

MINUTES [FINAL]
Brattleboro Food Co-op Board of Directors
2 Main Street, Room 130, Brattleboro, VT

Monday, December 10, 2018

Directors Present: Jim Barker, Mary Bené, Anna Edson, Judy Fink, Skye Morse, Beth Neher, Tamara Stenn, Arion Thiboumery, Jerelyn Wilson.

Staff, Shareholders and Others Present: General Manager Sabine Rhyne; Board Administrator Sarah Brennan

The meeting was called to order by Chair Beth Neher at 5:15 pm.

1. **Meeting Opening:** The meeting opened with board members introducing themselves and sharing brief impressions of the Annual Meeting and Board Retreat.
2. **Agenda Review:** The following adjustments to the agenda were made: in light of Jerelyn's need to leave early, the GM Report will be moved to just after dinner, along with part of the Board Perpetuation items.
3. **Approval of Minutes:** Jerelyn moved to accept the minutes of the November 5, 2018 meeting; Mary seconded. The motion to accept the minutes with a minor edit passed (7 in favor, 0 opposed, Judy and Tamara abstained).

Jerelyn moved to accept the minutes of the Annual Meeting, Anna seconded. Discussion: A variety of minor edits were suggested. The motion to accept the Annual Meeting minutes with minor edits passed (7 in favor, 0 opposed, Mary and Judy abstained).

4. **Shareholder Input and Board Tabling:** Prompted by a request from a shareholder that the Board instruct the General Manager to enforce the parking policy, the Board discussed the perennial challenge of people parking in our lot without shopping here. Sabine noted that for budgetary reasons, we must be strategic. When we anticipate a busy time, security and facilities staff monitor the lot. The incident in question was a Saturday mid-day, and we have adjusted assignments accordingly going forward. We also got new yellow sandwich board signs. We'll schedule extra shifts over the Christmas holiday. We are getting additional reflective vests to wear when patrolling the lot. Suggestion: the vests should be labeled "BFC Parking". We've tried soliciting members to patrol the lot for shareholder hours; nobody signed up. We put warning signs on violators' cars and we have towed in the past. Sabine does not believe that hiring panhandlers to monitor the lot would be a good idea. Feel free to email Sabine with your suggestions. Beth will follow up with the shareholder who made the request.
5. **Board Perpetuation**
 - a. **Upcoming Events:** Beth noted the upcoming CDS training and requested that new board members attend CBL 101. She will attend the "Everyone Welcome". Sarah will be in touch about registering.
 - b. **Board Election Results:** Arion moved to accept the board election results; Mary seconded. Discussion: the Policies and Bylaw Committee will take up the issue that there were a number of no votes and abstentions on the bylaw changes. Sabine stated that we plan to reach out to shareholders who have not shopped here in a while. The motion carried unanimously.
 - c. **Code of Conduct:** Board members signed and circulated their Code of Conduct forms and discussed what constitutes a potential conflict of interest: if you, a family member, or a close friend stands to benefit from a decision you make as a board member.

- d. **2019 Board Officers:** Arion moved, and Judy seconded, that the following slate of officers be appointed: Beth as President, Jerelyn as Vice President, Skye as Treasurer, and Anna as Secretary. Discussion: none. The motion carried unanimously.
- e. **Mentoring Partnerships:** Jerelyn will mentor Tamara, Mary will mentor Judy, and Anna will mentor Jim. Anna will do a store tour for Judy and Tamara, to include visiting education/outreach .
- f. **Committees:** the following committees were established at the Board Retreat on 12/8: Shareholder Engagement (Mary, Judy, Tamara, Anna), Board Recruitment (Jerelyn, Arion), and Policies and Bylaws (Jerelyn, Jim, Beth, and former Board members John Hatton and Richard Berkfield).
- g. **Board Calendar Dates:** the sign-up sheet covering Board tabling, FFT articles, post-meeting clean-up was distributed. Tamara will write the February FFT article on the Co-op Café she attended back in October as a board candidate.

[Remainder of Board Perpetuation items taken up after GM Report.]

- 6. **GM Reports:** Sabine reviewed the GM report. Discussion focused on recent poor sales, compared to projections. We'd budgeted for 3% growth, but we're running at 1.14%. Basket size has been growing, but transactions have been down over the course of the entire year. It's been difficult because the store looks better than it ever has, we've paid great attention to promotions, and there's a lot of good feeling in the store. But it's not translating to increased sales. Sabine is starting to make plans to cut expenses, beginning with deferring some physical plant issues until next year. Parking is a factor, as is downtown panhandling, which is hurting other businesses as well. We are planning many promotions in January, including a 5-day shareholder appreciation series of deeply discounted items. We may print FFT bimonthly, and we're making a "how to get to the Co-op" video. We continue to address price image. We had hoped to repay shareholder lenders three years' worth of interest; instead, we'll pay out two years (\$120K). Paying for holiday UNFI purchases (there is a 21-day lag) will also hit cash hard.

7. **Board Perpetuation, continued**

Note: Jerelyn was absent from this point on.

- h. **Board Monitoring:** Arion moved, and Anna seconded, to accept the QIV 8 Board Perpetuation, Election and Orientation of New Members Monitoring Report. Discussion: Beth explained that new members should respond "Don't Know" for as long as they need to. Mary confirmed that she had unintentionally answered 8.1.3 incorrectly, due to how that particular question is worded. The motion carried (5 in favor, 0 opposed, 3 abstentions (Tamara, Judy, Jim)).
 - i. **January Monitoring Reports:** Beth brought to board members' attention the policies being monitored at the January meeting (Board: QIII 1 Board/Management Relations, QIII 2 Delegation to the GM; GM: QII 1 Financial Planning). Discussion: Beth explained that the Board reviews the policies that they'll be monitoring in the subsequent month. Sabine explained the planning cycle: in QII 1, she presents the 3-year plan, which will start at the end of the year that we're in. This then triggers the detailed Annual Business Plan, which all managers contribute to. With respect to QIII 2 – Delegation: Beth noted the Board is proscribed from evaluating staff or giving direction to people.
 - j. **Tabling:** December – Arion and Jim. January – Mary and Judy.
 - k. **January FFT:** Beth and Jerelyn already submitted the article.
- 7. **Meeting Outcomes:** Board members shared what they would tell a shareholder about this meeting.
 - 8. **Closing:** Board members shared what they would have changed about this meeting and/or what they would be taking home from tonight's meeting.

The meeting was adjourned at 7:38 pm.

Sarah Brennan, Board Administrator