



## **Council meeting minutes, February 13<sup>th</sup>, 2024**

### **Present:**

Council: Carl Etnier, Eva Schectman, Erich Zeichner, Jeff Roberts, Ashley Muscarella, Dvora Jonas, Elizabeth Jesdale, Lauren Antler

Staff Rep.: Rick Pereira

Staff: Mary Mullally, Wynston Estis, Alison Goyette, Andrea Mills, Annie Coughlin, Grace Gilbert, Jamie Young, Jess Knapp, Justin Stender, Kendra Mills, Rowan Sherwood

Guests: Anne Sarcka, Billy Donovan, Carrie Cleveland, Jan Waterman, Kristi Smith, Laurie Veatch, Matt Levin, Nathan Suter, Paul Ohlson, Rachel Desilets, Stephani Kononan, Steven Farnham

### **Absent:**

Council: Catherine Lowther

**Facilitator:** Carl Etnier

**Note taker:** Alison Goyette

### **1. Welcome; meeting ground rules; agenda review**

**5:35pm:** Carl called the meeting to order and welcomed Dvora (new council member) and Alison (new note taker). He also announced that Rowan has been hired as the Co-op's new Community Relations Manager and Jess is in training to take over the role of Zoom facilitator at future council meetings.

**5:36pm:** The members of the council introduced themselves.

**5:37pm:** Carl reminded everyone that the meeting ground rules are available on page four of the council packet and asked if there are any comments on the agenda.

**5:38pm:** Dvora asked to change item 8 for the General Manager Search Committee from an update to a discussion. Carl agreed that there needs to be time allotted given recent resignations from the committee and questions about whether moving forward with the six remaining members is in compliance with the charter.

## **2. Cooperative community comments**

**5:39pm:** Carl reminded participants that individual personnel issues are not appropriate to discuss in open meetings. Staff should bring these concerns to Human Resources and community members can direct feedback to the General Manager.

**5:40pm:** Annie said the council should not renew Wynston's contract and should go back to the drawing board for the GM search committee. Wynston has too much power in designing the survey and the council should let the search committee write the survey and invite the community members who resigned from the committee due to dissatisfaction with the process to return to the General Manager search committee because it is really important to have membership and staff input in the GM search.

**5:42pm:** Laurie said she strongly urges the council not to approve an extension of the contract for the Assistant Interim General Manager. Vacancies for permanent local staff should be filled and decisions should not be made by out-of-state consultants. The search committee should be started over with a new charter and a new committee. The committee Chair acted autocratically and did not seek input designing the survey or for forming a three-person screening subcommittee. Laurie also pointed out that the report from the Staff Representative to the council was not included in the council packet and suggested that he be given 15 to 20 minutes on the agenda to give his report.

**5:44pm:** Andrea said she agrees with Annie. It is not fiscally responsible to renew Wynston's contract. The survey is on the corporate side and Wynston has undue influence on the committee. The multiple-choice survey doesn't allow for much individuality and there is no place for input and free-form feedback. The committee members who left should be invited back or replaced because there are a lot of stakeholders and this decision is not something we can ramrod through.

**5:46pm:** Jamie said he agrees with Annie and would like to point out that the survey is difficult to fill out. There is no survey option to indicate that a particular quality is not at all important, and there are many things that staff and community members find important that the survey could have reflected better and made easier to provide input. It was not well designed.

**5:48pm:** Jan said she is in strong agreement with what has been said and doesn't like the survey. She has no faith in the GM search process and transparency and communication are critical. The Co-op is still infused with an atmosphere of secrecy with an improper amount of attention being paid to people's needs and what they are saying, and this is what sickened the Co-op last summer. There is no need for corporate oversight since we have many smart people in the community who are committed to cooperation and local control.

## **3. Consent agenda: 1/16/24 and 1/27/24 Minutes, Equity Refund Requests**

**5:50pm:** For January 16<sup>th</sup>, Carl received a letter from someone who was mentioned in the minutes. It was regarding an individual personnel issue and the person mentioned requested that all accounts of the discussion be removed from the minutes.

