



## Council Meeting Minutes

November 11, 2025

### Present:

**Council:** Carl Etnier, Steven Farnham, Jeff Roberts, Giles Brule (Online), T Gram (Online), Catherine Lowther (Online), Mark Seltzer, Leesa Stewart

**Staff:** Mary Mullally, Jess Knapp, Rowan Sherwood, Elly Wood, Tom Wright (Departed 6:02:35)

**Facilitator:** Elly Wood

**Guests:** Bruce Mayer, Wegner CPAs LLC (Online, 5:39:41PM - 5:49:44PM), Rick DeAngelis, Montpelier Food Pantry (7:01:00PM - 7:27:07PM)

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

### 1. Commencement 5:30:10PM (0:00:02)

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

### 2. Agenda Review 5:31:01PM (0:00:53):

No Changes to the Agenda.

### 3. Council Wellness 5:31:32PM (0:01:26):

Elly asked each person to report on what is their favourite activity or characteristic related to snow. Some reported exercise activities such as cross-country skiing, playing, or fat-biking, but the most common response to what folks like about snow was "When it's gone."

### 4. Community Comments 5:34:47PM (0:04:41):

There were no community members present. Carl backtracked to agenda review asking to remove the October 14 minutes from the consent agenda.

### 5. Consent agenda 5:35:46PM (0:05:40):

Jeff moved to approve the Consent Agenda. Mark seconded. Ayes: 7, Nays: 0,

Abstentions: 0. The motion passed unanimously.

### 6. October 14 Minutes 5:36:56PM (0:06:50):

Carl asked for a detail to be added for Greg's Conflict of Interest.

Carl moved to approve the October 14 minutes as amended. Jeff seconded. Ayes: 7, Nays: 0, Abstentions: 0. The motion passed unanimously.

### 7. FY2025 Financial Statement Review 5:39:45PM (0:09:33):

Bruce Mayer joined the meeting and explained that Wegner performed a review of the financial statements for the fiscal year ending June 30, 2025, which involves examining some of the numbers, but not testing the documentation. Bruce explained that if this were an audit (which is conducted on even-numbered years), documentation would have been tested, and there would have been inquiries and inspection of internal controls over the Co-op's assets.

Bruce noted that the review was the first with new CFO, Tom, and that it proceeded smoothly. Bruce mentioned a few highlights: strong balance sheet, current ratio  $\approx 3:1$ , Debt to Equity  $\approx 1:3$ , steady gross margin  $\approx 36.25\%$ , steady personnel percentage and positive operations net income. Bruce mentioned a new item this year: a schedule at the end of the financial statements consolidating the the solar with the rest of the Co-op which highlights the fact that the solar LLC is a separate entity which is wholly owned by the Co-op. Bruce then answered questions posed by various Council members, concluding with compliments for how well Tom is executing the job of CFO.

Following Bruce's departure Tom addressed Mark's question related to LLCs, and Mary described the difference in the time requirement and cost of a review vs. an audit.

#### **8. Monitoring Report: L8 Communication to and Support of the Council 5:54:40PM (0:24:28):**

Mary pointed to data accumulated from surveys sent to Council members aimed at discerning the degree to which her work was meeting the benchmarks, and was pleased to announce that all parts of the report are in compliance. Mary fielded questions, responding to one from Jeff, enthusing that she always welcomes feedback.

Jeff moved to approve the L8 Monitoring Report. Leesa seconded. Ayes: 7, Nays: 0, Abstentions: 0. The motion passed unanimously.

#### **9. Officer Elections 6:01:17PM (0:31:05):**

Giles nominated Carl for president. Jeff seconded. Carl accepted the nomination. Ayes: 7, Nays: 0, Abstentions: 0. Carl was unanimously elected president.

Jeff nominated himself vice President. Carl seconded. Ayes: 7, Nays: 0, Abstentions: 0.

Jeff was unanimously elected vice president.

Jeff nominated Steven for secretary. Giles seconded. Steven accepted the nomination. Ayes: 7, Nays: 0, Abstentions: 0. Steven was unanimously elected secretary.

Jeff nominated Leesa treasurer. Steven seconded. Leesa accepted the nomination. Ayes: 7, Nays: 0, Abstentions: 0. Leesa was unanimously elected treasurer.

#### **10. Retreat Preparation 6:07:12PM (0:37:00):**

Carl called attention to the revised agenda and reminded the group of the process by which it was created. He stated that Laura would not be available for tonight's meeting, and asked for feedback. Mark mentioned that the strategic and planning portion that is only scheduled in the afternoon should also be a significant part of the morning half of the discussion. Steven concurred, stating that devoting only  $1\frac{1}{2}$  hours of a six-hour event to the main feature is insufficient.

Carl stated many in the group are new, and committee work is slow, and suggested that team building (the main focus in the morning session) was an important area to address. Steven countered that all the new Council members have résumés rich in experience working with others, and while a little time devoted to establishing rapport is beneficial, he asserted it was unnecessary to devote the entire morning to it.

Jeff commented that a good way to learn to work well together is by doing the work together. Elly commented that trust-building is an essential piece, but it can be done through process. This was followed by general agreement that working together is a good way to learn to work together. Mark suggested, as needed, interspersing the group work amongst parts of the strategic and planning work. T supported this as well.

There was discussion of an informal breakfast preceding the retreat. Carl, Giles, Mark, and Steven expressed interest in that.

### **11. Committee Reports 6:38:49PM (1:08:37):**

Jeff briefly reviewed the Vision Committee's work, sharing the the next step is to fashion a Vision Statement for Council's review, at which point the committee's work would be complete. Carl advocated that after gathering feedback from various stakeholders, that the committee would still be around to curate a final product. Steven asked how this process will gather membership input. Jeff replied that member and staff input will occur after Council review. Carl described some of the process of the committee.

