



## APPROVED

### Council meeting minutes, April 9<sup>th</sup>, 2024

#### Present:

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

Staff Rep.: Rick Pereira

Staff: Mary Mullally, Alison Goyette, Annie Coughlin, Jess Knapp, Justin Stender, Rowan Sherwood

Guests: Andy Robinson, Carrie (remote, did not provide last name), Charlie Cogbill, Eric (remote, did not provide last name), Erik Nielsen, Holly Fowler, Jan Waterman, Ken Russell, Kristi Smith, Laurie Veatch, Neville Berle

**Facilitator:** Carl Etnier

**Note taker:** Alison Goyette

#### 1. Welcome: Meeting Ground Rules, Agenda Review (5:33pm)

Council members shared :30-second recaps of their eclipse experiences.

Dvora said she would like to add to the agenda a vote to decide whether the Staff Rep. Report should be included in the council packet. Carl said this can be considered later in the meeting if time permits.

**Motion:** Erich moved to combine the two five-minute time slots for community comments scheduled at the beginning and end of the meeting into one ten-minute time slot at the beginning of the meeting and no time at the end. Elizabeth seconded.

**Motion:** Eva moved to table the discussion about community comments until later in the meeting. Catherine seconded.

**Vote:** Eva voted yes; Erich voted no; Jeff abstained; Lauren voted yes; Elizabeth voted no; Dvora voted no; Catherine voted yes; Ashley voted yes. Motion to table the discussion passed.

**Motion:** Elizabeth moved to hear a petition from members to the council and vote on whether to take action on the petition. Dvora seconded.

Ashley pointed out that the petition was not included in the council packet materials, and therefore members have not had a chance to familiarize themselves with it. Furthermore, council members who are attending remotely cannot see the petition itself. Laurie offered to email the petition to the council's remote attendees.

**Vote:** Eva voted no; Erich voted yes; Jeff abstained; Lauren voted no; Elizabeth voted yes; Dvora voted yes; Catherine voted no; Ashley voted no. Motion did not pass.

## **2. Cooperative Community Comments (5:49pm)**

Comments were contributed by Laurie, Annie (who read the above-mentioned petition), Jan, Holly and Neville.

## **3. Consent Agenda: Minutes 3/7/24, Equity Refund Requests (5:58pm)**

Carl noted that the minutes from the March 12<sup>th</sup> meeting were not ready at the time the packet was assembled and they will be put forth for approval at a later date.

Elizabeth wanted to know why there was no roll call recorded on the Monitoring Report votes. Carl said Erich will look into that and report back. Dvora wanted more information about Rick's stated desire to make a motion regarding the warning of council meetings. Carl said Erich will look into providing more specificity.

**Motion:** Eva moved to authorize the equity refund requests. Dvora seconded.

Elizabeth wanted to know why the box in the report for March refunds is blank. Mary said it is because there were no equity refund requests for March.

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

## **4. Review and Approve Ground Rules (6:03pm)**

**Motion:** Eva moved to accept the revised ground rules. Catherine seconded.

Discussion of the proposed changes.

**Motion:** Eva moved to amend the existing motion to say the council will accept only the proposed revision under Council Ground Rules, which codifies that council meetings are conducted orally and council members will not use the Zoom chat function to communicate with each other or the public at large during council meetings. Catherine seconded.

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

Ashley called a point of order and noted that in Robert's Rules of Order it is permissible for the maker of the original motion to amend the motion on the floor without a vote from the entire body as long as the amendment is seconded. Carl said that for expediency, they can adopt this going forward.

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

**Motion:** Eva moved to revert the time for cooperative community comments from ten minutes at the beginning and end of each meeting to five minutes at the beginning and end of each meeting. Catherine seconded.

**Amendment:** Eva and Catherine accepted a friendly amendment from Dvora to change the existing motion from "five minutes at the beginning and end of each meeting" to "ten minutes at the beginning of each meeting and zero time at the end."

