



Council Meeting Minutes

September 9, 2025

Present:

Council: Carl Etnier, Jeff Roberts, Steven Farnham, T Gram (Online), Catherine Lowther (Online)

Staff: Jess Knapp, Mary Mullally, Rowan Sherwood (Online), Tom Wright

Facilitator: Elly Wood

Guest: Mark Seltzer (Online), Council candidate

[Audio](#) (Timestamps in blue indicate where audio corresponding to a given paragraph can be found in the recording.)

1. Commencement 5:33:57 PM (0:00:02)

Carl called the meeting to order, welcoming Council members staff and guest.

2. Agenda Review 5:35:10 PM (0:01:14)

Elly asked for agenda changes. None.

3. Community Comments 5:35:35 PM (0:01:40)

None.

4. Consent Agenda 5:36:00 PM (0:02:08)

Jeff Moved to approve the consent agenda. Steven seconded. Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously.

5. Year-End Q4 Financials 5:37:34 PM (0:03:42)

Noting this report is, as in previous years, on the September agenda, Tom explained the patronage refund and tax information is not yet available because that information has not yet been provided by accounting. Referring to last year's and this year's data, Tom indicated assets have increased by \$639K, property, plant and

equipment increased \$80K, depreciation increased \$241K, Cash increased \$628K, Short term investments increased \$267K. Tom noted liabilities are decreasing at a "nice clip," now down \$187K from last year. Member equity increased \$75K, retained earnings increased ≈\$270K. Total equity stands at \$9.3M, current ratio improved from 2.9 to 3.4, and debt to equity remained significantly unchanged. Working capital increased by \$1M.

Mary reported, for the first time, the co-op exceeded sales of \$30M, a 5% increase from last year. Mary shared other data from the income statement, including a slight decrease in compensation to 26.9% of sales, while other expenses remained in alignment with the previous year, resulting in a net income of \$815K prior to patronage refunds and tax.

Tom interjected, based on last year's data, that this year's patronage refund may be \$400K to \$450K, decreasing the taxable income by ≈half.

Tom and Mary responded to various questions raised by Council members, including one from Carl in response to

which Tom noted that in 2024, the co-op missed three full days of sales as a result of fire and flood, neither of which occurred in 2025, plus there was a palpable increase in shopping activity, that Tom suggested might be the result of exiting the vestiges of CoViD. Tom noted there are more members and shoppers visiting per week. Mary added that there is tremendous emphasis on affordability.

Carl thanked Mary for attending a news conference with Peter Welch and standing with low-income members of our community in defence of SNAP benefits, and asked how a reduction in benefits may affect co-op sales. Mary responded that there has been some thought about it, and at Carl's request, agreed to email details to Council.

T emphasised that that folks with specific dietary needs are not necessarily wealthy, that the co-op needs to ensure food products that meet these dietary needs are affordable, and eschew pricing such as "luxury" items.

6. L5 and L7 Monitoring Reports 5:55:55 PM (0:22:00)

Jeff moved to accept the L5 and L7 Monitoring Reports. Carl seconded.

Mary provided a brief overview explaining all benchmarks were met by a comfortable margin and, responding to a query from Jeff, found no anomalies. Steven noted the aggregate limit for D&O has not changed in ten years and, citing info found online suggesting a considerably higher level for a business of comparable revenue, asked if that coverage should be increased. Mary responded that the broker has reviewed it, concluding the current coverage is adequate, that the co-op's attorney indicated it was greater than adequate, and that she had been encouraged to not increase it.

There was discussion about how minor noncompliances in inventory would be noted, plus some discussion around inventory turns. Carl inquired whether a

policy change was in order to address holding too much cash, suggesting mission-driven investments in the community might be more appropriate.

Ayes: 4, Nays: 0, Abstentions: 0. The motion to accept the L5 and L7 Monitoring Reports passed unanimously.

7. Executive Session: Staff Representative Job Description 6:21:35 PM (0:47:46)

Citing Bylaw §7.3a (to discuss a personnel issue involving a Co-op employee or Member), Carl moved to enter executive session. Jeff seconded Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously. Council entered Executive Session at 6:23:02.

Council exited Executive Session at 6:59:54. Jeff moved withdraw the Staff Representative Job Description. Thomas seconded. Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously.

