Council Meeting Minutes

June 9, 2026

Present:

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

Staff: Mary Mullally, Jess Knapp (Departed 7:51:30), Elly Wood (Not in attendance during Executive Session), Tom Wright (Departed 7:25:42)

Facilitator: Elly Wood, Carl Etnier (Executive Session)

Guests: Ian Buchanan, and Kristin Cantu (Greenway Institute)

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

1. **Commencement 5:30:05PM (0:00:07)**
Carl called the meeting to order, welcoming Council members, staff, and guests.
2. **Agenda Review 5:31:23PM (0:01:25):**
Elly requested agenda changes. Steven requested the Council revisit the Executive Committee's recent facilitation decision (Bylaw §5.2). It was decided to place this agenda item immediately after the Presentation (Agenda Item 6).
Carl stated that a matter which "…by law or contract may be considered confidential" will be discussed in Executive Session and that the GM Evaluation Executive Session discussion is postponed until June 23.
3. **Bonding Exercise 5:33:35PM (0:03:34):**
Elly posed the question: "You get one free, round-trip ticket to anywhere. Where are going, and why?" Answers included: Italy, India, Hell and back, New Zealand, Martha's vineyard, The kelp reefs off the South Georgia Islands, Iceland, Thailand, A trip around the World, Rural mountainous China, Belgium, Costa Rica, Prague, Sweden, Ukraine.
Reasons why included: Family, people, food, and wine, Go big or go home, it's different, My friends will all be there, Climate and the prime minister, Visit son and family, Most biodiverse ocean scape in the world, Because it's Iceland, Kids visited there - it's cool, Broaden my understanding of the world, Learn how they conduct Agriculture, My best friend from childhood lives there, Learned Spanish, and never been immersed in it, Interesting place, Big mountains, Lend support.
4. **Community Comments 5:40:04PM (0:10:11):**
None.
5. **Consent agenda 5:40:43PM (0:10:44):**
Jeff moved to approve the Consent Agenda. Leesa seconded. Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.
6. **Presentation - Greenway Institute: Kristin Cantu 5:41:57PM (0:12:00):**
Carl introduced Kristin Cantu Business Manager of the Greenway Institute. Kristin explained that Greenway is an educational non-profit aimed at transforming the model of higher education. Greenway's tagline (for now) is "In four years, students will graduate with a four-year degree, a job, and zero debt.

They're planning a low-overhead model - two years on campus, and two years integrating with faculty and mentors learning the connection between education and work. There will be a focus on how to be young professionals. They ran two pilot semesters funded by a National Science Foundation grant, one to model the classroom experience, and one to model the work-integration portion.
They partnered with Elizabethtown College in Pa, and a number of local Vermont employers, proving the model works. Greenway is now raising funds to support the first (founding) class, beginning in 2027. They estimate that tuition will cost ≈\$25K/year, and engineering interns make ≈\$50K/year, ergo, pending elimination of some wrinkles, the education cost will net \$0 at graduation.
The focus is to graduate students into well-paying, local jobs, thereby filling the local need. Greenway itself will provide between 60 and 80 jobs, educating 500 students annually (250 on/250 off campus), while contributing \$7M annually to the City of Montpelier.
Greenway controls six buildings on the VCFA campus: College, Dewey, Glover-Hadley, Noble, Schulmaier, and Science Halls, and part of Sabin's Pasture. There is office, classroom, and dorm space, which, until classes commence, are rented as office, event rental, workforce housing, and transitional housing space.
Greenway is hosting an early childhood education centre, and plans to revive the commercial kitchen for service to both the denizens of the campus and for the greater community. Kristin expressed enthusiasm about the prospect of partnering with Hunger Mountain Co-op, New School of Montpelier, and Montpelier Performing Arts Hub.
Mentioning that she lives a five-minute walk from the Co-op, Kristin expressed how important it is to her that Greenway benefits, makes sense for, and is a good member of the community; to those ends, such offerings as early childhood education and affordable housing, are key. They are focusing on building maintenance and upgrades such as new roofs and solar installations. They see the City of Montpelier as their campus.
Council Member Questions:
Mark mentioned that the Greenway staff appear to all have engineering experience; he inquired if Greenway, itself, is brand new. Yes.
Jeff asked if charrettes would be utilised in the curriculum. Kristin affirmed that they want their students involved in multi-community projects, citing a bike-share initiative, and work for a more resilient Montpelier.
Steven expressed gratitude at the plan to revive the commercial kitchen and asked if the programs would be aimed at only college-age individuals, or if there would be adult-learning opportunities, and if so, would there be an upper age limit. Kristin responded that it's likely to be most attractive to college-age students, but there will not be any age limit. The focus is on students who do not see college as an option for a variety of reasons: School is boring, too focused on theory, the "math and science death march," lack of affordability. This model is not based on meeting academic standards within time constraints, but instead on setting goals, and once those are reached, setting new goals until the program is completed.
Greg noted that members of the Youth Conservation Corps were housed at Greenway, and expressed surprise at how engaged they became in the community.
Carl enquired about challenges Greenway faces. Kristin noted that the campus had been "sleepy" for some time, and now with residents, some in the neighbourhood have been upset over noise and folks smoking outdoors in the evening. Carl inquired if there were ways Greenway and HMC could collaborate beyond the commercial kitchen, to which Kristin responded it would be nice

