



**Council Meeting Minutes
March 11, 2025**

Present:

Council: Carl Etnier, Jeff Roberts, Steven Farnham, Dvora Jonas, Giles Brule, Nona Estrin, T. Gram, Catherine Lowther

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

Absent: Lauren Antler

Facilitator: Elly Wood

Note taker: Alison Goyette

Meeting minutes and audio are available at <https://hungermountain.coop/meeting-info/> (Co-op Home > Membership > Council Meetings).

 **Click time stamps to jump directly to named section of the audio.**

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

Shopper Survey results (Item #7 on the agenda) will be postponed until the April meeting.

Add approval of the Council Development Committee charter, 5 minutes.

Add 10 minutes to discuss the possibility of scheduling two Council meetings per month.

Revise the consent agenda: change the incorrect fiscal year voted on at the last council meeting from FY25 to FY24 for the donation of uncashed patronage refunds.

Add a discussion and vote on minor changes to the February minutes.

Carl moved to remove Shopper Survey results from the March agenda (to be taken up in April), to add approval of the Council Development Committee charter (5 minutes), to add time to discuss scheduling a second monthly meeting for the council (10 minutes), to add to the consent agenda to strike

the February 11th, 2025 vote to allocate uncashed FY25 patronage refunds and instead allocate uncashed FY24 patronage refunds to the Hunger Mountain Cooperative Community Fund, and to remove the approval of the February minutes from the consent agenda so they may be considered as an additional agenda item. Jeff seconded.

Ayes: 6, Nays: 0, Abstentions: 0 (T. Gram had not yet joined the meeting). The motion passed unanimously.

Dvora suggested that the council add 5 minutes to the agenda to ask Mary to clarify the Co-op's policy for how to respond in the event that Immigration and Customs Enforcement (ICE) officials enter the store to interrogate or apprehend customers or staff.

Dvora moved to add 5 minutes to the agenda to discuss ICE interaction policies. Jeff seconded.

Ayes: 6, Nays: 0, Abstentions: 0. The motion passed unanimously.

2. Cooperative Community Comments (5:39PM/00:08:15) 


No community comments were offered.

Additional Agenda Item: Minutes from 2/11/25 (5:39PM/00:08:56) 

Steven and Carl pointed out some cosmetic changes, minor typo corrections and language revisions they would like to make to the draft minutes.

Steven moved to approve the minutes with the proposed changes. Dvora seconded.

Ayes: 6, Nays: 0, Abstentions: 0. The motion passed unanimously.

3. Consent Agenda: Equity Refund Requests, Ratifying LOC letter, Revising 2/11/25 vote on uncashed patronage refunds (5:45PM/00:14:01) 

Jeff moved to approve the consent agenda. Giles seconded.

Ayes: 6, Nays: 0, Abstentions: 0. The motion passed unanimously.

4. Financial Report (5:45PM/15:30:00) 

Tom presented the Q2 financial report. The balance sheet (moment in time, financial vital signs) showed a steady performance as of December 29, 2024 from quarter-to-quarter. Cash and cash equivalence increased by about \$300K during that period, mostly due to sales. Total assets of \$12.49 million. Liabilities increased by about \$200K due to gain share and payroll accruals.

Total liabilities were about \$3.6 million. Current ratio (assets:liabilities) is 3.16, same as last quarter, well above industry average.

Mary presented the income statement. The income statement covers Q2 (ending December 29, 2024). Net sales (gross sales minus discounts and returns) were just under \$8 million, a 7.4% increase over last year. Total gross margin was \$2.8 million or 35.3%. Employee compensation, occupancy and operating expenses are generally in alignment with the budget. Net income after solar is \$218K.

Jeff asked if Co-op management has any idea how proposed federal tariffs may affect the business. Mary and Giles said that the prices of peat and fertiliser may very well drive up produce costs at the register. Jeff suggested that the Co-op take the initiative to educate and warn customers that price increases may occur.

T. Gram joined the meeting, and pointed out that even the threat of tariffs can impact prices because of uncertainty in the market.

5. Monitoring Report: L5 Financial Condition & L7 Protection of Assets (6:08PM/00:37:08) 

Mary reported compliance. The Co-op performed better than the financial benchmarks, as indicated on page 15 of the packet. All assets are fully covered and in alignment with previous years and there have been no drastic changes in the last quarter.