**5:51pm: Motion: Eva moved to strike the discussion from the minutes and Ashley seconded.** Carl reminded everyone that personnel issues are inappropriate for floor discussion. No further discussion.

**5:52pm: Vote: Eva voted yes; Erich voted yes; Lauren voted yes; Elizabeth voted no; Ashley voted yes; Dvora voted no. Jeff was not yet present. Motion passed.**

Elizabeth asked when it would be an appropriate time to bring up concerns about individual staff members and Carl advised that Elizabeth can call for an executive session if the concerns are council business.

**5:53pm:** Carl asked if there are any other proposed amendments to the minutes or comments on the consent agenda. **Motion: Eva moved to pass the consent agenda and Ashley seconded.**

**5:54pm: Vote: Eva voted yes; Erich voted yes; Lauren voted yes; Elizabeth voted no; Ashley voted yes; Dvora voted yes. Jeff was not yet present. Motion passed.**

#### **4. Council Confidentiality and Document Sharing**

**5:55pm:** Carl asked the council members to read aloud some of the bullet points on the bottom of page 22 and the top of page 23 of the council packet, which contained the statement of ethics and conflict of interest disclosure form. Carl noted that this will be further discussed at the upcoming council retreat.

#### **5. Dinner and Discussion Planning**

**5:58pm:** Carl said the purpose of these dinners is to welcome members of the Co-op community, break bread and talk about how the Co-op can have a positive impact on our community. He said the council would like to hold the next one in May and asked for a couple of council members to gather input and plan the event. Eva said she helped plan the last one and it was a great experience.

**6:03pm:** Elizabeth said she received a letter from a member about ideas for Dinner and Discussion that included reaching out to some outside talent to lead discussions. The member suggested Eric Holt Gimenez, who was the keynote speaker at the CCMA (Consumer Cooperative Management Association) conference in 2018 and spoke brilliantly about the Achilles heel of commercial growers. Also mentioned was Leila Nesson Wolfrum, who was the general manager at the Durham Co-op which bounced back after its previous leadership had failed. The success of this co-op's resurgence was thanks in large part to Leila's creative JEDI (Justice, Equity, Diversity and Inclusion) management and hiring practices that our co-op would do well to emulate. Elizabeth suggested assembling a panel discussion focusing on resiliency in Montpelier after the flood.

**6:05pm:** Carl called for council members who are interested in putting this together. Eva volunteered. Dvora said she would like to wait until the council members receive their committee assignments at the retreat before volunteering for anything. Rowan confirmed that waiting until the

retreat will not be a problem for Co-op staff to meet deadlines and she will contact the Montpelier Senior Activity Center to inquire about available dates in May.

## **6. Council Retreat Planning**

**6:09pm:** Carl said the council was unable to find a time when everyone is available but the majority can attend on Monday, February 19<sup>th</sup>. Nathan Suter will facilitate and it will be held at the Unitarian Church in Montpelier. Themes to address include what is it we want to do as a council together, teamwork, following up on small group discussion from the annual meeting regarding what we need to do to heal, council outreach, the relationship between the council and management, and how the council will evaluate candidates set forth by the GM search committee.

**6:15pm:** Elizabeth asked what experience Nate has facilitating meetings with diverse people with disabilities. Nate said he does have experience facilitating diverse groups of people and working toward accessibility and inclusion. His goal in the retreat is to build trust and connection within the group and make sure people recognize each other's humanity.

**6:18pm:** Ashley asked if it would be possible to provide advance written feedback on some of the topics covered at the retreat since she can't join the meeting until later in the day and she would like the opportunity for input.

**6:19pm:** Carl said the best time he could come up with for the retreat was 10am to 5pm. Elizabeth suggested the retreat be held from 11am to 6pm instead so that Ashley could have more time with the group. Rick suggested that instead of a single all-day retreat they could do two-hour meetups once per month to foster continual culture-building among the council. Carl said the council is close to consensus on having an all-day retreat and the best time looks like 11-6.