to work with students with their projects, and spread the word about Greenway.
Elly inquired about Crowley Center. It is to be a bathhouse and service provider for the like of natural healers.

7. Facilitation 6:09:20PM (0:39:23):

Steven moved to continue facilitation as we have been through the end of the Council year. Jeff seconded. Carl explained that the "round robin" method of facilitation grew out of discussion in the Executive Committee meeting aimed at ensuring each person has a chance to speak, and encouraging them to speak.
Steven explained that this had been tried before - putting folks on the spot - asking if they have something to say - and they stumble a bit before not saying anything, or adding something that is not particularly germane or useful. In this particular case, there is an item being raised later in the agenda to which he is strongly opposed, and he felt the new facilitation method was aimed straight at limiting him to listing only two reasons he opposes the matter when he has a list of ten.
Giles stated support for trying new ideas, but is not in favour of this; the whole Council should have this conversation, and it stifles the natural flow of conversation. Mark agreed with Giles' point, adding it's better for folks to voluntarily build on the previous speaker vs. being "forced" to speak. Greg mentioned that ten items seems like a lot to not be prepared for, and as with email, folks may only respond to the first one.
T echoed Giles and Mark, adding that the current method feels more "human" to have more organic flow of conversation. Steven agreed with Greg that listing ten items extemporaneously is a bit much, but that he counted 25 points supporting the proposal listed in the packet just in the introduction of the topic, and he felt that for a rebuttal to enjoy a somewhat equal opportunity to be heard, there is no option but to raise those points in the meeting. Mark suggested a round robin in which the time, is limited e.g., to five minutes, rather than limit the number of points to be made. Elly chimed in, asking for responses from Catherine and Leesa; Catherine offered that she has nothing new, but asserted the conversation should "go along its own way," and Leesa suggested that after a few had spoken, Elly (facilitator) could ask for comments from those who hadn't spoken before resuming the conversation with folks who had already spoken. Elly responded by asking if folks hadn't witnessed her already doing this on a regular basis, to which many nodded in agreement. She stated that she was of the impression that the intention in the new idea was to ensure that all voices are heard, and that in this conversation, she wasn't hearing anyone express that wasn't already happening.
Jeff expressed a preference for the "organic" approach, and that if Council members are not all colleagues and friends, then we have a "different problem." Carl chimed in that the Executive Committee thought that this would be an interesting thing to try, but it seems like there's not a lot of interest in it, while asserting that the issue remains that we need to respect the time set for a topic, while addressing the matter that one or two folks might occupy too much of the allotted time. Jeff suggested that the group gets to make that decision, not just one person. Carl mentioned that Jeff was part of the group that made this decision. T asked who gets to decide what is one point, vs. two or more aspects of one point?
Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.

8. Financial Report: Q3 Statements 6:22:36PM (0:52:38):

Tom presented balance sheet data. Jeff asked if Tom feels confident with this data, and if there were any "red flags," to which Tom responded yes to the first question, and that he sees inflation as a concern, but not as a "red flag." Jeff followed by asking how to respond to inflation. Mary chimed in that part of the response is to buy in greater quantity, which is [part of] that for which 707 was purchased.

Mary discussed the income statement, including inflation-adjusted numbers, and stressed the importance of carefully monitoring prices and affordability. Jeff asked if Mary received any feedback on the increased hot bar price. Not yet. Mark asked if any products qualify the Co-op for import tariff refunds. Mary will check with NCG. Steven requested an explanation of the inflation-adjusted numbers, to which Tom responded with clarification that FY26 was expressed in FY25 dollars.

