

APPROVED



Council Meeting Minutes November 6, 2023

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

Absent: Liv Dunton, Ashley Muscarella, Jen Porrier

Staff Rep: Geneviève Cambron

Staff: Wynston Estis, Stephani Kononan, Kendra Mills, Mary Mullally, Tim Wingate, Gabriella Zeichner

Guests: Cary Brown, Carrie Cleveland, Kristian Connolly, Grace Gilbert, Dvora Jonas, Bruce Mayer, Kristi Smith, Laurie Veatch, Jay Wisner, Joshua Youngblood

Facilitator: Rachel Jolly

Note Taker: Rowan Sherwood

[Meeting Audio](#)

1. **Welcome: Meeting Ground rules, Agenda Review 5:31PM 0:00:00**

Eva moved to modify the agenda, placing the GM recruiter item in Executive Session. RJ seconded. Geneviève asked if she could be included. The council was split; Eva broke the tie with a no vote, thereby excluding Geneviève from Executive Session.

Ayes 4, Nays 0, Abstentions 1. The motion to move the GM recruiter item into Executive Session passed.

Mary proposed adding an update on the recent fire. Steven moved to add the item. RJ seconded. The motion to add the fire update item passed unanimously.

2. **Cooperative Community Comments (2 minutes per person) 5:40 PM 0:08:04**

RJ thanked Co-op staff for their handling of the fire. Dvora Jonas said the conduct agreement is distressing and intimidating. Why do we have it for people on Zoom? They are not dangerous. Kristian Connolly said he doesn't think it matters what they say to the council. He encouraged people to vote, but not for Carl, Steven or Catherine.

Laurie Veatch advocated revoking the Conduct Agreement as a requirement to attend Annual Meeting, as she thinks it limits free speech. Geneviève expressed dismay at the seeming disconnect between using JEDI language and the actions of the council towards her, especially not allowing her to participate in council activities. Rachel noted no other comments.

3. **Consent Agenda: Minutes (10/2), Equity Refund Requests 5:45PM 0:13:58**

RJ moved to approve. Eva seconded.

Discussion: Steven moved to accept L5 and L7 monitoring reports from October. Jeff seconded. The motion passed unanimously. Geneviève asked why does staff rep, who is part of the council, comes in a different order on the October minutes, at the end. Steven said it was an error. He will fix it and move it up in the list. The motion to accept the Consent agenda passed unanimously.

4. **FY2023 Financial Statement Review Bruce Mayer 5:55PM 0:21:12**

APPROVED

Bruce reported that the review was good, revealing no issues or problems, and reminded the group that review is not as in-depth as an audit. The Co-op showed a strong financial position both in terms of ability to pay bills and in sales growth. Steven noted that there is concern about understaffing and we were at the limit of what we can spend for employee expenses. How does that impact our ability to hire more staff? Bruce said it would not be an easy decision, we can't afford it without some changes. Steven asked if productivity increases could offset the cost? Bruce said possibly, it is a discussion for management. Bruce noted that we aren't without challenges, but we do have some reserves.

5. GM Search Committee Charter 6:03PM 0:29:44

Steven moved to approve the charter, with a friendly amendment – does council chair mean council president in the second to last paragraph. Eva clarified that there was an error: it is supposed to be committee chair. Jeff seconded. The motion to approve the charter passed unanimously with no discussion. Geneviève asked the difference between the charter and the memo. The memo provides background info and the charter is the instruction set for the committee.

6. Annual Meeting Preparation 6:08PM 0:35:40

As of today 124 are registered for in person, 54 online. Registration is extended because the maximum has not been reached. Weather on Thursday night may affect in person attendance. Geneviève asked what is full capacity? 176. She is also happy about the small group discussion. Steven asked how much time there is for open discussion? There are 10 minutes for comments and questions and 20 minutes for small group

discussions for which there are 2 topics: Community healing and JEDI. Geneviève noted that 10 minutes is very short for Q&C. Steven agreed. Mary explained that everyone will have a chance to write out a question, so if we don't get to it, we can respond after the meeting. Geneviève commented that all communication is one way, and 10 minutes reflect that, adding that it feels like pissing in the wind. She doesn't know why she is even here.

7. Staff Rep Report 6:17PM 0:44:26

Geneviève asked if there were any questions. There were not. She said everyone should have a vote. This does not feel like a team. Steven asked about what she wrote. Geneviève said democracy is not picking names out of a hat. Steven said it seemed like she was of two minds on the Manager process. Geneviève said people were randomly picked for the committee and it just happened to be two people who had been elected by union to represent staff. It went well, so why still so censured? Steven asked what process she would have proposed. Geneviève said she would have used the staff rep. Eva shared that the new HR manager will help with the election process of getting staff representatives to the GM hiring committee.

8. Council Self Evaluation 6:29PM 0:56:33

Joshua Youngblood introduced himself and shared some of his experience. He noted that the numbers are telling – and some are alarming. He encouraged folks not to focus too much on the numbers. The trends are more important. Look at what can be improved. Joshua noticed two major trends: 1. High level of disagreement on meeting management and the exchange of ideas and 2. A sharp decline in agreement on how they are doing. He noted that all of this is in the

APPROVED

context of significant challenges. He also noted that some disagreements are consistent year over year. This could be indicative of misunderstandings of the role of the council. Geneviève noted with concern the high percentages of folks who abstained. Rachel offered another reading: that folks may not have felt a clear duality.