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

**Motion:** Eva moved to give the chair discretion to call on members who haven't been heard from recently at previous council meetings even if they are not the first to raise their hands. Jeff seconded.

Erich and Elizabeth expressed concern that this would give too much power to the chair and leave the process vulnerable to bias and partiality. During previous discussion, Lauren had also voiced reservations because allowing discretion puts pressure on the chair to avoid accusations of bias, and also could inadvertently penalize members who contribute regularly. Carl said the goal is to recognize a diversity of voices, including those who might not be proficient with technology (a member who has not spoken in a long time and would like to speak but does not know how to raise their hand on the device they're using, for example).

**Vote:** Eva voted yes; Erich voted no; Jeff voted yes; Lauren voted no; Elizabeth voted no; Dvora voted no; Catherine voted yes; Ashley voted no. Motion did not pass.

Lauren suggested that perhaps the executive committee could come up with language that would enable the council to extend the time for community comments when situations arise at the Co-op that lead to a spike in community interest. This way everyone who wants to speak would have a better chance of being heard regardless of the order in which they are called.

## **5. Shopper Survey Presentation (6:36pm)**

Rowan presented the results of the 2024 Annual Shopper Survey, which wrapped up on March 17<sup>th</sup>. This year there were 1,139 responses, 90% of which came from member-owners, which constitutes approximately 10% of the membership at large. Overall the Co-op appears to be meeting shoppers' needs very well. Customer service scores have been fairly consistent year-to-year, with an overall average this year of 4.5 out of 5. The survey also asked customers to assess how well the Co-op has accomplished elements of its mission that extend beyond the realm of merely selling groceries,

and after the tumult and transition over the past year it was not surprising to see these scores come in a bit lower this year.

Survey results are given to all department managers so the feedback and information can be incorporated into next year's business planning. Results are shared with staff at all-staff meetings.

## **6. Monitoring Report: L1 Treatment of Customers & L3 Treatment of Members (6:55pm)**

Mary reported full compliance with the policies. For this meeting, rather than use the decision tree to complete monitoring, the council submitted questions ahead of time for Mary to answer.

Carl asked if the report should specify for each customer safety incident whether there was any negligence on the part of the Co-op. Mary said she can note that in the future and none of the incidents in this report were due to Co-op negligence.

Dvora asked where she can find the educational materials the Co-op claims to provide to members. Jess told her that blog posts are provided on the website under "News" and there are also links at the bottom of the home page to the Co-op's social media pages and a sign-up to receive the eNews. Dvora also noted that she did not receive any information about rain checks and bulk ordering when she became a member.

Eva asked how it benefits the community as a whole when members make a financial investment in the form of equity and engage in the democratic process of running a co-op. Mary said that understanding the underpinnings of membership and all of its benefits and responsibilities fosters deeper and more committed support from members when they realize they are true stakeholders. This helps the business stay healthy and remain under democratic control, which is good for the community that supports it and the local economy that benefits from the existence of a healthy co-op to do business with. Eva also asked how having a monitoring report for this data helps the council govern well. Mary said that for this and all monitoring reports, it helps the council to determine whether the Co-op is achieving its goals and prompts the council to review and evaluate the policies for possible changes to make future improvements.

Elizabeth asked about black mold that was found in the kitchen and dish pit. Mary said there is no black mold in the HVAC system but it was discovered in the managers' office in the kitchen. An air filter was put into place and the wall in question is scheduled to be removed and rebuilt on May 8<sup>th</sup>. Elizabeth also asked about a customer who fell in the store and sustained four bone breaks as a result, noting that the passageway where she fell was determined to be too narrow. Displays were subsequently relocated to widen the area, but they have gradually been creeping back into place. Mary said this is not accurate and display placement has no connection with the incident in question.

Dvora asked if there is an option for member labor. Mary said not currently.

