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## Council meeting minutes, July 9, 2024

### Present:

Council: Carl Etnier, Eva Schectman, Erich Zeichner, Jeff Roberts, Ashley Muscarella, Catherine Lowther, Dvora Jonas, Lauren Antler

Staff: Mary Mullally, Alison Goyette, Jess Knapp, Justin Stender, Kendra Mills, Rachel Andreyev, Rowan Sherwood, Tim Wingate

Guests: Billy Donovan, Diane Stark, Jan Waterman, Joelen Mulvaney, Kristi Smith, Laurie Veatch, Martin Bromirski, Mary Hoyne, Rameen Zahed, Tracy Brannstrom

**Facilitator:** Nathan Suter

**Note taker:** Alison Goyette

These minutes and the audio recording of the meeting are available online at <https://hungermountain.coop/meeting-info/> (Co-op Home → Membership → Council Meetings).

 Please note that the time stamp next to each agenda item is a LINK to that section of the audio recording. Click on the TIME STAMP to listen to that portion of the meeting.

### 1. Welcome: Meeting ground rules, agenda review (5:30pm/00:00:03)

**Motion:** Eva moved to add an executive session to the agenda between items 11 and 12. Carl seconded.

**Vote:** Ashley voted yes; Jeff voted yes; Lauren voted yes; Catherine voted yes; Erich voted yes; Eva voted yes; Dvora voted no. Motion passed.

**Motion:** Dvora moved to add to the agenda between items 3 and 4 a vote on the inclusion of the Staff Rep. report in the council packet. Erich seconded.

**Vote:** Jeff voted yes; Catherine voted yes; Lauren voted no; Ashley voted yes; Erich voted yes; Dvora voted yes; Eva voted no. Motion passed.

**Motion:** Dvora moved to add to the agenda a vote on the inclusion of a summary of each community comment in the meeting minutes. Erich seconded.

**Vote:** Jeff voted yes; Catherine voted no; Lauren voted no; Ashley voted no; Erich voted yes; Dvora voted yes; Eva voted no. Motion did not pass.

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## **2. Cooperative community comments (5:46pm/00:16:03)**

**Motion:** Carl moved to allow Tracy, a nonmember reporter from The Bridge, to attend the meeting. Dvora seconded.

**Vote:** Jeff abstained; Catherine voted yes; Lauren voted yes; Ashley voted yes; Erich voted yes; Dvora voted yes; Eva voted yes. Motion passed.

Comments were contributed by Laurie, Joelen, Billy, Jan, Justin, Rachel and Kendra.

## **3. Consent agenda: Minutes, equity refund requests (6:01pm/00:32:02)**

**Motion:** Eva moved to accept the consent agenda. Dvora seconded.

**Vote:** Jeff voted yes; Catherine voted yes; Lauren voted yes; Ashley voted yes; Erich voted yes; Dvora voted yes; Eva voted yes. Motion passed.

## **Additional Agenda Item: Inclusion of the Staff Rep. report in the council packet (6:04pm/00:34:06)**

Eva said she hears the request from the staff, the membership and other council members and looks forward to proudly including the Staff Rep. report in future council packets. She emphasized the importance of verifying all contents of the packet for truthfulness and accuracy before it is distributed to the council. All materials being submitted for inclusion in the packet (reports and memos, for example) have the same deadline and are currently reviewed by the GM and the council president prior to publication. Eva also pointed out that the council President is the supervisor of the Staff Rep. for all council business and the two need to have a good working relationship.

Erich said that the last Staff Rep. resigned out of frustration and that it is his opinion that the President and Vice President of the council are trying to censor and sanitize the Staff Rep. reports when uncomfortable topics are introduced and the narrative does not support their desired public narrative for the Co-op.

Ashley called the question and Nathan allowed for a bit more discussion.

**Motion:** Dvora moved to include the Staff Rep. report in the council packet regardless of content and without review by the council President or the General Manager. Erich seconded.

Carl said he wants to include the reports in the packet but the council needs to be mindful of the fact that the packet is an official Co-op document that is published to the website and needs to be free of any content that may open the Co-op up to legal liability. He said that there were issues with inappropriate content in the previous Staff Rep.'s first two reports, which were included in the packet. The previous Staff Rep. was repeatedly invited to sit down and discuss how to write a report that the council could stand behind, but the offers were declined. Carl asked Mary what she would do if the council directs her to include the Staff Rep. reports in the council packet and post them to the website regardless of the content. Mary said she will not do anything that puts the Co-op in

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legal jeopardy. Carl invited the staff to elect a representative who is willing to put out the same type of report that prior Staff Reps. had authored which will meet the packet standards, and who will be willing to work with the rest of the council to achieve that.