Eva shared that in her evaluating, neither = neutral, ≠ strong opinion.

Jeff said what stands out to him is that the next council has a lot of work to do for itself. That will reflect on how they work with a new GM and how they are perceived by the members. Steven noted that item 5 contains two questions. Every item should ask just one question. Joshua shared an external document of 4 pillars of cooperative governance – Teaming, Democracy, Strategic Leadership, Accountable Empowerment. He suggested the council focus on Teaming and Strategic Leadership. He sees misalignment in common purpose, and a lack of trust. How can council use its time to build culture and focus on strategic conversations? Geneviève asked what it says that two of 9 did not participate in the self evaluation? Jeff noted that one resigned, and their the replacement did not participate. Jen is on a leave of absence and did not participate.

Joshua said a focus on strategic discussions will build cohesion and mutual understanding. Consider facilitator training for everyone. It builds needed skills. Accountable Empowerment means holding each other accountable. Find a way to do that respectfully. Work on culture through having in person meetings and open, non-agenda conversations.

Rachel asked if there were any reflections on what Joshua shared. Steven commented that it's easy to say these things, but we need the time to do it. We are not willing to take the time for this work. If we don't,

nothing is going to change. Rachel echoed that there may be a need to question the status quo. Catherine – reminds her of a book called “Getting to Yes,” and thanked Joshua. Eva thanked everyone for their contributions.

Break 7:00PM 1:26:50

Back from break at 7:10 1:27:10

9. Monitoring Report: L8 Communication to and Support of the Council 7:11PM 1:27:10

Mary reported compliance with the exception of L8.2 because the average rating on a survey assessing this was below the 3.5 target, at 3.2. Steven moved to accept the report. RJ seconded.

Discussion: Steven noted this was over a year's time, and most of that was during the previous GM's time. The non-compliance does not include Mary and they should not hold the IGM accountable for it. RJ said it's important to look at the roles, not the individuals. The GM is reporting on the data available. There was one glaring thing that left them in the dark, but the GM is still informing the council of things.

Rachel noted that the council can both accept the report and make a plan to make it better next time. She asked if we wanted to have a discussion now about improvement or save that for later. The council agreed on later. The motion to accept the monitoring report passed unanimously. Rachel again asked if there were ideas for plans to improve the non-compliance?

Eva noted it could be taken as an opportunity to look into policy that makes more alternatives possible. Food for strategic discussion. Jeff noted that it is frustrating that council structure limits what it can do with personnel issues. What responsibility does the council have to speak about how they see a situation? Steven

APPROVED

noted that policy L7.11 states the the Co-op is not to operate without contingency plans for disruption to operations from force majeure. Normally we think of that only applying to hurricanes or floods. Now we need to think of that in terms of socio-political firestorms as well.

10. Wrap-Up: Action Items, Calendar, Future Agenda Items 7:26PM 1:41:54

Mary heard council self evaluation results could be shared in a different way. With GM Search Committee Charter approved, the council will finish populating the committee and schedule a meeting. Mary provided an update on the fire situation. We have been open since Saturday. And so much went into that. Being closed affected sales, which are down 25% from last year. She explained the Co-op was closed because the phone and internet lines were down, and we couldn't operate safely. Air quality and purification is ok. EAP will be on site for staff support. An inspection happened today and we are safe for operations. Eva thanked all staff for amazing work getting through this.

Steven echoed the thanks. He then asked about insurance. Can we file a claim? Does that cover payroll? Mary shared that the store has to be closed 3 days for insurance to kick in for loss of business. Tim added that we will be putting in claims for lost inventory and repair bills and possible loss of trailer.

RJ asked about paying staff. Tim said it did not fall into a covered category. RJ thinks we should at least ask how else that can be covered. Mary said that once the cause of the fire is determined there may be insurance money available from RK Miles. RJ wants to revisit the insurance policy. It does not feel right to him. He thinks the Co-op should be reimbursed for paying staff. Tim will consult with the insurance policy.

11. Executive Session 7:38 PM 1:53:19

Eva moved to enter Executive Session. RJ seconded. The motion to enter Executive Session passed unanimously. **1:55:34**

8:37PM:

Steven moved to exit Executive Session. RJ seconded. The motion to exit Executive Session passed unanimously. Council exited Executive Session at **8:38PM**

12. Resume Open Session 8:38 PM 1:55:36

Steven moved to hire Gallagher Flynn as the recruiter for proposal source and screen engagement in the GM search. RJ seconded. Discussion : Eva shared that they landed on Gallagher and Flynn because they seemed most experienced and thorough. They chose the less expensive option because they can always add on services if needed.

Jeff noted that at the last council meeting, hiring a recruiter was rejected. But after more robust discussion he felt it was necessary to give the search committee the tools they need.

Steven emphasised that they chose an a la carte method because they want the committee, not the recruiter, to be in the drivers seat. The motion to to hire Gallagher Flynn as the recruiter for the GM search passed unanimously.

13. Cooperative Community Comments 8:44PM 2:01:28 None.

14. Adjournment 8:44 PM 2:01:44

RJ motioned to adjourn. Eva seconded. The motion to adjourn passed unanimously at **8:45PM 2:22:07**