the members and has done a good job leading the council through a difficult time and her experience would be beneficial to Carl. Lauren echoed Jen and noted that there is room for both on the exec committee.

Vote: 7 for Eva, 2 for Erich, no abstentions. Eva was elected vice president.

Secretary: Jen nominated Erich. Erich declined. Eva nominated Jeff. Jeff was not interested. Eva nominated Catherine. Catherine declined. Jeff said that he thought Erich could be an important member of the executive committee. Rowan explained that she takes notes, and his job would be to look them over and make the final presentation to the council. Erich then accepted the nomination. Vote: 8 votes for Erich, 1 abstention, no opposition. Erich was elected secretary.

Treasurer: Eva nominated Jeff for treasurer. Jeff accepted the nomination. Vote: 8 votes for Jeff, 1 opposed. No abstentions. Jeff was elected treasurer.

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5. Conflict of Interest Statement 6:39pm

Eva noted that the new president takes up where the former president left off, and ceded her responsibilities on the agenda to Carl, unless Carl prefers otherwise. Rachel asked if Carl accepted that. He did and may ask Eva for help when needed.

Carl continued by noting the statement of ethics and conflict disclosure forms that council members have signed. He noted that even returning council members do this each year. If anyone has not signed the forms and returned them to Mary Mullally, he asked that they do so as soon as possible. He described what constitutes a conflict of interest, then called for a round among the group to disclose any conflicts.

Carl: has a conflict in that he works for Manghis bread, and they are a vendor.

Erich: He has two family members who are co-op employees.

Catherine: No conflicts.

Jen: No conflicts.

Jeff: No conflicts

Ashley: none

Lauren: None

Elizabeth: She works at the Co-op.

Eva: Is on the board of Just Basics/Montpelier Food Pantry, which works with the Co-op.

6. 2024 Council Calendar 6:48pm

Carl shared the proposal to keep the meeting time to the second Tuesday of the month. He asked if the council is ok with this change, or should we consider a different date?

Elizabeth noted that the new council members ran with the understanding meetings would be on Mondays. Tuesdays are difficult for her. Rachel asked if other council members had an issue with Mondays. Elizabeth said that second Mondays would meet needs. That would not work for Carl. Eva recommended that we do a doodle poll to find what works for everyone. Rowan will send it out.

Another proposal is to remain remote through March and go in person after that. Carl advocated for more in person meetings as soon as possible. Elizabeth agreed. She thinks lack of accountability could be addressed by meeting in person. Ashley noted that hybrid is hard but given accessibility concerns thinks it s a good option. Erich prefers in person but sees hybrid as a valuable option. Eva supported the hybrid option, for accessibility reasons. Carl shared his experience with hybrid meetings on the East Montpelier selectboard. He thinks it is good for community participation and encouraged council members to come in person. Maybe reintroducing the pre-meeting meal would be a good incentive. He also encouraged staff to come in person.

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Elizabeth noted that they bylaws state council members can participate electronically. Rachel noted that we were looking for the preferences of this particular council and summarized that continuing in a hybrid format seems to be the way to go.

Carl brought the group back to the council calendar. There are two proposals which he outlined. He asked the group to weigh in on the proposals.

Lauren advocated for staying with the historical model of meeting monthly and taking a break in the summer. Ashley supported that idea, as did Jeff. Elizabeth thinks the council should meet in September, and noted that having Annual Meeting in November puts an undue strain on the store.

Mary asked that Community Relations weigh in on any change to the Annual Meeting. Jeff thinks this should be tabled until we can give it the time it needs. Elizabeth moved to table. Jeff seconded. Vote: The council unanimously voted to table this discussion.

7. 2024 Committees 7:11pm

Carl explained that in the past there have been numerous committees. The idea of broader standing committees has been discussed to contain the work of current committees. He asked for comments or questions. Erich asked if bundling things would cause some topics to not get the attention they deserve. Eva explained that bundling things was designed to give things more attention because when things were addressed in an ad hoc manner they often fell to the executive committee who already has a lot on their plate.

Ashley does not see how member outreach would cover JEDI issues in the way they need to be addressed. She thinks that JEDI could be a stand-alone committee.

Elizabeth echoed Ashley's point.

Lauren thinks it's a good effort to reduce redundancy and increase communication. She thinks we should at least try it and remain open and flexible to needs as they arise.

Erich mentioned that bundling gives council members less opportunity to participate in areas of their interest.

Eva responded to Erich by saying that because responsibility will be spread more evenly among council members instead of so much falling to the executive committee it will have the opposite effect.

Break 7:20

8. Staff Rep Intro 7:28pm

Eva apologized for not introducing Rick at the beginning of the meeting with the other new council members. Carl welcomed him and asked him to share about himself. Rick shared that he has been at the Co-op for a year and a half, first as a cross departmental

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cooperator, then in cheese and beer and wine. He just began another job as a restorative justice facilitator and has done a variety of other things for work. He lives in Barre with his partner and has worked with Genevieve over the last year and understands the role. He thinks JEDi issues are extremely important and wants to address the issues of the past year.

9. Financial Report – First quarter Statements 7:31

Tim began with the balance sheet which indicates a snapshot in time. Ours is strong. We have good ratios.

Elizabeth asked what short-term investments are in. Tim said T-bills/government securities – the safest thing aside from cash. Tim offered to share our investment policy. Elizabeth asked where total member equity is stored. Tim said it is not cash, it is spread out among other assets. Elizabeth asked for clarification offline.