Erich said he believes there is more behind the omission of the Staff Rep. reports than Carl is presenting. He said the reports should not be excluded at the discretion of council leadership because those reports are the voice of the staff.

**Motion:** Ashley moved to call the question. Dvora seconded.

**Vote to end discussion:** Jeff voted yes; Lauren voted yes; Catherine voted yes; Ashley voted yes; Erich voted yes; Dvora voted yes; Eva voted yes. Motion passed.

**Vote to include Staff Rep. report in the council packet without review:** Jeff voted yes; Catherine voted no; Lauren voted no; Ashley voted yes; Erich voted yes; Dvora voted yes; Eva voted no. Motion passed.

#### **4. Enforcing ground rules – consequences after meetings (6:22pm/00:52:35)**

Eva said the executive committee is looking for guidance from the council about how to be proactive rather than reactive when individuals repeatedly violate the ground rules or commit a gross violation.

**Motion:** Eva moved to authorize the executive committee, with guidelines from the council, to proactively limit meeting participation privileges for Co-op community members who repeatedly and/or grossly violate the ground rules. Catherine seconded.

Dvora said that disruptive incidents are unlikely to happen and if they do, the council should ignore them and move on. Erich said the motion is unnecessary and a problem does not exist. He said the council does not need to give Draconian powers to the executive committee to censor and discipline people. There is no basis on which to justify this kind of Authoritarian behavior.

Jeff said the executive committee and the council should take a step back and ask whether a particular behavior is acceptable or if it is out of line. He said he does not want three or four people making the decision and the entire council needs to be responsible for any action taken in these cases.

**Vote:** Jeff voted no; Catherine voted yes; Lauren voted no; Ashley abstained; Erich voted no; Dvora voted no; Eva voted yes. Motion did not pass.

#### **5. Interpreting our one-voice policy (6:31pm/01:01:05)**

Carl said the council is a team that works together with differing points of view. When decisions are made by the body, council members have pledged to respect the legitimacy of the decision regardless of their personal views. Recently council members have not abided by the one voice policy.

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**Motion:** Carl moved to go into executive session. Eva seconded.

Erich said he waives all rights to privacy on this topic and is OK to have the discussion in open session. Ashley said she would feel more comfortable in a closed session, as she may wish to bring up points that arose during confidential discussions at the council retreat. Carl added that part of the discussion will include the impact on staff, therefore it is a personnel issue and should be done in executive session.

**Vote to end discussion:** Jeff voted yes; Catherine voted yes; Lauren voted yes; Ashley voted yes; Erich voted no; Dvora voted no; Eva voted yes. Motion passed.

Executive session began at 6:25 and ended at 7:23.

**Motion:** Carl moved to reprimand Erich Zeichner for violating the one-voice policy. Eva seconded.

**Vote:** Jeff voted yes; Catherine voted yes; Lauren voted yes; Ashley voted yes; Erich recused; Dvora voted no; Eva voted yes. Motion passed.

**Motion:** Carl moved to remove Erich Zeichner from the council. Eva seconded.

Dvora said a reprimand and an apology to Mary should be enough and Erich should not be removed.

**Vote:** Jeff voted yes; Catherine voted yes; Lauren voted yes; Ashley voted yes; Erich recused; Dvora voted no; Eva voted yes; Carl voted yes. Motion passed.

Carl said that the council had authorized him to clarify for the membership that this action was taken as a result of a series of social media posts that the former council member made about the council's work.

**Break began at 7:35pm and the meeting resumed at 7:42pm ([7:42pm/01:18:45](#))** 

The meeting resumed at 7:42pm, at which point the council prioritized and reordered the remaining agenda items. Agenda items 6 (Welcome to new GM), 7 (Resiliency report), and 11 (Electrification plan) were postponed.

**Additional Agenda Item: Executive Session ([7:47pm/01:23:37](#))** 

Carl announced that he has a conflict of interest in this matter and therefore recused himself from the discussion and left the room for the remainder of the agenda item.

**Motion:** Eva moved to enter executive session to discuss a matter that is to be considered confidential. Ashley seconded.

**Vote:** Jeff had left the meeting; Catherine voted yes; Lauren voted yes; Ashley voted yes; Dvora voted yes; Eva voted yes. Motion passed.

