



## **APPROVED**

### **Council meeting minutes, March 12<sup>th</sup>, 2024**

#### **Present:**

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

Staff Rep.: Rick Pereira

Staff: Mary Mullally, Alison Goyette, Andrea Mills, Annie Coughlin, Jess Knapp, Justin Stender, Kendra Mills, Leo Ormiston, Rowan Sherwood, Tim Wingate

Guests: Dave Bellini, Holly Fowler, Jan Waterman, Jed Davis, Kristi Smith, Laurie Veatch, Mary Hoyne, Mary Mullaney, Paul Ohlson, Stephani Kononan, Steven Farnham, Wayne Fawbush

#### **Absent:**

Council: Elizabeth Jesdale

**Facilitator:** Carl Etnier

**Note taker:** Alison Goyette

#### **1. Welcome: meeting groundrules, agenda review (5:32pm)**

Dvora wanted to add an item to the agenda to discuss the Staff Representative Report being included in the council packet. Carl said the council can come back to this if there is time at the end of the meeting.

#### **2. Cooperative Community Comments (5:35pm)**

Comments were contributed by Wayne Fawbush on behalf of the GM Search Committee, Holly, Dave and Jed. Justin spoke as the UE Chief Steward regarding the Staff Rep. Report

#### **3. Consent Agenda: 2/13 Minutes, Equity Refund Requests (5:45pm)**

Dvora said she would like to include in the minutes the two options the council was considering for extending the Assistant Interim General Manager contract. Alison said that no decision was offered

in open session, only the motion that was voted on, and any additional options were only discussed in executive session.

**Motion:** Ashley moved to provisionally approve the 2/13 minutes and Eva seconded. Dvora was asked by Carl to cite, in the meeting recording, any mention in open session of any additional contract renewal option that was considered by the council.

**Vote:** Eva voted yes; Erich abstained; Jeff voted yes; Lauren voted yes; Dvora voted no; Catherine abstained; Ashley voted yes. Motion passed.

**Motion:** Eva moved to approve equity refunds. Dvora seconded.

**Vote:** Ashley voted yes; Catherine voted yes; Dvora voted yes; Lauren voted yes; Jeff voted yes; Eva voted yes. Motion passed.

#### **4. Financial Report: Q2 Statements (5:52pm)**

Mary presented the Q2 Income Statement and Quarterly Review, reporting that the Co-op had a good quarter and sales figures are in alignment with projections.

Tim reported on the Balance Sheet, announcing a very healthy assets:liabilities ratio of 3.04. The debt:equity ratio is currently .43, showing that the balance sheet is strong and the Co-op is in good shape financially.

#### **5. Monitoring Report: L5 Financial Condition & L7 Protection of Assets (6:05pm)**

Mary reported one L7 noncompliance related to the relatively new cash recycler system. The new TD Bank account that was opened for the cash recycler took in more cash than predicted, resulting in the balance sitting above the insured amount for a period of one day. Steps have already been taken to ensure the balance remains below the insured limit from now on.

Dvora expressed concern that the Co-op might be underinsured if an employee decides to sue.

**Motion:** Eva moved to approve the monitoring report and Jeff seconded.

**Vote:** Eva voted yes; Erich voted yes; Jeff voted yes; Lauren voted yes; Dvora voted yes; Catherine voted yes; Ashley voted yes. Motion passed.

Mary spoke to the L4 noncompliance that was tabled from the 2/13 council meeting. Upon review, Mary confirmed that the incorrect metric had been used to establish compliance (Vermont Living Wage vs. Vermont Livable Wage). When the Vermont Livable Wage is used, consistent with the Co-op's past reporting on this item, the Co-op is in compliance with 95% of Co-op employees earning at least that amount.

**Motion:** Eva moved to accept the amended L4 policy compliance report from February. Ashley seconded.

**Vote:** Ashley voted yes; Catherine voted yes; Dvora abstained; Lauren voted yes; Jeff voted yes; Erich voted yes; Eva voted yes. Motion passed.