Mary answered questions from council members.

Jeff moved to approve the monitoring report and Nona seconded.

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

6. Dinner and Discussion Dates
(6:20PM/00:49:49) 

Rowan asked the council to set a date and determine a program. At the time of this meeting, Montpelier Senior Activity Center was available on May 15 and 25. Council members discussed their individual availabilities.

Nona moved to hold Dinner and Discussion on May 15. Jeff seconded.

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

Rowan asked the council to plan a theme, a facilitator, and other needed support, and asked if the Community Engagement Committee could assist.

Additional Agenda Item: Charter for the Council Development Committee
(6:27PM/00:56:36) 

Giles reported that the charter for the Council Development Committee is ready to be voted and the committee is looking for two more non-council members to serve.

Steven suggested changes to the language in the charter.

Steven moved to approve the charter with the proposed language changes. Giles seconded.

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

Additional Agenda Item: Revisit Possibility of Scheduling Two Meetings per Month
(6:31PM/01:00:49)



Steven made a case to fellow council members that it would be a good idea to schedule two monthly council meetings because if a second meeting is not necessary it is far easier to cancel an

unneded meeting than it is to schedule and warn a new one.

Discussion.

Steven moved, beginning now, and until the end of the council year, there will be two Council meetings scheduled in every month that there currently is a regular meeting. These meetings are to be held on the second and fourth Tuesdays of the month, where the second meeting will be held only if necessary, and if not, the cancellation of said second monthly meeting will be announced at the first monthly meeting. Dvora seconded.

Ayes: 5, Nays: 0, Abstentions: 2. The motion passed.

Additional Agenda Item: What to do if ICE shows up at the store
(6:54PM/01:23:03) 

Elly announced that the Co-op sought legal counsel for a step-by-step procedure for interacting with ICE (Immigration and Customs Enforcement) agents if they appear on the property. ICE officials must stay in a public area – they are not allowed to go anywhere that the public is not permitted without a judicial warrant that has been presented to and verified by the Co-op. HR has already reached out to Co-op employees who were not born in the U.S. to let them know this is the procedure we will be following. Other staff is in the process of being trained.

Jeff asked who the Co-op has reached out to in law enforcement for advice and can we ask local and state Attorneys General to weigh in.

Elly said the Co-op has staff with a background in law enforcement and she has been networking with other HR professionals through SHRM.

Jeff also suggested we ask retired Vermont Supreme Court justices.

8. Council retreat debrief (7:02PM/01:31:05)

Carl moved to enter multiple executive sessions to discuss the negotiation of a contract, to discuss strategic goals & business plans, and to discuss labor relations/personnel issues. Giles seconded.

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

Break began at 7:03PM and ended at 7:13PM.

The Council entered executive session at 7:14PM.

Discussed:

Item #8 Council retreat debrief

Item #9 General Manager evaluation process

Item #10 Council roles & responsibilities in contract negotiations

Item#11 Facilitator contract

The Council exited executive session at 8:52PM.

Giles moved to appoint Elly Wood Council facilitator for a period of one year at an hourly rate of \$35.00. Steven seconded.

Ayes: 6, Nays: 0, Abstentions: 0 (Catherine left the meeting). The motion passed unanimously.

Dvora moved to appoint Jeff and Nona to the ad hoc General Manager Evaluation Committee and charge them with planning and executing an evaluation of the General Manager

using a process that closely resembles the one used in 2023. Jeff seconded.

Ayes: 5, Nays: 0, Abstentions: 1. The motion passed.

12. Wrap: Action Items, Calendar, Future Agenda Items (8:55PM/01:35:10)



Action	Who	Notes
Schedule D&D on May 15	Mary /CR	MSAC unavailable, seeking alternatives
D&D theme needed by 4/1		Engagement Committee
Community room for fourth Tuesdays	Mary	Done
State's Attorney: Best practices for an I.C.E. visit?	Mary /HR	In process

Carl asked the council if anyone would like to hold a second meeting on the fourth Tuesday in March. Hearing none, Carl announced that the second March meeting is cancelled.

Jeff moved to adjourn. Nona seconded.

By voice and hands; motion passed.

Adjourned at 8:57PM.