Catherine asked when would we learn what role the distance a product travels plays in purchasing decisions. Mary asserted that with 429 local vendors, the Co-op's focus on local is strong, but to answer Catherine's question, Mary needs to consult with the buyers and NCG. Jeff emphasised that produce deserves much credit for it's success on local purchasing.

9. **Monitoring Reports: L5/L7 Financial/Assets 6:40:21PM (1:10:23):**

Jeff moved to accept the L5/L7 Monitoring Report. Steven seconded. Mary provided a summary of the L5/L7 Monitoring Report, explaining that the Co-op is in full compliance. Jeff inquired how confident is Mary in the security systems; Mary responded that she is quite confident; it's very effective, and often helps management understand things that might otherwise not be understood. Jeff requested an example; Mary responded that the security system helps clarify whether an individual accused of theft actually engaged in theft. Jeff asked if there is security at 707. Yes.

Recalling the decision at the last quarter to change the L5/L7 Monitoring Report to mostly annual, Steven asked if we'll discuss specifics now, or decide to implement the change now and delegate the specifics to Executive Committee. Carl clarified this is to be discussed in the next item.

Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.

10. **L5/L7 monitoring reports - Q2 only? 6:46:28PM (1:16:31):**

Jeff moved to ask the General Manager to present the L5/L7 Monitoring Report once annually in conjunction with the Q2 [March] financial statements. Carl seconded. Steven mentioned ideas related to limited and/or conditional reporting of L5/L7 quarterly. It was agreed to discuss details in Executive Committee. Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.

11. **Appoint Jess Knapp to Sustainability and Resilience Committee 6:52:52PM (1:22:54):**

Mark moved to appoint Jess Knapp to the Sustainability and Resilience Committee. Jeff seconded. Mark shared that Jess attended the last S&R Committee meeting and he believes she'll be a good addition to the group. Mary added that it's very helpful to have someone who is part of operations and on the Green Team join the S&R Committee, and that she's very happy Jess wants to serve in this capacity. Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.

12. **Policy for council member email addresses 6:54:41PM (1:24:43):**

Leesa referred to the packet summary describing the proposed email policy, explaining that the reasons are record retention, personal privacy, and security. The benefits Leesa proposed: The co-op would have access to records, the email, being separate from the user's private email would provide the individual more privacy, and provide for more security of the Council's email accounts.

Jeff moved to require Council members to use a HungerMountain.coop email address for Council-related communications, effective as of the first Council meeting with the new Council after the 2026 Annual Meeting. Greg seconded.

Giles, HMC IT manager, stated his recusal from voting, but with Mary's permission would speak on the matter. T shared that he has three Outlook email addresses "forced on him against his will," and expressed desire to divest of Microsoft. We have policies for DEI, and against collaboration with ICE. T asserted that Microsoft routinely violates these, and every communication through Outlook is harvested into their data system for surveillance, or to sell to advertisers. T shared that he has a Proton email address developed by scientists and engineers who met while working at CERN in Geneva, and claimed it's one of the most secure email systems in the world. As an openly queer person, with an activist history who has been visited by the Feds, T does not feel comfortable being forced to use Outlook, and would like to see the Co-op and others part ways with Big Tech, and the tacit approval of their support of the Administration in Washington.

Carl responded that it is an option for the Council to use its own email system, but it's expensive and the Council's budget has been set for the year. He then invited Giles to speak.

Next in queue, Steven stated that he has an email address he created specifically for Council business, for exactly the reason stated earlier - to separate Hunger Mountain-related business from his personal account. Of the "unrecoverable data gap" cited in the packet, Steven expressed lack of understanding what materials a Council member would have in their possession of which the Co-op itself wouldn't have the original. Steven explained it would be quite onerous to be in a position where he had to search two email account histories to find earlier communications, given that it is challenge enough sometimes to search only one. He stated his reluctance to migrate his current Council business account to a Hunger Mountain account to consolidate the two for the very reason given by those in favour of the change: "potential of exposing sensitive personal information that was never intended to be part of the Co-op's record…" Steven explained that some time ago when a Hunger Mountain account was opened in his name, he encountered difficulty logging in, because it demanded information he didn't want to share; alternative login methods, though displayed, did not appear to be active; and help from both Carl and IT were not particularly forthcoming. He expressed frustration with the idea that the Co-op seems to want us to share our phone numbers with a company owned by a friend of Jeffrey Epstein, asking, "Are there no other office suite product lines out there that we could be using?"

