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Council Meeting Minutes
October 2, 2023

Present: Eva Schectman, Steven Farnham, Jeff Roberts, RJ Adler, Lauren Antler, Catherine Lowther, Ashley Muscarella

Absent: Jen Porrier

Staff Representative: Geneviève Cambron

Staff: Sonia Carrasco, Sarah Dahl, Wynston Estis, Elizabeth Jesdale, Stephani Kononan, Kendra Mills, Mary Mullally, Tim Wingate, Gabriella Zeichner

Guests: Mary Ceceilia, Carrie Cleveland, Kristian Connolly, Billy Donovan, Liv Dunton, Carl Etnier, Grace, Dvora Jonas, Stephanie Kaplan, Elizabeth Mathai, Ken Russell, Kristi Smith, Diane Stark, Nathan Suter, Laurie Veatch, Jay Wisner, Linda Young

Facilitator: Mark Simakaski

Note Taker: Rowan Sherwood

[Meeting Audio Here](#)

1. Welcome: Meeting Ground rules, Agenda Review 5:30PM 0:00:07

Mark reviewed the ground rules and explained the process for community comments. There were no changes to the agenda.

2. Cooperative Community Comments (2 minutes per person) 5:35PM 0:04:15

Kristian Connolly read a statement outlining how he feels about the council.

Elizabeth Jesdale regrets that it took a tragedy to stimulate this level of participation. She feels unsafe at work, and that her concerns are not taken seriously. She wants a response during the listening session.

Elizabeth Mathai commented on the Annual Meeting agenda, stating that 20 minutes for reports and Q&A is inadequate. She requested a greater allotment of time for these items.

Geneviève Cambron seconded what Elizabeth said.

Dvora Jonas wondered what happened to the special meeting proposed by members.

Mary Ceceilia said she never expects an answer from the Co-op and noted that is not

the way it should be. She is disappointed that the Co-op can't schedule a meeting where members can have a two way conversation with the council. Council needs to be accountable.

Laurie Veatch agreed with previous comments. She feels cut off from council. Would appreciate ways we could interact and understand one another. She's concerned about the process to choose a new GM and feels it should be revised to be more open to member owners, not controlled by the current council. She suggested a meeting of the members after the committee has identified the finalists.

Billy Donovan does not believe there was sexual harassment; he believes it is a case of sexual exploitation of children. He thinks the co-op is trying to minimise its responsibility and are complicit in the sexual exploitation of children. He thinks this is a cover up. He also does not like electronic meetings and thinks the council changed the bylaws to meet their need for control.

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3. Consent Agenda: August 28 Minutes, Equity Refund Requests 5:53PM 0:23:12

Eva moved to approve the August 28 Minutes. RJ seconded. Steven noted some edits. Geneviève noted a misspelling of her name, and read another comment, but not her report. The motion to approve the consent agenda passed unanimously.

4. Council Appointment Approval 5:57PM 0:26:50

Eva shared that the executive committee reviewed applications for a council appointment to fill Julia's seat, and recommend Liv Dunton as interim council member until this year's elections close, and then moved to appoint Liv. RJ seconded. Discussion: Geneviève doesn't remember trying to have a meeting. The motion to approve Liv's appointment passed unanimously.

5. GM Search Committee Charter & Search Consultant Approval 6:00PM 0:29:42

Mark referred to the proposal in the packet and asked for a motion. Eva moved to approve the proposal. Jeff seconded. Discussion: Eva expressed that she wants to amend her motion to include empowering the executive committee to make decisions after this council meeting, as there is still need to populate the GM search committee and it's desirable to do so prior to the November meeting. Ashley stated that a committee should be formed to decide if a headhunter is needed; the executive committee shouldn't decide all. Geneviève asked how the firm had been chosen, if the staff representative is included in the committee, and expressed concern over only two individuals' determining this. Eva explained that the staff representative could be one of the employees on the committee if selected by a vote of staff. She

explained that the executive committee reviewed proposals and selected the firm.

Steven said there needs to be a formal amendment if we're to modify Eva's motion. He moved to strike the motion and appoint four members at large to serve on the hiring committee, instead of just two, and handle the hiring process internally, sans headhunter(s), to recruit candidates for the open GM position. RJ seconded.

