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Council Meeting
October 3, 2022

Present: Eva Schectman, Jen Porrier, Steven Farnham, Julia Scheier, RJ Adler, Lauren Antler, Catherine Lowther, Jeff Roberts, Andrew Sullivan.

Staff Representative: Nick Sivret

Staff: Kari Bradley, Tim Wingate, Jay Wisner, Elly Wood

Guests: Eric Jacobson, Claire Wheeler

Facilitator: Mark Simakaski

[Meeting Audio Here.](#)

I. Introduction

1. **Welcome: Agenda review, time allocation, meeting ground rules, guest policy review. 5:30PM (0:02:22)**

Eva welcomed everyone and read the ground rules. There were no changes to the agenda.

2. **Cooperative Community Comments 5:32PM (0:03:03)** Eric Jacobson offered compliments to the council, in particular for diversifying the co-op's energy sources. He will be available to speak to his nomination for the community award during that portion of the meeting.

II. Regular Business

3. **JEDI Education: Confronting whiteness, white privilege and white supremacy 5:34PM (0:04:13)** Eva introduced this evening's topic, and explained the process for discussion, encouraging council members to participate in the committee. The group entered breakout rooms to discuss the material. Mark facilitated sharing a word or phrase about the topic.

Julia: reparations. Nick: symbolic hierarchy. Lauren: caste system. Kari: more

questions than answers. Jay: we all carry so much privilege. Steven: would like to see study evolve to action. Eva: time spent on this work is time well spent. Jeff: impressed with the perspectives of his group members. Jen: inspired by insightful conversation. Catherine: awareness of privilege. Andrew: how we can delve more deeply so we can act. RJ: is on the beneficial end of all constructs. Elly: what can I/we do next?

Eva reiterated the call for council members to help join in crafting the November session.

4. **Consent agenda: minutes, equity refunds 6:00PM (0:30:15) RJ moved to accept. Steven seconded.**

Kari shared that there are 3 refund requests for \$240. Steven asked why we would ever reject a refund request. Kari said if there were a run on requests it could be financially damaging so approval retains a measure of control. **The motion passed unanimously.**

5. **2022 Ends Report 6:02PM (0:32:34)**

Kari explained that Ends is the most important report because it exhibits progress on both short and long-term goals. Overall, the co-op is financially and

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environmentally sound. Membership is steady. There are many reasons to be proud. There is a typo on page 19: *increase* in discounts of 12.9%, *not* decrease. This was a 53-week year. New this year is a notes section at the end. Between this and the business plans it is clear that staff take the ends seriously.

Mark asked for a round of what is exciting in the ends report.

Steven: 40% of total sales from local. Catherine: the environmental and sustainability part. Jen: local product sales went up 11.6% and 5% decrease in electricity usage. Julia: impressed with growth of HMCCF. RJ: pleased with growth in cooperative investments. Jeff: appreciates what we do with our community support. Nick: local sales are exciting. Lauren: local product increase. Andrew: sales growth was significant. Eva: happy that more folks are taking advantage of Co-op Cares and that we are doing so much to support the community.

Eva moved to accept the report. RJ seconded.

Discussion: Steven asked what the difference is between local sales vs purchased from Vermont vendors. Kari replied that local sales are retail value of products grown or significantly value-added here in Vermont. Purchases refers to the wholesale value of goods and services bought from VT-based vendors.

The ends report passed unanimously.

RJ added that sales growth after inflation is less than 1% and asked if Kari was worried about that and Kari responded in the affirmative. HMC is a mature store with extremely high market share in a market that is not growing. There are not obvious current options for more growth.

Andrew asked if sales increase not based on sales volume is less meaningful. Kari

agreed. Catherine is impressed with membership growth.

Break 6:17PM (0:47:47)

6. Patronage Refund Consideration 6:29PM (0:59:22)

Kari explained there was **no taxable income for 2022, and since taxable income is the basis for a patronage refund, the recommendation is not to distribute one this year. Eva moved to accept the proposal, Steven seconded.**

Discussion: Eva noted that she understands that retiring the solar tax credits was a good thing but wanted clarification on the other adjustments. Tim explained that we have accruals for gain share and PTO. There was more paid out on a tax basis than a book basis for those two things, so they were higher on a taxable income.

Julia asked for context as to how often it happens that we don't have a patronage refund. Does this mean the co-op is in trouble? Tim responded that taxable income has been decreasing for some time. Our growth is slowing, and expenses are increasing. Kari said that since 2010, we have consistently offered a refund.

Steven asked for clarity on the amount. Kari reiterated it would be zero. Steven asked why not this year when we didn't give it all out last year. Kari said last year we distributed only 20% because the income was primarily the result of federal COVID relief funds (not patronage) and we didn't want to set expectations too high for future years.

At this point, the meeting was interrupted by a hacker. The meeting resumed via an alternative platform, but the remainder was not recorded.

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Kari reiterated his answer to Steven's question.

Ayes 7, Nays 0, Abstentions 1. The motion to accept the patronage refund determination passed.