In response to alleged "lack of contractual safeguards that may violate state privacy laws or industry regulations," Steven asked if Council members are not bound by standards that apply to all boards of directors, such as: Duty to care, Duty of Loyalty, and Duty of Obedience? Does the *Statement of Ethics and Conflict of Interest* disclosure all Council members must sign at the commencement of their terms not amount to a contractual agreement?

Expressing sympathy for T's concern about Microsoft [Outlook], and sharing philosophical solidarity (confiding he runs Linux on his home desktop), Giles stated that, being involved in the military and in ICE, google isn't any better. Giles asserted that to have a functioning office suite in the US, compromises need to be made. He shared "exciting" news from Europe - they'll be unveiling an open-source office suite in the next year or so; it's delayed by legal battles, but "we're watching that." It's hard to make solutions like that work in an environment like the Co-op, where not everybody is as tech-savvy as everyone else. Giles mentioned benefits to working "in the Co-op's ecosystem," including backups. He stated that it's about ownership - it belongs to the Co-op and should be protected by the Co-op's security policies. As fiduciaries, it's the Council's responsibility to work within the system to protect its data, asserting that if you're not willing to do so "out of your own convenience layer," that's irresponsible. Having examined this proposal, he asserted that he is impressed with it and offered to help anyone experiencing issues.

Catherine expressed appreciation for Giles' help with her account, and agreed that in the face of so much scamming, security is very important.

Stating that we don't yet have all the information, and a lack of confidence that the group has adequate grasp of all the implications involved, Steven expressed a desire to table the decision. He said that if a European option is better, and may be available within a year, switching to this system now and then to another one in another year or two doesn't make a lot of sense.

He said he has experienced multiple instances of difficulty accessing documents, and that help has been less than forthcoming. Citing a case where a member fought the Co-op for nearly a year to receive the membership list (the Co-op is required by law to provide it to any member who requests it), and noting the expressed concern that the co-op might experience difficulty accessing information from a Council member's account, Steven stated there seemed to be little concern over what happens when the roles are reversed. Steven moved to table the matter. Jeff seconded.

Giles stated he's excited about what's happening in Europe, but to plan on something that doesn't yet exist is bad business. He asserted that when one decides to join the Co-op and become a fiduciary, that one also decided to do what's best with Co-op property. He stated that it would be expensive for the Council to operate its own email, and he expressed concern that when audited by the insurance company, he has to report to them the the Council's practices do not comply. He considers this minimum best practice in the business world.

Ayes: 4, Nays: 2, Abstentions: 2. The motion to table the proposal passed.

13. Policy for equity refund requests when Council doesn't meet 7:17:44PM (1:47:46):

Giving kudos to Carl for a well-written summary in the packet describing the situation, Mary explained that every meeting the Council approves equity refunds for the month, and since the Council will not meet in July and August, there is a need to authorise Mary to grant requests for refunds during those two months. Mary further explained that there didn't seem to be a need for the Council to approve these every month, so the suggested motion is to authorise monthly requests for refunds for the next twelve months, so the Council only needs to revisit the issue annually.

Jeff moved to authorise the General Manager to approve equity refund requests, with the expectation that they be issued within 30 days and that the Council will receive the Membership and Equity Report quarterly, along with a report on whether all refunds in the previous quarter were issued within 30 days." Leesa seconded.

While expressing support for the motion, Steven asked why the Council has done it this way for so long? Is Council bound by policy or bylaw to provide this monthly approval? Carl searched the bylaws and after reading from § 8.4 (b) - *Return of Equity Payments*, it was determined that best practice would to to revert to the original plan - to "preapprove" (authorise) equity refund requests for only July and August, and to later revisit if and how to annually delegate this authority to the General Manager for monthly approvals.

Carl moved to amend the motion on the floor to authorise the Executive Committee, until the September Council meeting, to approve equity refund requests in the months that the Executive Committee meets, and if there is a month the Executive Committee does not meet, to authorise the Council president to approve equity refund requests, with the expectation that they be issued within 30 days. Mark Seconded. Ayes: 8, Nays: 0, Abstentions: 0. The motion to amend passed unanimously. Ayes: 8, Nays: 0, Abstentions: 0. The amended motion passed unanimously.