Discussion: RJ asked how many proposals were received; and on what basis were they selected: quality, local, cost? Eva explained that proposals were received from three firms. The selection was made based on highest level of skill and expertise. Steven noted that the discussion is now supposed to be related to the amendment. RJ asked what has been budgeted for the search, and advocated for paying the right kind of people to find the right person. Jeff noted that RJ's comments are important, but they are not about Steven's amendment.

Mark directed folks to focus discussion on the amendment. RJ asked if members of the committee would be compensated, adding that they should be. He wants people who know what they are doing and would like to pay local professionals if we go that route. Steven explained that parts of the objective was to avoid the cost of compensation. Folks with the skill set would be asked to volunteer their time, but he is not opposed to modest compensation. He encountered members who appear qualified and willing, and expressed that it makes more sense to engage people from within the community in this process. Mark called time, and asked if the group wanted ten more minutes. Council agreed. Liv asked who would be selecting the 4 members. Steven suggested leaving it to the current hiring committee. Geneviève wondered if it would help to clarify if the council could vote if they want Gallagher and Flynn or not. RJ emphasised that we need to have a contract with whomever is hired so

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expectations are clear. At this point he does not have enough info to support any option.

Jeff wonders if there is middle ground. He thinks a nation-wide search is important to ensure the best candidate and wants the resources to achieve that. Gallagher, Flynn is Vermont-based. If we have folks we want considered, we pass them along to G&F, but they do the sifting. Lauren added that it's daunting and important work, there is a need to be patient, and incorporate voices of as many stakeholders as possible.

Mark summarised that there is no clear consensus and laid out options for proceeding. Steven is not in favour of headhunters, expressing a desire for a local, grassroots, organic effort that utilises the consultants we have now, though this may require a charter change. Ashley still has a question on the original motion.

A vote was held, and the motion to strike failed; discussion reverted to the original motion.

Ashley asked why the executive committee is making a recommendation to the hiring committee – it should be the hiring committee's call. Eva explained that during the August 28 meeting, Council authorised the executive committee to move forward with the GM hiring process. Steven affirmed that the council did delegate formation of the Hiring Committee to the executive committee. Jeff noted it's been 20 years since the Council conducted a search like this, and it's a different world now. He thinks there should be a wide search. The council agreed to let the executive committee review the proposals from firms. Ashley suggested that the executive committee make that recommendation to the Hiring Committee, not to the whole council.

A vote was held, and the original motion also failed, so the matter reverts to the Executive Committee to bring a new plan.

6. Annual Meeting Update 6:41PM 1:11:35

Mary shared that Nathan Suter will be the Annual Meeting facilitator, but it is unknown if NOFA can present; Geneviève will present employee recognition, and noted that she heard the earlier requests for more participatory time.

7. Ballot Committee 6:43PM 1:13:03

Eva explained that the executive committee recommends that the ballot committee membership be ratified.

Steven moved to approve the ballot committee slate. RJ seconded. The motion to approve the Ballot Committee membership passed unanimously.

8. HMCC Award Decision 6:45 1:14:42

Eva shared that there were two nominations: Mary Wells and Shanda Williams.

Steven moved to nominate Mary Wells. RJ seconded.

There was no discussion.

The motion to nominate Mary Wells passed unanimously.

9. CBLD Renewal 6:47PM 1:17:04

RJ moved to accept the proposal to renew. Steven seconded.

Discussion: Steven asked if there is need to specify the renewal level, and Eva clarified that it is "regular." Geneviève reminded folks that they did not like the board retreat facilitator. She asked how many hours of consulting have been used.

Steven noted that the council chooses the retreat facilitator. It doesn't have to be someone from Columinate. And the council chooses what services they use. Geneviève asked what services have been used.

Eva said individual council members choose the offerings, and she utilises the consultant services as needed. Geneviève said it is unclear what the renewal fee buys.

RJ is strongly in favour of renewal, noting that CBLD provides much support for new council members. He's previously spent 12 hours a year learning how co-ops work, and the

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connection with other co-ops is valuable. Eva called the question.

Mary clarified that we pay Columinate quarterly a total annual cost of \$8000.

The motion to approve the renewal passed unanimously.

10. 6:56PM 1:26:26 Break - 10 minutes.

11. Patronage Refund/Equity 7:06PM 1:26:46

RJ moved to approve the recommended refund. Eva seconded.

Discussion: Mary explained that they recommend maximising the patronage refund to minimise tax liability, which amounts to \$324,000. The minimum legal return is 20%. She recommends returning 60%, and retaining 40%. RJ requested clarification: is the vote simply to return, or to return the the percentages Mary specified? Mark clarified - the vote is on percentages outlined in the packet. Liv asked how the percentage was determined. Tim explained that as much as 80% of taxable income may be returned; after examining cash flow and anticipated needs, it was determined to keep \$134K, and return \$190K.