Catherine mentioned that Sustainability Committee did not meet in August, September or October, and suggested that new members might be appointed to the committee at this Council meeting. Carl explained that it is the plan to populate committees during the retreat, four days hence.

Steven raised a point of order regarding confidential memos, requesting that they be so marked with red letters, not faded grey letters. Carl responded with the observation that there is no part of the meeting in which such memos may be discussed and suggested there might be a need to provide for that in the future.

### **12. Break 6:50:45PM (1:20:33):**

### **13. Presentation: Montpelier Food Pantry - Rick DeAngelis 7:01:00PM (1:20:52):**

Rick expressed appreciation for the invitation to speak, and for support received from the Co-op in the form of an [HMCCF](#) grant, which was used for signage. He explained the importance of this being that the "[pigs](#)", that double as benches located in a few places on Montpelier

downtown sidewalks, require signage so folks know that these "pigs" are there as depositories for donations to the Food Pantry. The grant money will be used to create street signage and information cards sporting QR codes and the theme, "Give Change That Counts."

The big news Rick wanted to share (simultaneously swearing us to secrecy, because it's not public yet) is that The Food Pantry is moving in December from it's current space under the garage at City Center to what recently was Woodbelly Pizza, 79 Barre Street, Montpelier. He shared that [Tom Bachman](#) was donating services as architect for the new space.

In addition to the downtown signage, there will be a sign at the new location, and signs inside to guide folks to various areas.

Rick also expressed his appreciation for the Food Pantry's being the recipient of Hunger Mountain Co-op's Bag that Bag program. He said the \$900.00 check received last month is significant given that the Food Pantry's annual budget is \$220,000.00

Rick continued that refugees, having been disqualified from [SNAP](#) benefits, led [CVRAN](#) to request assistance from the Food Pantry, to provide "culturally appropriate food, including [Halal](#) meat. Rick then involved Mary, and the first order of food was delivered, wholesale, as of the day of this meeting.

Rick explained that the food pantry is available to folks on an honour system - there is no vetting of folks requesting food. The Food Pantry is open three mornings per week, in which it provides 18,000 pounds of food to 1200 people per month. These are folks living in motel rooms, folks who are unsheltered, seniors, and families experiencing financial hardship. The Food Pantry provides seventy deliveries per month. This is accomplished with limited staff, and an average of 250 volunteer hours per month. The volunteers pick, unload, stock, and deliver food, plus clean at the end of each day.

Rick described the sourcing of food, which includes local grocers, the Foodbank, individual donations, and gleaning. With the elimination of SNAP funds, Rick has been overwhelmed by the generosity of the community to make up the difference.

Q&A for Rick:

Steven mentioned the collection bins for donations located at local businesses, and asked if there wasn't a tendency to receive too much of one food and not enough of another, and, given all the work involved in collecting the goods from these bins, wouldn't it be easier to simply solicit donations that the Food Pantry could use to purchase the needed stock. Rick responded that there is now an effort to name specific foods needed, and the drives have been renamed "Food and Fund Drives," to remind folks that financial support is always advantageous.

Mark asked if the Pantry is in [Vermont Shares](#), to which Rick responded in the affirmative. Disclosing that she works for the Vermont Foodbank, Leesa, inquired, in the absence of policy change, what is the Food Pantries' key need other than food and funds? Better facilities, and more storage. T asked if there would be greater refrigerated and freezer space at the new location. Yes. There is hope to purchase Woodbelly's Walk-in. Mark inquired about flood mitigation. Rick replied that recent flooding was the result of stormwater back flow, not elevation, meaning if they use only upper shelves, it will be "fine."

Jeff asked how the Food Pantry and Hunger Mountain could collaborate to support each other. Rick responded that there have been email exchanges along these lines. Carl mentioned his desire to "take advantage of this business model" (the cooperative model) inquiring if HMC members were helping at the Food Pantry as part of the Co-op's Member volunteer Program, and are there other ways that members of the Co-op could be mobilised to help with the Food Pantry's mission? Rick suggested collaborating on both

organisations' eNewsletters and in particular, keeping the community apprised of the refugee SNAP issue. Jeff asked which country(ies) is/are most represented in the refugee community (Afghanistan), and what can they teach us about good food? All thanked Rick for his time and effort.

#### **14. Council Calendar 7:27:07PM (1:46:57):**

Conversation ensued to set various events in the Council Calendar for the year, such as Dinner and Discussion, timing of HMCCF grants, Council summer break, and Annual meeting. Discussion included the merits of various days of week and times of day to optimise member attendance, providing wine and beer, and offering childcare. It was noted that a particularly captivating keynote might boost attendance. Absent a definitive conclusion, the calendar was not formally approved.

#### **15. Wrap 7:55:39PM (2:15:30):**

Elly and Mary listed the action items. See next page. There was discussion of the second November monthly meeting; it was determined to be unnecessary. Elly led a meeting evaluation discussion. Carl announced Congratulations to Elly for November 10th being her 25th year of service to Hunger Mountain Co-op.

#### **16. Denouement 8:02:05PM (2:21:53):**

Carl moved to adjourn. Mark seconded. Approved by absence of objection. Meeting adjourned at 8:02:20PM.

## Action Items

Action	Who	Notes
Incorporate inflation adjusted #'s in financials	Tom	To be incorporated into the December Financial Report
Reach out to Laura to ask her to listen to Council meeting discussion on retreat.	Carl	
Follow up discussion for retreat planning	Carl, Mark	
Follow up with Greg to find out if he plans to attend retreat	Carl	
CR to post council meeting audio morning after meeting	Rowan	
Talk with CR about promoting Food Pantry in enews	Mary	