14. **Break 7:25:42PM (1:55:45):**
15. **Council election 2026 voting period and certification 7:37:28PM (1:56:20):**

Elly stated the following suggested motion:

"**Whereas**, the 2026 annual meeting is scheduled for September 24, and current bylaws set the voting period for 14 days unless extended; and

Whereas, extending voting to October 13 will allow adequate time to onboard newly elected Council members before the following regular meeting; and

Whereas, formally certifying the election at the November 10 Council meeting will establish a clear commencement date for new terms, provide adequate time for member onboarding, and provide for all officer positions being continuously filled; and

Whereas, our attorney has reviewed this approach and confirmed it aligns with our bylaws and applicable law;

Therefore be it resolved,

a) that the Council extends the 2026 Council election voting period through October 13, 2026; and

b) **be it further resolved**, that the Council will formally certify the election and accept the Ballot Committee's report at the regular November 10 Council meeting, which shall constitute the official 'conclusion of the Council election' under bylaw §3.3(b) and, therefore, the beginning of the terms of the newly elected or re-elected Council members."

Steven so moved; Jeff seconded.

Carl explained that because of the timing of the Annual Meeting, and the duration of the voting period for Council, it would be difficult to schedule orientation for new Council members before their first meeting, and there could be an extended period in which the Council had no duly elected officers. He stated the Governance Committee has a proposed solution to this for the bylaws, but until such proposal is approved, this motion resolves the issue for this year.

Steven asked if the Annual Meeting had been scheduled earlier in the month, could we have avoided this. Carl answered in the affirmative, clarifying that there might be a period without elected officers, but there would be more time to onboard new Council members.

Jeff pointed out that Council candidate petitions are due in a couple weeks, and then two months pass before Annual Meeting, and the election. All this springs from moving the Annual Meeting two months earlier.

Mark asked if the current Council would be responsible for anything at the October 13 meeting that might better be handled by the new Council? Noting the recent changes in the Council year had not caused such a problem, Carl expressed doubt that this is a concern, though he suggested that scheduling the Council retreat before the holidays might be a challenge.

Mark asked if this would affect the length of the Council year or if it would affect the stipend. Carl doubted there would be a significant issue, and Steven explained that the stipend is per year, not per month served in that year.

Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously.

16. **Committee reports 7:48:41PM (2:07:29):**

Citing the late hour, Jeff asked if we need to have this discussion at this time. Steven reminded the group that it *is* a discussion item; if no one discusses, we can move on.

17. **Executive session 7:50:18PM (2:09:13):**

Elly stated the following suggested motion: "Whereas knowledge by Co-op members of the topic to be discussed in Executive Session could cause substantial harm to the Co-op, or a person involved, [there needs to be a] motion to enter Executive Session to discuss a matter that may by law or contract be considered confidential under §7.3 (e) of the bylaws."

Hearing this, Jeff so moved to enter Executive Session. Steven seconded. Ayes: 8, Nays: 0, Abstentions: 0. The motion passed unanimously. Council entered Executive Session at 7:51:30.

Jeff moved to exit Executive Session. Hearing no objection, Carl declared the motion passed. Council exited Executive Session at 8:19:10PM.

18. Denouement 8:20:48PM (2:10:50):
Action items were discussed and identified.

Action	Who	♫
L5/L7 reporting will be required only once annually in March, in conjunction with Q2 financial statements. EC will review specific refinements to be suggested by Steven.	EC	
Approve equity refund requests for July and August.	EC and/or Carl	
Council members who have further questions about HMC email requirements: Send them by end of day on June 24 to the EC, which will further discuss. Giles and Mary will discuss attending June 25 EC meeting.	EC Giles/ Mary	
Next Council meeting is scheduled for June 23; Mark Simakaski will facilitate.	Council	

Carl announced the next Executive Committee meeting is June 25. Jeff reminded the Council the next Council meeting is June 23, to be facilitated by Mark Simakaski.

Evaluation: Elly asked the Council to rank the meeting on a scale of 1 - 10, and say whether they like having the presenter early or late. Numbered evaluation ranged from 7 - 9. Comments: Meeting was long, but the group adjusted well, liked organic adjustment to time, Liked having presenter early, liked that the presenter had more time to speak, Enjoyed the presenter, agnostic about whether early or late. Liked hosting the presenter first, rather than in the middle, which interrupts conducting business, Earlier allows dining with the presenter before the meeting, Earlier is more considerate to the presenter.

19. Adjournment 8:28:41PM (2:19:30):
Mark moved to adjourn. Leesa seconded. The motion passed by uncontested acclaim. Meeting adjourned at 8:29:05PM.