7. Hunger Mountain Cooperative Community Fund Grant Recommendations 6:43PM Claire Wheeler, chair of the HMCCF committee, joined the group to present the recommendations. After a brief history of the fund, she noted that there was both a record number of applications and amount of funds available. The committee's recommendation is that 14 of 27 applications be funded, totaling \$14,200. She described the scoring process and the priorities that guide the committee. A few highlights are two BIPOC farms, as well as projects representing a good mix of food access and distribution. A few are out of our standard geographical range, but the committee sees that as an opportunity to serve beyond our regular area. They wanted to fund more groups, so amounts are a little smaller.

Eva moved to accept the slate of recommendations. Steven seconded.

Discussion: Eva thanked the committee and requested an explanation for the discrepancy between funds available and funds dispensed. Claire noted the possibility of no patronage refund, which supports HMCCF, and the group wanted to set aside funds for next year.

Steven noted the caterpillar tunnel requested by one of the applicants appeared to be quite expensive compared to options found online. Claire thought there was probably more involved than just the tunnel and she would check and get back to him. Andrew asked for a list of those who were rejected. Claire said she would provide that.

RJ thought it would be good to include that in reports going forward.

The motion to accept the slate of recommendations passed unanimously.

8. Hunger Mountain Cooperative Community Award 7:00 PM

Eva summarised progress on the process to determine a winner. There are 5 nominees, and this is the most nominations ever. It's the first time the council has ranked their choices. The council took turns sharing their opinions and then voted.

It was moved and seconded to name Fox Market as the winner. Ayes 7, Nays 0, Abstentions 1. The council voted Fox Market the winner of the 2022 Hunger Mountain Cooperative Community Award.

9. Work In Progress committee report 7:11PM

Steven led the discussion by requesting a quick adjustment to the agenda in which he would make a request on behalf of bylaw committee.

The WIP committee met in September. He recapped this by stating the objectives of the committee around strategic thinking. He requested the council name deliverables desired from the committee. Does the council desire designated time in each meeting for strategic conversations.

Eva answered by saying she thinks it makes sense to start in December, with the new council year. She is open to suggestions as to how much time to devote to this. Is the council open to recommendations that could free up time for more strategic thinking?

Maybe the annual council retreat is a good place to start. She is excited about making time for strategic conversations.

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Lauren added that the committee discussed structuring the committee's work similar to JEDI's study/discuss model.

RJ wondered if the discussions are only ever food related. He thinks we could grow beyond that.

Steven summarized, and supported starting in December and modeling on the JEDI modus operandi. Julia added that it would be hard to add another chunk to already full meetings. Maybe shorten other aspects of the agenda. Would it replace equity work? She advocated for creative solutions.

Eva thanked Julia for her thoughts on sharing time.

The bylaws committee charter expires at the end of the month, and the committee is requesting a renewal wrap its work. **RJ moved to extend the Bylaws committee charter 6 months. Eva seconded. The motion to extend the Bylaw committee charter passed unanimously.**

10. Ballot committee formation 7:23PM
Eva nominated Andrew to chair the ballot committee. Andrew accepted. It's only one meeting. Eva asked for any new members on the committee. Andrew, Kari and Sue Zekas are already on it. The only requirement is that a council member is not running. Jen offered to be an alternate. **The council voted unanimously to support the slate of ballot committee.**

11. November meeting preview: JEDI reflection, council self-evaluation 7:27PM

Eva referred to the questions in the packet asking folks to reflect on the last year of JEDI education. She then asked the council to authorize the executive committee to review and adopt changes to the council self-evaluation survey. The council approved.

12. CBLD renewal 7:30PM

Eva shared that early renewal yields substantial savings. She encouraged the council to approve. She also talked about other Columinate opportunities for development.

Steven moved to renew participation in CBLD. RJ seconded.

Steven asked if this was our only or best option for development and how do we know that. Kari is not aware of any comparable opportunities that specialise in co-ops.

Jeff asked about the different tiers and where we are in the chart – basic, regular or complete. Kari said we opt for the regular package. Jeff clarified the price being annual. **The motion to renew passed unanimously.**

13. Closing 7:34PM

Kari listed Action Items.

Meeting Evaluation – Mark noted the smooth switch to new platform after the hack and thanked RJ.

RJ shared that his brother owns Scout digital, which was selected to redesign HMC's website. He clarified that he has not spoken with his brother about it. Eva thanked him for disclosing. Kari said that staff had not been aware of that connection. Jeff expressed concern over the optics of no patronage refund offering coinciding with council compensation rollout, and it would be advisable to get ahead of it. Kari will draft talking points. Eva contextualized the decision to compensate the council. It is not new, and agreed with Jeff's suggestion.

14. Council or Cooperative Community Comments 7:41PM

There were no comments.

15. RJ moved to enter executive session to discuss labor contract negotiations. Eva seconded. The

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motion passed unanimously.
7:41PM

16. Eva Moved to exit Executive Session. RJ Seconded. The motion passed unanimously. 7:46PM

17. RJ Moved to Adjourn. Eva Seconded. The motion passed unanimously. Meeting adjourned. 7:47PM

Action Items		
What	Who	✓
Patronage Refund Taking Points	Kari	
Update Guest Policy	Kari	
Include not selected HMCCF applicant information	Kari	
Notify grant recipients, and those not selected	Staff	
Provide plan to protect meetings from hackers	Kari	
Post committee charters on website	Kari	
Renew CBLD Program	Kari	