**Motion:** Erich moved to accept the monitoring report. Eva seconded.

**Vote:** Ashley was absent for this vote; Catherine voted yes; Dvora voted yes; Elizabeth voted no; Lauren voted yes; Jeff voted yes; Erich voted yes; Eva voted yes. Motion passed.

## **Break (7:09pm)**

### **7. Resolution for Check Signing (7:15pm)**

**Motion:** Eva moved to add Tim Johnson and Giles Brule as signatories to the Co-op's One-Write Checking account. Dvora seconded.

**Vote:** By hand. Motion passed unanimously (one council member absent).

### **8. GM Search Process for Council (executive session) (7:18pm)**

**Motion:** Eva moved to go into executive session. Ashley seconded.

**Vote:** By hand. Motion passed 6 – 1 (one council member absent).

Executive session began at 7:19pm and ended at 7:55pm.

### **9. Governance Budget (7:56pm)**

Jeff presented the budget. Of note is that the council training/development budget is down, mostly due to the fact that it hasn't been used much recently and given everything going on at the Co-op right now, training is not a critical priority. The Professional Services line is higher this year because a full-scale audit of the books was conducted.

Elizabeth wanted to know how much of the Professional Services line goes toward attorney fees and what the attorney is working on. Mary said that the allocation for attorney fees is a conservative estimate. The council has had a need for attorney support in the current year and this allocation should reasonably cover any continuing needs. Dvora asked to see a breakdown of the expense for council meetings.

### **10. Staff Rep. Report (8:06pm)**

Rick reported that there is an ongoing concern regarding staffing levels. The facilities manager position is really only partially filled at the moment, and Rick noted that the results of the most recent health inspection seem to reflect that. While the Co-op normally performs considerably higher than average in the Montpelier area, this last inspection saw us slide more into the "average" range. The front end and produce have also been experiencing staffing shortages that have made it difficult for them to do their work. Staff have also expressed concern about the ongoing lack of accessible facilitation at council meetings.

Discussion of the Staff Rep. Report including renewed calls to include it in the council packet and allow the entire council to vote on whether to do so. Carl said he has no problem with the entire council discussing the issue of including the Staff Rep. Report in the packet, and like every other topic the council discusses, he would ask that it be prepared thoughtfully ahead of time.

**11. Committee Forming Update (8:30pm)**

Eva offered assistance to individuals and to the committees if they need help signing up or crafting a charter. Elizabeth pointed out that none of the previous committees' reports are available online, only the charters. Eva said that these are new committees forming, and work done by previous committees is not relevant to the work ahead.

**12. Meeting Evaluation (8:38pm)**

Council members shared their impressions of how the meeting went and several mentioned that they preferred the new format for discussing and accepting the monitoring report. Lauren called on her fellow council members to be respectful of each other's time and to make a better effort to adhere to the time allotted for each agenda item. Elizabeth said she is being discriminated against.

**13. Wrap-Up: Action Items, Calendar, Future Agenda Items (8:43pm)**

Action	Who	Notes
Review 3/7 minutes to understand why roll call results were not included in the minutes.	Erich	
There was a question related to Rick regarding the 3/7 minutes raised by Dvora.	Erich	Erich and Dvora will follow up for clarity on the request
Look into why there was not zero requests indicated on the March equity report, rather than it being left blank.	Mary	
Show Dvora how to access blogs and subscribe for enews.	Mary	
Provide Dvora with a guide to member-ownership. Should this document include info on rain checks or bulk purchases?	Mary	

Request signatures from Erich and Carl for check signing resolution.	Mary	
Follow up on Dvora's discount	Mary	
Look into policy for Elizabeth's council discount	Mary	
Request for detailed breakdown of line items for council governance budget	Mary	
Concern that online applications are not being reviewed.	Mary	
Request for reports from previous committees	Eva?	
Prepare 3/12/24 meeting minutes	Erich	

#### **14. Cooperative Community Comments (8:47pm)**

Comments were contributed by Jan, Ken, and Erik (via a letter that was read aloud by Carl).

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

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

**Adjourned at 8:50pm.**