



Council Meeting Minutes

October 8, 2024

Present:

Council: Carl Etnier, Eva Schectman, Steven Farnham, Jeff Roberts, Lauren Antler, Dvora Jonas, Catherine Lowther, Ashley Muscarella, Tyler Strange

Staff: Giles Brule, Alison Goyette, Jess Knapp, Mary Mullally, Rowan Sherwood, Tim Wingate, Elly Wood

Guests: Amanda Sardonis, Julia Scheier

Facilitator: Elly Wood

Note taker: Alison Goyette

Minutes and audio recording of this meeting are available here. (Co-op Home>Membership>Council Meetings).

Time stamps are LINKs to the corresponding section of the audio recording. Click the TIME STAMP to hear that portion of the meeting.

1. Welcome: Meeting Ground Rules, Agenda Review (5:30PM/00:00:00)

Carl introduced Elly Wood, new/returning facilitator for regular council meetings for up to a six month trial period.

Carl introduced an additional agenda item to accept the resignation of Ashley Muscarella. There were no objections to the agenda change.

Dvora expressed a desire to respond to assertions that were made at the previous council meeting regarding her compliance with the council's One Voice policy, and moved to amend the agenda to insert an item for said response. Steven seconded.

Ayes: 5, Nays: 1, Not yet present: 2. The motion passed.

2. Cooperative Community Comments (5:37PM/00:06:50)

None.

3. Consent Agenda: Minutes, Equity Refund Requests (5:38PM/00:07:58)

Eva moved to accept the consent agenda. Steven seconded.

Ayes: 7, Nays: 0, Abstained: 1. The motion passed.

4. HMCC Fund Committee Grant Recommendations (5:43PM/00:12:42)

Steven moved to accept the recommendations of the HMCCF Committee. Eva seconded.

Julia reported that the Fund received unprecedented funding this year, yet the committee reviewed applications with the same scrutiny as in previous years. Because some of the applications were not strong and/or did not align with the Fund's priorities, the committee decided to reserve a portion of this year's proceeds for applicants in future potentially leaner years. The committee asked the council to approve

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≈\$13K in grants, to support eight different projects.

Dvora asked how much control/access the Co-op will have over the remaining balance. If it is reinvested in Twin Pines, the Co-op will have access to only the interest, whereas if a new account is opened, the Co-op may enjoy more flexibility with its use. Julia expressed she would like to consult with Co-op staff and reply with an update/recommendation.

Ayes: 8, Nays: 0, Abstained: 0. The motion to accept the recommendations of the HMCCF Committee passed unanimously.

Additional Agenda Item: Resignation of council member (5:50PM/00:19:53)

Ashley Muscarella has submitted her resignation from the council, effective November 6th. Her seat will be included on the 2024 ballot.

Steven moved to accept Ashley's resignation effective November 6, 2024. Dvora seconded.

Ayes: 7, Nays: 0, Abstained: 1. The motion passed.

5. Ends Report Discussion & Approval

Eva moved to accept the Ends Report. Dvora seconded.

There was a 10% increase in participation in our Co-op Cares program in FY24, Mary reported, indicating increased accessibility to healthy foods in the community. The Co-op also brought in 61 new local vendors.

Interest income and better-than-expected margin in refrigerated, bakery, produce and food services contributed the most to the Co-op's 2.3% net income increase. A lack of staffing capacity in November and December last year, which precluded participating in Neighbours Helping Neighbours resulted in a drop in donations and sponsorships. The Co-op *will* be participating this year.

Mary clarified that local "fresh products" (page 20 of the packet) refers to perishables, cheese, meat & fish and prepared foods. One of the questions

submitted to Mary was whether prepared foods should be included with local sales; Mary responded that historically they have been included because of the value added by Co-op staff. Dvora suggested that the olive bar should perhaps be separated from the rest of prepared foods since there is no locally added value there.

Mary indicated there was an increase in propane and electrical usage during FY24. The increase in electrical consumption resulted from extensive cloud cover, which interfered with electricity generation by the solar arrays, and also because the Co-op's transition of major kitchen equipment from gas to electric. Despite this, propane usage also increased because of increased production.

Steven noted that page 30 of the packet shows a precipitous drop in liabilities. Tim explained that the Liabilities:Equity ratio decreased because of retired debt.

Jeff praised the report noting it would be beneficial to provide year-to-year comparisons to evaluate trends in member satisfaction (packet page 10). He asked how the Co-op can better articulate the causes for the data and identify assumptions made in its interpretation.

Mary addressed a request to elaborate on the Assets:Liabilities ratio (currently 3:6), explaining it is the liquidity ratio that indicates the Co-op's ability to meet short-term obligations, and provides liquid assets for investment opportunities. The Debt:Equity ratio indicates the Co-op's ability to leverage its equity for long-term investments.

Steven noted the slight drop in sales of products made by other co-ops, and asked if this is matched by other cooperative groceries in the region. Mary will research.

Eva expressed appreciation for the effort to produce the report, including all contributions at every level that led to the Co-op's success.

Carl stated the Ends Policies are the most fundamental and highest level of the Co-op's policy goals.

Steven asked what the Co-op does with the equity generated when there is a banner year for new member sign-ups. Tim said it is included in the Co-op's general equity, and is spent on such as this past year's front end renovation.

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Ayes: 8, Nays: 0, Abstained: 0. The motion to accept the Ends Report passed unanimously.

6. Patronage Refund Recommendation & Equity Amount (6:12PM/00:42:31) 

Steven moved that the council approve a maximum patronage refund for FY24, with 65% distributed to members as a credit at the register and 35% retained and allocated to the members in the Retained Patronage account under Member Equity. Eva seconded.