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Executive session began at 7:48pm and ended at 7:59pm.

**Motion:** Eva moved to accept the conclusion of the confidential matter. Catherine seconded.

**Vote:** Jeff had left the meeting; Catherine voted yes; Lauren voted yes; Ashley voted yes; Dvora voted yes; Eva voted yes. Motion passed.

### **9. Business plan presentation (8:00pm/01:26:42)**

Mary presented the business plan for Fiscal Years 2025 – 2027. She noted that the business plan is especially conservative this year because when it was written we did not yet know the outcome of the General Manager search and the Co-op wants to refocus on some of the goals from 2024 that were sidelined by last year's upheaval. The planning process was informed by the FY24 priorities, the Shopper Survey, Employee Survey, and several all-staff meetings. As for the Co-op's current situation, it is clear that addressing affordability is a priority considering the dearth of affordable housing, the high cost of living and the increasing costs the Co-op is facing. Employee satisfaction, training and refocusing on sustainability initiatives are also high on the priority list for Mary.

### **10. Monitoring report: L6 Business and Financial Planning (8:03pm/01:29:53)**

Mary reported compliance. She noted that due to the increase in expenses facing the Co-op and the conservative sales increase projection, it is possible that the Co-op will have negative net income at some point in the next couple of years.

**Motion:** Eva moved to accept the monitoring report. Catherine seconded.

**Vote:** Jeff had left the meeting; Catherine voted yes; Lauren voted yes; Ashley voted yes; Dvora voted yes; Eva voted yes. Motion passed.

Dvora requested that at some other time, Mary and Tim conduct a finance training for council members.

### **8. Council Election preparations (8:09pm/01:35:49)**

Eva reported that there are currently four candidate information sessions scheduled: August 1, 2 and 13 at 5:30pm and August 16 at 6pm. These sessions are for people who are considering running for the council to meet and ask questions of current council members to get a sense of the experience of being a council member and the work they are expecting to take on in the coming year.

The council will also plan candidate forums (perhaps also tabling) where the people who are running for council can interact with the membership and share their ideas.

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## 12. Meeting evaluation (8:20pm/01:45:42)

Nathan asked the group how everyone felt about the balance between giving topics the time that they seem to need in the moment versus keeping pace with the agenda.

Lauren said it is continually dismaying that the council tends to leave some of the most important items to the very end of the meeting and they do not actually get to do the work they are there to do. She would like to have a proper welcome for Mary in her new role and dive into some of the important conversations that have been started about the Co-op's path forward.

Ashley said she feels similarly to Lauren and it seems that the council has lately been spending a lot of time on the function of the council and not enough time devoted to strategic planning and envisioning. She said it would be nice to return to a place where these can be incorporated throughout council meetings. She also thanked Nathan for his efficient and thoughtful facilitation.

Dvora said she would like to see the reports presented earlier in the meeting so council members will have as much time as they need to clarify and understand what is being presented before asking questions of Mary.

Eva said she appreciates Nathan reflecting back through his facilitation what is happening in the room and making sure everyone understands what everyone else has said.

Carl said that he knows it is challenging to give space to the topics of discussion and be mindful of the time. He said Nathan did a good job leading the council in a discussion of prioritization.

Mary thanked Nathan for helping the council navigate through difficult topics in a kind and professional way.

## 13. Wrap-up: Actin items, calendar, future agenda items (8:26pm/01:52:10)

Action	Who	Notes
Request to have gist of community comments be included in the minutes on the next agenda for vote.	Carl/Eva	
Follow up with Kendra Mills regarding a conflict of interest letter.	Carl	
Put Electrification and Resiliency content from July packet in September packet since these topics were postponed.	Mary	
Request for financial training for the Council	Mary/ Tim	Need to hear from Council on when they would like to do this.
Confirmed Council Info Session dates, relay to CR	Mary	Done
Discuss tabling for Council candidates with CR	Mary	
Council members to fill out survey about facilitation by 7/10	Council	Done
Suggestion for monitoring report to be placed earlier in the agenda	Exec. Comm.	

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The council will hold special meetings on 7/10, 7/14 and 7/16 to work on filling the two vacant seats. The next regular council meeting will be held on 9/10/24.

Future agenda items include the Electrification Plan and the Resiliency Report.

**Motion:** Eva moved to adjourn and Ashley seconded.

**Vote:** By hand; motion passed.

**Adjourned at 8:30pm.**