**6:22pm:** Eva called a point of order and said Matt Levin is here to present Agenda Item #9 and asked if that item could be moved up. **Motion: Elizabeth moved to immediately take up Agenda Item #9. Ashley seconded.** No discussion.

**6:23pm:** **Vote: Eva voted yes; Erich voted yes; Jeff voted yes; Lauren voted yes; Elizabeth voted yes; Ashley voted yes; Dvora voted yes. Motion passed.**

## **9. Hunger Mountain Cooperative Community Fund: Patronage refund, membership**

**6:24pm:** Carl introduced Matt Levin. Matt was standing in for Julia Scheier, who is the Chair of the HMCCF committee and could not attend the council meeting. Matt shared that he was on the Co-op council for nine years, and on his way out they started developing the HMCCF. The first two years were active but exploratory, and eventually the program led to grants that helped businesses such as Fat Toad Farm who later received high-profile attention from Martha Stewart. The fund has also supported small local organizations such as Meals on Wheels who need help purchasing items like containers or a new dishwasher so they can continue to serve the community. The fund is supported by the interest accrued from the Co-op's investment in the Twin Pines Fund, which invests in co-ops nationally. The Co-op usually nets a modest interest accrual from this investment

of \$3,000 to \$5,000 annually, which goes to the HMCCF. HMCCF has historically also drawn funds by absorbing uncashed patronage refund checks. According to Tim Wingate, the Co-op's Finance Manager, there is about \$10,000 in the HMCCF available for the next round of grants which will happen in the summer or fall of this year. The committee advises and the council approves these grants. The action required here is the approval of the allocation of uncashed patronage refund checks to the HMCCF. The exact amount is to be determined.

**6:32pm: Motion: Eva moved to allocate any uncashed patronage refunds from FY23 to the HMCCF and Dvora seconded.** Elizabeth said she would like to see efforts made to encourage people to cash their refunds. Matt said the committee takes no pleasure in uncashed checks and has worked with staff to figure out ways to present information about the Fund without aggressively pursuing donations in the form of patronage and will continue to work with staff to help people see all of the options and opportunities they have when deciding how to take advantage of a benefit that they're entitled to. Elizabeth pointed out that out-of-state members do not have the opportunity to enjoy their refund because it no longer comes in the form of a check. Matt advised Elizabeth to check in with Tim Wingate and noted that this seems like an additional topic that is not directly related to the committee's request. Lauren mentioned that she received confirmation that members can request a physical check.

**6:36pm: Vote: Dvora voted yes; Ashley voted yes; Elizabeth voted yes; Lauren voted yes; Jeff voted yes; Erich voted yes; Eva voted yes. Motion passed.**

**6:37pm: Motion: Eva moved to ratify Julia as Chair of the HMCCF committee. Ashley seconded.** Elizabeth asked that if the council is populating committees at the retreat, why are they voting on this now? Eva said HMCCF is a committee the council approves, but the current members have an effective system in place and since the motion is time-sensitive, the council thought it would be prudent to take care of this now. Matt said the majority of the committee is non-council members so that may be why the process could be different than the one used to populate committees which are made up entirely of council members. Elizabeth said this is about following a process and the council is not following it for this appointment.

**6:42pm: Vote: Eva voted yes; Erich voted yes; Jeff voted yes; Lauren voted yes; Elizabeth abstained; Ashley voted yes; Dvora voted yes. Motion passed.**

**6:43pm:** Carl said the next motion that is in order is to approve the proposed revision to the committee charter on page 25 of the council packet to include a Co-op staff member who is to be determined. Matt said that in the past the committee position had been filled by the Community Relations Manager. Matt said he wants at least one council member on the committee as well.