Ayes: 8, Nays: 0, Abstained: 0. The motion passed unanimously.

Eva moved to approve maintaining the member paid-in equity at \$180.00. Jeff seconded.

Ayes: 8, Nays: 0, Abstained: 0. The motion to passed unanimously.

Break began at 6:21PM and ended at 6:31PM

7. Renewal of Cooperative Board Leadership Development contract (6:31PM/00:51:47) 

Eva moved to renew the contract. Jeff seconded.

Carl explained that while board members do not need to know how to run a grocery store, they do need to know how to oversee and evaluate the performance of the GM (who *is* supposed to know). A degree of financial literacy is also required. Mary added that Columinate has been helpful with governance and retreat planning, indicating the Council needs this guidance, which Columinate provides along with other training.

Dvora asked if the Co-op needs to renew at the same service level, if there are any less-expensive options, and if it is possible for the Co-op to choose the Columinate consultant. Eva offered that the current level of support is right for the council's needs. Eva stated that the process for choosing consultants is not simple, and requires time to develop a relationship with that person, adding that institutional memory is valuable.

Steven asked if the Co-op has sought any other organisation that offers similar services to Columinate, indicating it is important to do due diligence especially considering the pushback the Co-op has received related to Columinate.

Tyler pointed out that a significant portion of the Council seats will be occupied by new members next year, who can really benefit from the support, training and expertise Columinate provides, affirming there is value in continuity.

Jeff agreed with Steven that it is the council's responsibility to do due diligence to ensure the council receives value for the money.

Ayes: 8, Nays: 0, Abstained: 0. The motion to renew the Columinate contract passed unanimously.

8. Annual Meeting Update (6:49PM/01:09:55) 

Rowan announced that the Annual Meeting will take place on Thursday, November 7 at Alumnx Hall on the New School campus in Montpelier. Bonnie Hudspeth will facilitate. The Co-op's food services department will provide dinner, and *25 Strings*, a group of long-time Co-op members who also played at the 50th Anniversary celebration will provide musical entertainment. Carl and Mary will provide a keynote about the Co-op's past and future, followed by Q & A. This event may be attended in-person or on Zoom.

A Council Candidate Forum will be held October 25 at the Montpelier Senior Activity Center, facilitated by former Council President Scott Hess. This event is in-person only.

9. Ballot Committee (6:59PM/01:19:21) 

Owing to need for more editing, Carl recommended the council not vote on the Ballot Committee charter at this meeting, suggesting instead, the council take it up at the special meeting on 10/22 if quorum is reached.

Steven moved to accept the revised 2024 Co-op Voting Policies and Procedures as presented in the packet, excepting (in Section IV): The parenthetical comment about the Council President should be stricken. Eva seconded.

Ayes: 8, Nays: 0, Abstained: 0. The motion passed unanimously.

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10. Sustainability & Resilience Charter


(7:11PM/01:31:25) 

Catherine moved to approve the charter with the changes that were made by Steven and emailed to council members. Eva seconded.

Ayes: 8, Nays: 0, Abstained: 0. The motion passed unanimously.

Tyler moved to appoint Amanda Sardonis to the Sustainability & Resilience Committee and to appoint Catherine Lowther as committee chair. Dvora seconded.

Ayes: 8, Nays: 0, Abstained: 0. The motion passed unanimously.

Additional Agenda Item: Request by Dvora to respond to assertions related to One Voice policy **(7:18PM/01:39:06)** 

Dvora related being informed at the previous meeting that she was out of compliance with the One Voice policy. She explained that information about the GM candidates and the meet & greets was not available for people who do not have a computer - her defence for posting flyers. Dvora also explained she considers it her fiduciary duty to inquire about the candidates, which is why she spoke with friends of friends of people who had worked under said candidates' supervision. Asserting this did not interfere with the council's interaction with the General Manager, she advanced this does not constitute a violation of One Voice.

Carl explained the importance of communication and coordination when circulating messaging; while the message on the flyers was indeed one that was good to distribute, it is essential that all council members act in coordination with leadership when communicating with the membership at large. Carl reminded Dvora that her contacting former employees and employers of the candidates hampered the council's coordinated effort to speak with those people through the proper channels, and in some cases, not being able to speak with them at all because, assuming Dvora to be an approved liaison, they did not wish to speak with multiple people claiming to represent the Co-op in an employment search.

Jeff requested this discussion be tabled until the council holism discussion at the October 22 special meeting.

11. Wrap-up: Action Items, Calendar, Future

Agenda Items **(7:28PM/01:49:01)** 

Action	Who	Note
Share Council appreciation for contributions to Ends report.	Mary	Done
Incorporate Ends report feedback into content for next year's Ends report.	Mary	
Look into cooperative products % of sales at other VT co-ops.	Mary	
Renew CBLD contract	Mary	Done
Update Sustainability and Resilience Committee charter	Committee	
Update Voting Policies and Procedures	Carl/Eva	
Revisit Ballot Committee charter	Eva, Carl, Steven	
Fill out Council survey By Sunday 10/13	Council	

There is a special council meeting scheduled for Tuesday, October 22, 2024 at 5:30PM to discuss council holism.

The Council Candidate Forum is on Friday, October 25, 2024 at 6:00PM at the Montpelier Senior Activity Center.

The Annual Meeting is Thursday, November 7, 2024 at 5:00PM at Alumnx Hall in Montpelier

The next regular council meeting will be held on Tuesday, November 12, 2024 at 5:30PM.

Steven moved to adjourn. Eva seconded.

By show of hands: Motion Passed.

Adjourned at 7:35PM.