

APPROVED



Special Council Meeting

January 27, 2024

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

Absent: Lauren Antler

Guests: Dvora Jonas, Steven Farnham, Andrea Mills, Laurie Veatch, Kendra Mills, Michael, Kristi Smith, Billy Donovan, Genevieve Cambron, Sonia Carrasco, Marni Leikin, Diane Stark

Note Taker: Rowan Sherwood

Facilitator: Carl Etnier

1. Welcome, Agenda, and Process Review 12:09 PM

Carl welcomed everyone and went over the ground rules of the meeting. He then reviewed agenda. There were no changes.

2. Cooperative Community Comments (2 minutes per person) 12:12

Laurie Veatch: wanted to note that this meeting has been scheduled at a time when Elizabeth is working. Asks that the president make sure that Elizabeth is available when there is a vote. Urges the council to not approve the consultant contract. She should not be part of the GM Search committee.

She endorsed Dvora Jonas as the new council member.

Billy Donovan: Supports Dvora Jonas for the council. He objects to the discussion of candidates happening in executive session. He is opposed to renewing the IGM Assistant contract.

Andrea: agrees with Laurie and Billy. Endorses Dvora.

3. Finalize Council Candidate Interview Questions 12:17

Carl asked Jeff, as a previous appointee, how he felt about the questions. Jeff supports using them.

Eva thinks the questions are appropriate and leave enough flexibility to have a full interview. No changes.

Erich agreed to go ahead with the questions.

4. Interview Council Candidates Carl Etnier Interviews* 12:20

Dvora Jonas

Carl asked Dvora if she would like to add anything to her statement. She said he's lived in Vermont for 3 years. One requirement in deciding where to move was having a food co-op nearby. She was activated by the scandal last summer. She wants to change the environment for workers. She is horrified that our pay scale is lower than Walmart.

Carl asked what strengths and specific experiences she will bring to the council.

DJ: She was president of a library board. She's chaired meetings and written bylaws. She emphasized the need to treat people with respect, to really listen to them. The flow of information from shoppers to staff to management needs to happen, and value their contributions. Little things that make a difference.

Jeff: If you had a magic wand, how would you go about building a more inclusive co-op culture?

DJ: One thing is to have a periodic meeting between managers and those they supervise – a meeting of equals. They would bring the results of that to GM. It's a way to get information flowing. Council members could table once a month in the Co-op, opening lines of communication.

Erich: What do you see as the primary role of the council?

DJ: Basically, to choose a GM and then keep tabs on the GM. Really look at reports and question the GM. Don't give GM too much power.

Eva: what would you see as your areas of greatest interest?

DJ: Communication – finding as many ways as possible to get it flowing. She likes numbers and keeping track. She would scrutinize GM reports.

Carl: You have questioned the code of conduct, if you object to such agreements, how would you make sure the meetings are a safe space?

DJ: It wasn't a thing in the past, so it must have been civil. She didn't think it was necessary. So, it was offensive, as were hiring security guards.

Steven Farnham

Carl: What strengths do you bring to the council?

Steven: Endurance. He's worked on the bylaw revisions for years, saw it through. Lowered member threshold for petitions. He's a creative individual. He's thorough. He works on East Montpelier board. In the past, he has found issues in reports and asked for revisions/explanations.

Jeff: You have long service with the Co-op – what would be the most important task to carry out?

APPROVED

SF: Improve communication between stakeholders. Expanding the scope of the Co-op outside its walls. How might the co-op model benefit central Vermont in other ways? Also, paying attention to the Co-op's environmental footprint.

Erich: What do you think are the weaknesses that exist in the council's relationship with management or non-management employees? What improvements would you make and how would you do that?

SF: We use policy governance, which provides clear guidelines. He tries not to blur those lines, but there are ways to improve oversight. "That's operations" is the council's kryptonite. There are circumstances where understanding what is happening does not translate to interference. It would be tricky if something came up to make a change. There are ways we could be more creative, engaging with the GM more creatively.

Erich: How do you see the council's role in providing oversight? The tenor of the relationship?

SF: It needs to be respectful. It should be a trust but verify process. Example: the council does not review management's policies. After this summer, some changes were made – but they are not up on those. Could council have reviewed those policies to identify holes?

Eva: If you are appointed, what would you like your legacy to be?

SF: Communications is something he would like to leave as a legacy. More than anything he would like to see the difficulties between management and staff diminished and resolved. He has tried to get more engagement and has been shut down with the operations kryptonite. Nothing wrong with hearing what they have to say. Has been an advocate for workers. Knows that participation makes a difference. He would like the Co-op's sphere of influence expanded with the co-op model.

Carl asked if he had questions for us?

SF: What is the council's function? Limited oversight or engaged in leadership in the community? If the latter, by what means do we attain the authority to expand that role?

Jeff: We have opportunities if we choose them. We are at a point when we can reassess.

Eva: appreciates the question. The status quo is not an option. The council absolutely has to lead. Provide a vision and a framework that lends itself to the whole community being successful. As far as expanding, councils' leadership in collaboration with the community.

Erich: The crux of the matter is that all of us need to re-educate ourselves on the role of a board. It is to be an intermediary in the marriage between management and workers. If we align with only one side, we fail.

Back to Dvora:

Carl: Do you have anything further to share?

DJ: I would be a fresh voice with experience in other co-ops and community sectors.

APPROVED

Carl: Do you any questions for us?

DJ: What instructions would you make different for the new GM?

Carl explained they use policy governance. Would they re-write their policies?

Carl explained what management has been doing to address ongoing concerns, including holding listening sessions.

DJ: The General Managers contract could specify certain behaviors, ways of treating people. Would you change the contract?

Carl: The policies are the job description for the GM. They would need to review the policies to make changes.

DJ: She's read them, and there is nothing in there about respect.

Carl: Maybe it's time to review.

5. Appoint a New Council Member (includes an executive session) 1:01pm Went into executive session. 1:14pm Came back to open session

Erich: Good discussion. Unfortunately, there is only one open position. Both very well motivated candidates. When anyone steps up its admirable. It's harder to get involved than to sit on the sidelines. Thanks to Steven and Dvora.

Jeff nominated Dvora

Ashley nominated Steven. As did Eva.

Vote: Catherine: Dvora. Ashley: Steven Jeff: Dvora Elizabeth: Dvora

Eva: Steven Erich: Dvora

Dvora is elected 4-2.

6. Assistant Interim General Manager Contract (includes an executive session)

1:24pm – went into executive session 2:30pm came out of executive session.

The council will return to the question at the next regular meeting.

Other Business Carl Etnier Discussion 2:31

Jeff moved to adjourn. **Ashley** second

Unanimous

Adjourn 2:31pm