



Council Meeting Minutes

February 11, 2025

Present:

Council: Carl Etnier, Jeff Roberts, Steven Farnham, Dvora Jonas, Lauren Antler, Giles Brule, Nona Estrin, T. Gram (≈6:00PM), Catherine Lowther


Staff: Mary Mullally, Sonia Carrasco, Alison Goyette, Jess Knapp, Leo Ormiston, Rowan Sherwood, Elly Wood, Tom Wright

Guests: Laurie Veatch

Facilitator: Elly Wood

Note taker: Alison Goyette

[Meeting Minutes and Meeting Audio Available Here.](#)

 Time stamps link directly to related section of the audio recording. Click to listen.

1. Welcome: Agenda Review (5:30PM/00:00:00) 

Carl requested the addition of a ten-minute executive session to discuss a contract. There were no objections.

2. Cooperative Community Comments (5:31PM/00:02:02) 

None. Rowan reminded council of an opportunity to engage members on an upcoming Member Appreciation Day, noting the need for help Saturday, February 15, at the table in the center of the store from 10:00AM – 4:00PM; only one council member has committed thus far.

3. Consent Agenda: Minutes, Equity Refund Requests (5:34PM/00:04:43) 

Mary thanked Dvora for finding information in the equity report that required an update, noting the version to be voted includes that revision.

Jeff moved to approve the consent agenda. Steven seconded.

Ayes 7, Nays 0, Abstentions 0. The motion passed unanimously.

4. Annual Renewal of Line of Credit (5:36PM/00:07:04) 

Mary stated the line of credit is renewed annually, and explained one change: “Finance Manager” replaced “Chief Financial Officer,” to align with the Co-op’s title for this position.

Jeff moved to approve the document with the continuation of the line of credit and authorise the Council President and Council Secretary to sign it. Carl seconded.

Steven raised concern over wording that does not make sense.

Carl moved to amend the document to clarify the language. Steven seconded.

Ayes 7, Nays 0, Abstentions 0. The motion to amend the document passed unanimously.

Dvora expressed concern that, as worded, there are six individuals (Mary, Tom, and the four

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council officers) authorised to access the line of credit, and two signatures should be required instead of just one.

Mary and Tom clarified that the motion authorises the council officers to sign the necessary document related to the line of credit but, only the General Manager and the Finance Manager may draw on it.

Jeff inquired why the secretary is the second officer to sign the document instead of the treasurer. Carl agreed the document needed revision and suggested he and Mary revise it.

Carl moved for the council to authorise a continuation of the \$500,000 line of credit (LOC) for a year and authorise the general manager and the president to revise the LOC authorisation document with the intent that only the GM and finance manager are authorised to draw on the LOC, and for the council to authorise all appropriate officers to sign the LOC document. Jeff seconded.

Ayes 7, Nays 0, Abstentions 0. The motion passed unanimously.

The original motion was not voted - this will be resolved at March meeting.

5. Monitoring Report: L4 Employee Compensation (5:52PM/00:21:52)

Mary reported Co-op employee compensation, compared with other co-ops, has been in the top quartile for eight years. Between \$0.26 and \$0.27 of every sales dollar is spent on employee compensation; other co-ops report \$0.22 - \$0.24.

Mary announced a noncompliance: L4.1 requires compensation and benefits to be externally equitable, i.e., all employees who have worked more than 6 months be paid a livable wage as defined by the Joint Fiscal Office. The 2024 Livable Wage was \$17.68 per hour; only 79% of employees who had worked for at least six months were earning a wage above \$17.68, and only 72% of employees storewide.

Mary explained that a wage-to-wage comparison to the VLW does not present an entirely accurate portrayal of the Co-op's total compensation package. The Co-op pays 100% of full-time employee medical insurance as opposed to 80% assumed in the VLW calculator. The cash value of this benefit amounts to about \$5.00 per hour. The Co-op provides a yearly Health Reimbursement Account that pays \$1,500.00 toward each insured employee's medical deductible. Plus there is the gain share, which last year amounted to an additional \$1.17 per hour.

The current employee union contract was negotiated in 2022 to cover the years 2022-2025. This contract was already in place when the JFO released new figures for the VLW for 2024, which increased \$2.00 per hour over the previous year, out of line with past trends. The next union contract will be negotiated this year. The Co-op has commissioned a job/wage study to compare with other Vermont businesses.

Mary added when insurance and gain share are considered, the co-op's hours wage is at least \$22.17, well above the VLW benchmark of \$17.68. (\$16.00/hr minimum Co-op starting wage + \$5.00/hr insurance differential + \$1.17/hr gain share = \$22.17/hr.)

Jeff moved to accept the monitoring report. Nona seconded.

Dvora indicated that the Washington County Living Wage for a single adult with no children is \$22.38 and she thinks the Co-op can match it. She asked if the Co-op is going to raise wages before contract negotiations in order to be in compliance. Mary said no. Dvora said she hopes the Co-op will incorporate inflation into the next contract negotiations because it is not OK to not be in compliance. Mary noted that \$22.38 is the *Washington County* Living Wage, different from the *Vermont* livable wage.