**6:46pm: Motion: Eva moved to amend the revision to the committee charter to include at least one council member on the committee and approve the charter. Dvora seconded.**

**6:47pm: Vote: Ashley voted yes; Elizabeth voted yes; Lauren voted yes; Jeff voted yes; Erich voted yes; Dvora voted yes; Eva voted yes. Motion passed.**

**6:48pm:** Carl noted that like Matt, Paul had come to the meeting as a guest to speak to an agenda item and proposed the council go directly to The GM Search Committee Update. **Motion: Ashley moved to proceed directly to Agenda Item #8 and Eva seconded.**

**6:49pm:** **Vote:** Eva voted yes; Erich voted yes; Jeff voted yes; Lauren voted yes; Elizabeth voted yes; Ashley voted yes; Dvora voted yes. Motion Passed.

## **8. GM Search Committee Update**

**6:50pm:** Carl introduced Paul Ohlson, the Chair of the GM Search Committee. Paul shared that he has been a member for 50 years, he loves the Co-op and had a hand in the design of the building in 1995 and the expansion in 2008. He was elected Chair of the committee two weeks ago and it has already been challenging dealing with emotions and strong opinions and trying to get a handle on what the committee is trying to do. So far meetings have been about basics like quorum, ground rules and decision making.

The first level of screening was for the council to hire Gallagher Flynn to put together a survey. The survey is not the purview of the committee nor its task. As Chair, Paul has suggested the committee adopt a screening model proposed by Gallagher Flynn to form a subcommittee of three members to perform an initial screening of the candidates forwarded to the committee by Gallagher Flynn. Those three members would then narrow the pool to go before the entire committee for consideration to advance to the council. Paul asked that the council decide in the retreat the number of candidates the committee should forward to them. Paul assured the meeting attendees that the committee will write the actual interview questions, not Gallagher Flynn. Paul acknowledged that two committee members had resigned for personal reasons and one member left out of dissatisfaction with the consultant that was working with the committee.

**6:56pm:** Carl proposed an extension of the discussion from five to 15 minutes as a result of significant changes to the makeup of the general manager search committee since its inception, with the understanding that another agenda item may need to be dropped. There were no objections.

**6:57pm:** Rick said he has been asking for months for Co-op management and the council to put together criteria for how the committee will decide who is a valid candidate worth interviewing and who is not. He said the survey that went out to the community to gather member input and the questions that were on it were terribly selected. He asked Paul why Paul decided that the operation of the committee would be simply to defer to Gallagher Flynn instead of coming up with the criteria Rick had requested itself.

**6:58pm:** Carl answered that the process began before many current members joined the council or before the committee was formed. The council ratified the contract with Gallagher Flynn. As for the survey, Gallagher Flynn, Wynston and Carl worked on it. They were trying to give the committee a basis for understanding what the community wants and prioritize the attributes a new General Manager should have. The council has asked the committee to take the survey responses from the community into account when deciding which candidates to interview.

Paul said that Rick put his finger on the ultimate importance of what the committee doing, and part of accomplishing its task is to delegate responsibilities to organizations and individuals. If this proves too upsetting for too many people, maybe the council should look at that. As it stands now, if people want the committee to do its work, the committee needs others to stand behind them and

be supportive in that process. Paul said he will not ask the committee to rewrite the survey, but if the council would like to ask Gallagher Flynn to redo theirs after receiving this feedback, that is up to the council.

**7:04pm:** Dvora said a six-member committee does not represent the community well enough and the empty seats should be filled. She suggested meeting multiple times per week so everyone can participate instead of the current format of one meeting per week at a time that does not allow Elizabeth to attend. She also mentioned that she couldn't find the survey on the Co-op's website and she wants the committee to rewrite the survey.

Paul responded that he wants Elizabeth to attend meetings but does not want to lose other members by changing the meeting time.

Elizabeth said it is not up to the Co-op to allow her to attend committee meetings, it is the responsibility of the committee to schedule meeting times that work for everyone. Elizabeth said she wanted it on public record that the consultant working with the committee inappropriately and publicly shared personnel information related to Elizabeth's schedule which is covered under her ADA accommodation with her employer.