8. Break 7:00:00 PM (0:50:30)

9. Member volunteer program 7:11:53 PM (0:51:14)

Rowan described the member volunteer program, which provides a 6% discount to members who volunteer for various organisations the community. She said the discount is not additive with other discounts, e.g., the senior discount. T inquired if it is possible to make the discounts additive. This has not yet been analysed. Jeff inquired if tracking participation would be burdensome. Rowan suggested they might establish a maximum quantity of participants.

Carl asked if the orientation was lengthy, and what defines the program's success. Not lengthy, and measurement of success should occur within a year.

Pointing out that Staff elected to the Council receive both the staff discount and the Council discount, Steven advocated for consistency: All discounts should be additive, or none should be. The senior

discount is an entitlement, whereas the volunteer discount is earned. A low-income senior might need both. He also mentioned that the senior discount ought to be means tested, i.e. provided on a basis of need (employment/retirement/income status), not merely based on age.

10. Annual Meeting Plan 7:25:40 PM (1:05:01)

Rowan reported 86 members registered in person, 19 online. The meal will be provided by HMC. Food Services Manager Vince Muroco secured many donations to add to the food offerings. There will be time for Q&A. There was discussion about reduced registration and what might be the cause or solution. It was decided Community Relations needs to poll the membership to learn its preferences.

11. Executive Session: Appoint New Council Member 7:33:38 PM (1:13:00)

Introduction to Council Candidate Leesa Stewart 7:33:46 PM (1:13:08)

Carl moved to enter executive session (Bylaw §7.3a (to discuss a personnel issue involving a Co-op employee or Member). Jeff seconded Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously. Council entered Executive Session 7:34:43. Council exited Executive Session at 7:37:10.

Interview Council Candidate Leesa Stewart 7:37:30 PM (1:14:22)

The interview began with individual introductions. In response to a question presented by Steven, Leesa affirmed she likely would run for reelection next year indicating she'd been a member of the Co-op for all the 33 years she's resided in the area, and she wants to participate in this democratically controlled enterprise. In response to Jeff's inquiry about what Leesa could contribute to the future of the co-op, she responded that she has high level experience in finance, HR, strategy, and

organisation governance with the Food Bank, VPIRG Goddard and CSWMD. Carl commented that many of these skills are operational, and asked how Leesa would apply them on the Council. She cited her work on the CVSWMD board to build a new facility, and responded that board members need to understand staff's direction, and facilitate crafting the strategy to meet goals. To Steven's query about ideas, Leesa answered that she'd be interested in examining the organisation to understand its needs and the community's needs, which might include expanding either the building, the service area, improving service, or entering other markets beyond food/grocery.

Executive Session: Appointment Deliberation 7:48:47 PM (1:25:50)

Jeff moved to enter executive session to discuss appointment (Bylaw §7.3a, to discuss a personnel issue involving a Co-op employee or Member). Carl seconded. Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously. Council entered Executive Session 7:49:22. Council exited Executive Session at 7:51:02.

Appoint Leesa Stewart to Fill Council Vacancy 7:51:06 PM (1:26:29)

Carl moved to appoint Leesa Stewart. Jeff seconded Ayes: 4, Nays: 0, Abstentions: 0. The motion passed unanimously.

12. Committee Report Discussion 7:52:27 PM (1:27:50)

Catherine emphasised that carbon concentration in the atmosphere continues to increase, and that any of the co-op's plans need to consider ways to minimise contributing to this problem. There was brief discussion about the makeup and activities of the Vision Committee.

13. Wrap 7:58:06 PM (1:33:30)

Mary reviewed action items:

Action Items		
What	Who	Action
Email council anticipated loss based on reduction of SNAP benefits	Mary	
Circle back to council on birthdate vs birth month collection	Mary CR	
Send safety manual to council	Mary	
Follow up with Carl about guidelines for financial reserves for HMC	Mary	
Set up tour, circulate doodle poll if necessary	Mary	Request sent
Ask CR to inquire why members didn't attend AM.	Mary	Brainstorm
Schedule orientation for new council members	Carl	
Follow up with Steven about his interest in attending a training	Carl	

Carl reminded the group of Columinate's Webinar on Insights and Policy Governance, and that there is a second Council meeting scheduled each month that is usually cancelled. He also briefed the group on a practice of the Moscow, Idaho Co-op which invites leaders from local non-profits to present at its board meetings. There was brief discussion.

14. Adjournment 8:07:18 PM (1:42:40)

Jeff moved to adjourn. Catherine seconded. The motion passed by accliam. Council adjourned 8:07:35 PM