Carl asked if Mary would like the council to consider a different definition for this policy if the VLW is not ideal. Mary said it would be good to more accurately present the entirety of the employee compensation.

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Giles observed it seems odd to require wage minimums from the General Manager given there are two parties negotiating compensation. If the union decided to forgo a wage minimum in favor of other compensation, this policy precludes the GM from allowing it.

The JFO released the \$17.68 figure in January. Mary commented if this policy had been on the monitoring schedule one month earlier, she would have been able to report compliance.

Steven asked if contract terms could be linked to the JFO, and automatically adjust. He suggested a policy revision to consider all forms of compensation when monitoring compliance. He also requested fellow council members to circulate council meeting material with reasonable lead time to read before meeting.

T. said it is important to monitor the cost of living and would like to know how inflation values are calculated. He suggested investing in employee housing could help employees with their biggest expense, and reduce emissions.

Dvora stated fewer than half of employees are full-time, and asked if council members may monitor union contract negotiations. Mary did not remember council members being invited in the past but staff may attend. Steven stated council members have attended as observers only. As a representative of the membership, Dvora said she would like to attend, adding that to effectively recruit, employee wages must be competitive without considering benefits that less than half of employees receive.

Ayes 8, Nays 0, Abstentions 0. The motion passed unanimously.

6. Hunger Mountain Co-op Community Fund: Patronage refund, membership, chair (6:23PM/00:53:07)

Rowan requested that the council authorize all uncashed patronage refunds to be donated to the Hunger Mountain Cooperative Community Fund.

Jeff moved to allocate uncashed Fiscal Year 2025 patronage refunds to the

Hunger Mountain Cooperative Community Fund. Nona seconded.

The year should be 2024, not 2025 - this will be resolved at March meeting.

Steven requested the definition of “uncashed refund.” Rowan said that the motion pertains only to patronage accrued from June 2023 to July 2024 – past uncashed refunds have already been allocated to the HMCCF. Rowan further clarified that members have 90 days from the date on the mailing (dated March 3rd and due to be mailed on that date or earlier) to use their patronage refund. Knowing that mail delivery is spotty in some areas, the Co-op will notify members that the patronage refund is active via eNews, in-store signage, and cashier prompts at the register.

T. asked if it’s possible to deliver patronage checks via UPS or FedEx..

Giles said it is important to approve this motion so the Co-op can meet the mailing deadline. He added that there isn’t time to change the means of delivery and meet the bylaw requirement.

Dvora said that she has served on the HMCCF Committee and she can attest that the funds are given to really good organizations.

Ayes 8, Nays 0, Abstentions 0. The motion passed unanimously.

Carl said the council is not ready to discuss membership and chair of the HMCCF committee.

7. Dinner and Discussion Planning (6:30PM/01:01:28)

Carl said this may be a topic for the retreat, but wants to brainstorm on a theme for the Dinner and Discussion.

Catherine would like to focus on reducing the Co-op’s climate impact. Nona agreed, requesting emphasis on plastics reduction.

Giles suggested polling the community about their needs and tie that into the Co-op’s vision.

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Steven suggested inviting an inspiring keynote on what the co-op can do about global warming. Catherine offered to invite Bill McKibben.

Nona suggested a focus on bulk exploring why packaged goods are often cheaper.

8. Council Retreat Planning (6:38PM/01:08:02)

Steven moved to enter executive session top discuss a contract. Jeff seconded.

Ayes 8, Nays 0, Abstentions 0. The motion passed unanimously.

Break - 6:39PM - 6:49PM.

Executive Session 6:49PM - 7:31PM.

Carl moved to Hire Nathan Suter as retreat facilitator and authorise the Executive Committee, GM, and Nathan to plan the retreat. Jeff seconded.

Ayes 7, Nays 0, Abstentions 1. The motion passed.

After discussing individual availability and preferences, the council scheduled its retreat February 24, 2025.

9. Council Calendar (7:41PM/01:20:34)

Given Annual Meeting is scheduled in September, Council discussed whether to skip July or August meeting for the Summer Break.

Given a shorter council calendar year, Giles suggested forgoing a break. Some expressed no preference; others preferred August.

Further discussion was postponed.

10. Council Voting procedures (7:46PM/01:25:32)

Dvora would like to stop roll call voting in meetings, opting instead for hand-raising.

Dvora moved to vote by hand with the facilitator announcing the totals for ayes, nays, and abstentions. Nona seconded.

Ayes 7, Nays 0, Abstentions 1. The motion passed.

11. Wrap-Up: Action Items, Calendar, Future Agenda Items (7:52PM/01:30:33)



| Action | Who | Notes |
|---|---------------|------------------------|
| Determine final LOC language | Carl | |
| Research process for changing internal definition in L4.1 monitoring report | Mary | |
| Launch council committees | Carl | |
| Inquire of CR about August Break | Mary | |
| Council retreat 2/24 | Council | |
| Set date for next Co-op Connects | Carl/ Mary | Scheduled 3/10 10am |
| EC meeting 2/20 | EC | Done |

The Executive Committee will meet February 20 to plan the March agenda and may meet another time to plan the February 24 retreat.

Jeff moved to adjourn. Dvora seconded.

Motion passed by voice vote.

Adjourned at 7:55PM.