The motion passed.

12. Monitoring Reports: L5 Financial Condition, L7 Protection of Assets 7:12PM 1:33:17

Mary explained that this report was postponed from last month, and pointed out non-compliances. Regarding unlocked personnel files, she said it was a singular event, and there was no evidence of tampering. To remedy, an additional employee was designated to check that cabinets are locked.

The second non-compliance is negative communications in social media and negative stories about co-op in local press.

RJ asked if files can be made electronic and be made more secure that way. Sarah responded in the affirmative, and explained that she is

not sure why they are not electronic, noting that elimination of paper files is a good.

With no motion on the floor, upon a prompt from Mark, the Council members voted unanimously to approve the monitoring report.

13. Ends Report Discussion & Approval 7:18PM 1:39:34

Steven moved to approve. RJ seconded.

Discussion: Mary noted that this is the most important report of the year. It measures the co-op's performance against the written intentions. She thanked all stakeholders.

Steven said it was a good reflection of the organisation, and asked how long it will take to make up for what was lost in 2021. Tim responded that we won't make that up. Steven asked what is negative growth. Tim explained it's when growth decreases year over year.

RJ added that it looked wonky in 2021 because of the crazy growth in 2020.

Geneviève noted that as a measure of success, number of employee would be more informative if compared to a known, ideal, fully staffed quantity. Same for participation – some committees don't allow for real participation.

Jeff shared that the numbers are interesting, and asked what is behind the numbers. Success in numbers while questions arise about community, requires looking beyond numbers.

Eva suggested “building community relationships” as a metric to add. JEDI values – incorporate into community relationships. She has the most confidence in what supports the ends: community, environmental sustainability, local food systems, good food, sales growth.

Ashley appreciated the thoughtful reflection on the state of the Co-op. She liked the environmental sustainability and reduced carbon emissions. She didn't see specific reporting around waste and would like the co-op to take a more proactive approach to reducing single use plastics. Mary agreed,

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stating the Sustainability Committee and Green Team will focus on that.

Liv shared that it's hard to look at this report in the current environment when clearly there is heart work to be done. Wonders what we will look at differently moving forward. There is a strange disconnect between financial success and a broken heart. Lauren supported Liv's comments and noted she's pleased about the increase in local.

Geneviève said she wants employee participation in creating the staff survey.

The motion to approve the Ends Report passed unanimously.

14. Staff Representative Report 7:39PM 2:00:27

Geneviève shared that this year has been deep. She wants the council to remember that all of us are the co-op. One way communication is not what is needed. To create a better workplace, we all need to make an effort. For some, it's letting go of power; for some it's staying calm and being productive. She encouraged everyone to stay curious. Employees want a seat at the table of decision making.

15. Wrap-Up: Action Items, Calendar, Future Agenda Items 7:44 2:04:20

Actions:

- Executive Committee: Restart GM Hiring Committee creation
- Mary: Attend to additional items in the ends report.

Steven asked if we left space to adjust AM agenda. Mark responded that there was no vote on the agenda.

Eva explained a change to the Council calendar: Until further notice, beginning in December, Council meetings will held on second Tuesdays of the month. If we need to adjust for new council members after the election, we can revisit.

Ashley asked if the executive committee could clarify the next steps in forming the GM hiring

committee. Eva said they will talk about that process ASAP.

Geneviève wants it to be clearer that the council delegates homework to executive committee. Eva explained that happened at the August 28 meeting.

Liv is wondering if council could explore other council development opportunities.

16. Cooperative Community Comments (2 minutes per person) 7:56PM 2:16:40

Mark suggested that those who did not speak in the first Community Comments session beginning of the meeting should have priority over anyone who wishes to speak a second time.

Kristian asked if it is the council's position that committee memberships are expected to be filled by the committees themselves? Is it the council's position to have secret committees doing secret work?

Elizabeth Jesdale said when the bylaw meeting happened there were people on the bylaw committee who were allowed to speak in the meeting, and others who wanted to participate were not, and pushed the motions through. Concerned about Zoom being used for AM. It's hard to get people to participate.

17. Adjournment 8:02 2:22:43

Eva moved to adjourn. Jeff seconded. The motion to adjourn passed unanimously.