**7:11pm:** Erich said the charter needs to go back to the council so that it is better tailored, and he suggested reading the resignation letter from Joelyn Mulvaney to get a better sense of why she really left. Erich said he found Paul to be dismissive of the chat contents on Zoom during committee meetings, even though community input is essential in this process. He said we have a structurally authoritarian system in place, and the questionnaire was not resonating with the community. There needs to be a comprehensive document that describes the position of General Manager and how the community relates to that. This process cannot be rushed.

**7:14pm:** Ashley said she encourages the council to reconsider the charter at the retreat. Eva said she had nothing to add. Jeff had no input. Rick pointed out that the survey had no stakeholder analysis. The same survey was sent to all, and we need different questionnaires, procedures and processes for different categories of stakeholders. He sees two options to move forward: either have the committee charter professionally rewritten or have the committee take charge of the process and make decisions democratically as a cooperative should.

**7:17pm:** Carl said this is the most important task the council has this year. Kari left September 1st with two months notice and the committee did not convene until January. The process is behind schedule and we as a co-op have neglected important work. He pointed out that other co-ops are also doing GM searches and we need to move or we could lose talent. Carl's opinion is that a nine-person committee is too large and seven should be the maximum. The committee has been working together well and Carl wants the council to do what it can to support it. Rewriting the ground rules out from under them once they are underway is not a good way to support them.

**7:20pm:** Rick said he would like to make a motion to vote on whether to revise the committee charter or allow the committee to move forward under its own direction. Carl pointed out that this was not correctly phrased to be a motion and the current topic is the GM Search Committee.

**7:21pm:** Erich said he understands Carl's concerns but does not want to rush forward for fear of being left behind. He said the council should take as much time as it needs to get this decision

right. A facilitative clique is running things and the council should listen to the pushback and outcry from people who want to have more input in their local co-op.. He advocates revising the charter and starting again with a healthy committee.

**7:23pm:** Jeff agreed with Rick and Erich and said issues that are surfacing right now must be dealt with at the retreat. The council needs to make sure that the fact that three people left the committee will not cause an erosion of representation in the community, which might mean that some or all of the seats need to be filled. He wants to change the meeting time so everyone can participate even if the meetings move around or are not regularly scheduled.

**7:27pm:** Paul said the committee wants to move ahead with the full support and confidence of the council, and if the council doesn't like the way the committee train is headed, it should pull the brake and make any changes now. After the changes are made to the council's satisfaction, then and only then should the train be set on its way again, and the council should get out of the way and let it go.

**7:30pm:** Elizabeth said if the committee members who left are not replaced, the charter is not being followed. The new GM will come in and be told they were chosen through a process that was polluted and that will make the job of assimilating very difficult, especially if staff are not allowed to have a voice.

**7:31pm:** Erich said we shouldn't be in a hurry. The Co-op has an emergency succession plan in place that is being followed and it can continue to follow that plan until it gets the job done and can take all the time it needs to get it done right.

**7:32pm:** Ashley said that Mary has been working extremely hard during this transition period and doing an amazing job. The council owes it to her to do an efficient job hiring the right person and not drag the process out because that is a lot of work to expect Mary to continue doing while the council takes its time.

**7:34:** Break.

## **7. Assistant Interim General Manager Contract**

**7:44pm:** **Motion:** Ashley moved to go into executive session. Dvora seconded.

**Vote:** Dvora voted yes; Ashley voted yes; Elizabeth voted yes; Jeff (inaudible); Erich voted yes; Eva voted yes. Lauren was not present. Motion passed. Executive session begins.

**8:31pm:** Executive session ends. **Motion:** Ashley moved to authorize the Interim General Manager to sign an agreement with Wynston authorizing Wynston to work for the Co-op up to five hours per week at a rate of \$190 per hour for up to six months with no obligation for the Co-op to use all of these hours and total billing during that time not to exceed \$22,800. Jeff seconded.

**8:32pm:** **Vote:** Eva voted yes; Erich voted yes; Jeff voted yes; Elizabeth voted no; Ashley voted yes; Dvora voted no. Lauren was not present. Motion passed.