Mary talked about the income statement, which captures all that is necessary to get to the bottom line. We had a positive net income of 151, 587. Elizabeth asked about compensation – how much of that was because shifts went unfilled. Tim said it was a piece, but we don't know exactly how much.

10. Monitoring Reports L5 Financial Condition, L7 Protection of Assets 7:44pm

Mary shared that this is a lengthy report. She reported compliance except for L.7.7 - incorrectly stored personnel info. Also 7.9 - protect brand identity – our public image has been impacted by recent events and we are working to restore it. She asked if there were any questions. Eva noted that it is exceptional that there were not more non-compliances and appreciates the effort of staff and management for getting us to this point. Elizabeth asked her to elaborate on what it means to have met the metrics. Mary shared the metrics she is reporting on – they are at the end of the report.

Carl asked what the plan is to remedy the non-compliances. Mary shared the plans. Rick noted that while there is a plan, he does not see metrics to measure the success of those plans. He offered some ideas, such as another shopper survey as well as an internal survey of staff. Elizabeth asked about L7.2 - since the events of last summer she has not received a copy of the employee handbook. A lot of people don't know how to access that. She doesn't see anything on there in the training of management and that is key. Mary offered that today began the first round of training on sexual harassment for the management team. Vote: Jeff moved to accept. Eva seconded. Carl, Eric, Eva, Ashley, Catherine, Jeff, Lauren, and Jen voted yes. Elizabeth voted no. The monitoring report was accepted.

11. GM Search Committee Progress Report 8:01pm

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Jeff reviewed what was in the packet. The committee decided to work with Gallagher Flynn because of their experience and breadth. He suggested that it will be money well spent in support of this process. He shared the names of the committee members and that each member has one vote in recommending a candidate to the council. He brought up the idea of holding public meetings to review candidates. This won't begin to roll out until the beginning of 2024. We hope they can then quickly recommend candidates. Elizabeth shared that she was dismissed from the committee after she got elected and does not understand why. This is problematic. In all ways she tried to participate she has been denied- as a member, employee and council member. She wants to be placed on the committee.

Eva shared that since she is now on the council and will have a voice in making the decision, she thought it was fair to allow other members the chance to participate. Lauren clarified that it is the council that makes the final decision, so she still has a voice.

Rick wishes we did have time for dialog. This is the third of three elections that have been botched – unacceptable.

Ashley moved to re-do the election for a council member on the GM search committee.

Erich seconded. Elizabeth wants to represent the membership. Rick noted that many of us sit in multiple roles, and Elizabeth should not have been denied the opportunity to represent in the role of her choice.

Jeff agreed that every member of the committee will be wearing multiple hats. As a council member Elizabeth will be representing the staff who are members.

Mary reminded folks of the time element – the store is now closed and we need to wrap up in half an hour.

Vote on Ashley's proposal to re-vote on council members on committee. Carl, Jeff, Erich, Elizabeth, Ashley voted yes. Jen, Eva and Lauren abstained. The motion passed. The executive committee will consider how to make that work.

12. Annual Meeting Reflection and Small Group Discussions 8:32pm

Eva proposed that we table this until the January meeting. It is important and deserves time we can't give it right now. Jen seconded. Lauren, Jeff, Eva Ashley Jen Erich voted to table. Elizabeth abstained. None opposed.

13. Wrap up 8:35pm

To-do's:

- Send a doodle poll to Council for date/time of meeting
- Ask if Food Services can provide meeting meal
- Make sure packet pages are numbered

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- Executive Committee items: add following items to January agenda- Council calendar, discussion on plan for committees, annual meeting reflections
- Ask Community Relations for input on changing month of annual meeting to September
- Provide more details about non-compliances
- suggestion to include survey questions to staff and customers about image and sexual harassment issues
- suggestion to provide handbooks to staff
- Community comment suggestions: hold a candidate forum, send Council Whistleblower policy to Billy Donovan, Council should summarize updates to SH policies
- Elizabeth would like to discuss elections

14. Cooperative Community Comments 8:38pm

Linda Young commended Mary and had two items for community comments: 1) Sending a shout out to Mary M! She feels like every time I go to the Co-op she s somewhere in the store (or the parking lot) working hard. We see you, Mary! 2) Re: questions from the Annual Meeting, she wants the council to summarize the updates that have been made to HR policies in response to this summer s sexual misconduct issues. She can t see any legal reason why this information shouldn't be shared with the membership at large.

Dvora Jonas said we should discuss how elections are held, and offer more opportunity for candidates to share/meet with members.

Steven congratulated the new council and wished everyone the best.

Billy asked for a copy of the employee whistleblower policy. He asked if the council retreat is happening and will member input for the agenda be accepted? To Carl directly he asked about the issue of council members responsibility to not discuss things outside of warned council meetings. Carl responded when a quorum of council members is discussing something that is a meeting and must be warned. Email meetings can be problematic for substantive issues.

Jen announced her resignation from the council. January will be her last meeting.

Ashley acknowledged Jen and her service. She also reminded folks of the ground rules.

Erich reminded folks to check audio and video settings and encouraged folks to speak slowly and clearly.

Jeff moved to adjourn.

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Carl thanked folks for electing him president. He wants to build a team. He thanked members for sticking around.

Rachel shared that this will be her last meeting with us and wished us well.

Ashley seconded. The meeting was unanimously adjourned.