## **6. GM Search Committee (includes an executive session) (6:24pm)**

Mary recused herself from this discussion. Paul spoke about the GM Search Committee and reported that the five active members have gelled as a committee and are working well together. They have committed to sending only candidates to the council who have the unanimous support of all five committee members. He asked the council to affirm that the five active committee members constitute the full committee, to approve the GM Position Profile for posting, and to decide how many candidates the council would like the committee to forward to them.

**Motion:** Eva moved to go into executive session to discuss labor relations, personnel issues and possible litigation. Ashley seconded.

**Vote:** Eva voted yes; Erich voted yes; Jeff voted yes; Lauren voted yes; Dvora voted yes; Catherine voted yes; Ashley voted yes. Motion passed.

Executive session began at 6:44pm and ended at 7:37pm.

**Motion:** Eva moved to revise the GM Search Committee charter to have the membership consist of the five active members. Jeff seconded.

Rick expressed concern that five people is not an adequate number to represent such a large stakeholder base and advocated revising the charter entirely to be much more specific about how the committee operates to identify criteria for selection and which candidates are optimal.

Erich said he supports finding other community members who would like to participate.

Jeff pointed out that nine committee members do not represent a membership base of 10,000 any better than five do, and if the committee is repopulated they will spend a lot of time going backward educating the new members before the process can move forward.

**Vote:** Eva voted yes; Erich voted no; Jeff voted yes; Lauren voted yes; Dvora voted no; Catherine had left the meeting (absent); Ashley voted yes. Motion passed.

Discussion about the desired number of candidates the council would like the committee to forward to them.

Jeff expressed a preference for language that says “no fewer than three candidates” as opposed to “no more than three candidates.”

**Motion:** Eva moved to revise the GM Search Committee charter to say that the committee will recommend no more than three candidates concurrently for consideration by the council, and the committee is to continue its work finding candidates to recommend until the council is ready to receive more candidates or instructs the committee to stop. Ashley seconded.

**Vote:** Eva voted yes; Erich voted yes; Jeff voted no; Lauren voted yes; Dvora voted yes; Ashley voted yes. Motion passed.

Break (8:04 – 8:09pm)

Mary recused herself for the discussion of the GM Position Profile.

**Motion:** Eva moved to approve the General Manager Position Profile and Dvora seconded.

**Vote:** Eva voted yes; Erich voted no; Jeff voted yes; Lauren voted yes; Dvora voted no; Ashley voted yes. Motion passed.

Carl asked if there are any objections to publishing the aggregate results, by stakeholder group, of the General Manager Search Survey. No objections.

### **7. 2024 Committees (8:20pm)**

Eva announced that Catherine will join her on the Dinner and Discussion Committee (currently ad hoc), which will eventually expand into a Member Outreach Committee. She also reported that Catherine is going to wait until the new GM is hired to restart the Sustainability Committee.

Jeff suggested that the council needs more time as a group to focus on their vision of committee work. He said he prefers to take this up at a special meeting. Carl noted the importance of moving quickly to restart committee work and that the membership expects this from the council as part of information sharing and participation in the process. Dvora agreed with Jeff that the council needs time to look at the vision and derive the committees from that.

**Motion:** Ashley moved to keep the committee structure as is and allow the committees to revise as necessary. Eva seconded.

**Vote:** Ashley voted yes; Dvora voted no; Lauren voted yes; Jeff voted yes; Erich voted yes; Eva voted yes. Motion passed.

### **8. Meeting Evaluation (8:32pm)**

Comments were contributed by Jeff and Eva.

### **9. Wrap Up: Action items, Calendar, Future Agenda Items (8:33pm)**

<b>Action</b>	<b>Who</b>	<b>Notes</b>
Confirm February comments Dvora raised	Dvora	
Look up info about investments in coops, mentioned but not included in March monitoring report	Mary	In progress
Look into coverage of employment practices liability insurance	Mary	In progress
Next Executive Committee meeting is on 3/26/24	Exec. Comm	

**10. Council or Cooperative Community Comments (8:35pm)**

Comments were contributed by Laurie.

**Motion:** Eva moved to adjourn and Dvora seconded.

**Vote:** By show of hands. Motion passed.

**Adjourned at 8:38pm.**