## **10. Annual Renewal of Line of Credit**

**8:34pm:** Mary said this is an annual process that allows us to access cash in emergencies whereas other ways might take up to two weeks to obtain. The interest on this credit is around 8% if we do borrow, and no cost to the Co-op if we don't borrow. In addition to providing cash that an emergency situation might require, having this line of credit available helps ensure that the Co-op will meet its contractual obligation to cover 30 days of payroll if an emergency does occur. Mary said she does not believe we have used this line of credit at all in the past year.

**8:35pm:** **Motion:** Jeff moved to approve the line of credit. Eva seconded.

Devorah asked if we can we get the line of credit from Twin Pines or a local credit union instead of a bank. Mary said we should sign it now and revisit the credit union idea next year. Carl said that as part of looking into credit union possibilities he would like to find out who owns Northfield Savings Bank and where they invest their money.

**8:38pm:** **Vote:** Dvora voted yes; Elizabeth abstained; Jeff voted yes; Erich voted yes; Eva voted yes. Lauren was not present. Note taker did not hear Ashley called. Motion passed.

**8:39pm:** Elizabeth pointed out that we were supposed to investigate credit unions for this credit line last year and it was not done.

## **11. Monitoring Report: L4 Employee Compensation**

Postponed.

## **12. Staff Representative Report**

Postponed.

## **13. Meeting Evaluation**

**8:40pm:** Eva said the meeting was long with a lot of ideas and positive, good discussions. The overall result was generative and positive. Carl said the council is learning to work together as a team and it's a bumpy road. He is looking forward to the retreat. Elizabeth said if the council is going to discuss things they should be in the packet. The GM search committee charter and Rick's staff report are missing. Dvora said it was a good meeting.

**8:42pm:** Elizabeth said the council should find ways to listen to and respond to members through emails.

#### **14. Wrap-Up: Action Items, Calendar, Future Agenda Items**

**8:43pm:** Action to be taken: Strike comments from January 16<sup>th</sup> minutes; Rowan will reach out to the Montpelier Senior Activity Center for Dinner and Discussion; Carl and Mary will discuss coffee and food for the retreat; amend the HMCCF committee members to include one or two council members (to be decided at the retreat); find out who owns Northfield Savings Bank and how they invest their money; look into credit union/Twin Pines options for next year's line of credit; Erich will sign the line of credit on Monday.

**8:44pm:** Eva noted that the executive committee will meet Tuesday February 27<sup>th</sup> from 4:30 to 6:00pm. If anyone has anything they would like the committee to consider for the March council meeting, they should connect with Carl, Eva, Erich or Jeff before the 27<sup>th</sup>.

**8:45pm:** Carl explained that the agenda crafting process typically begins with the Council President and General Manager drafting an agenda which then goes to the executive committee who evaluates and modifies it.

#### **15. Cooperative Community Comments**

**8:46pm:** Laurie said to be sure to include the staff report in the minutes.

**8:47pm:** Billy said he wants to echo Laurie -- he has read the staff report and it was one of the best pieces of council work he has seen in a long time and it deserved to be heard tonight. Billy looked at the charter for the communications committee, which exists to explore new channels and methods to improve two-way communication between the council and membership and pointed out that in the monthly council meetings, members can speak but the council won't speak to them. Billy would like Eva to get back to him about how this setup serves the ends of the communications committee. He also noted that the sustainability report was due in November and is now way overdue. He would like a copy as soon as possible. Billy said he appreciates the free thinking council members.

**8:48pm:** Andrea said she appreciates the council for their free thinking. She agreed that Rick's staff report is amazing and he should be given time. She said that in the Zoom chat, participants were wondering about having someone like Nate facilitate council meetings instead of the Council President.

**8:49pm:** **Motion:** Dvora moved to adjourn and Eva seconded. **Vote:** roll call bypassed in favor of raising hands. **Motion passed.**

**Adjourn.**