

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

Monday, April 1, 2019

Directors Present: Jim Barker, Mary Bené, Anna Edson, Judy Fink, Skye Morse, Beth Neher, Tamara Stenn, Jerelyn Wilson (*via Skype*). Directors Absent: Arion Thiboumery

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

The meeting was called to order by Chair Beth Neher at 5:17 pm.

1. **Meeting Opening:** The meeting opened with board members sharing memorable April Fools experiences.
2. **Agenda Review:** No adjustments were proposed.
3. **Approval of Minutes:** Mary moved to accept the minutes of the March 4, 2019 meeting; Judy seconded. The motion to accept the minutes with no changes passed unanimously.
4. **Shareholder Input and Board Tabling:** The Board reviewed March tabling notes. Discussion: no matter what you ask, people want to share what they're passionate about, and what they're unhappy about. We donate food to Groundworks. Sabine is following up re: the Deli's vegan/veggie offerings. Online shopping trends are favoring ready-to-eat in preference to meal kits. We need to re-examine our shareholder discount policy.
5. **Strategic Conversation:** The Board continued its discussion of End #3. Guiding questions:
 - a. For what purpose does the BFC exist? (Responses: Per the Policy Governance Manual, p. 1, the BFC exists to meet our shareholders' collective needs for the 7 Ends listed.)
 - b. As the board, what about the workplace matters to us? (Responses: the relationships we form and the people we encounter at the Co-op, which can be linked to many of the Coop values, including caring for others, equality, honesty, self-responsibility, and solidarity.)
 - c. Does the board wish to have an End that talks about the workplace, or do we want to somehow move it back into Executive Limitations? (Responses: End #3 sets a standard for what a good workplace is, even for those who come here simply seeking a job. Sabine believes deleting this End would probably not be a good move. To be continued.)
 - d. Also discussed: what is precipitating this conversation (see March Board meeting), and how easy it is to conflate Policy QII 3 Relationship with Employees and End #3: "There's this expectation that if we were modeling the co-operative values, we'd have 100% employee satisfaction."
 - e. Beth hopes we get somewhere clearly stated/articulated by November.
6. **GM Report:** Discussion highlights: Cheese Madness (well received!); food justice (Sabine intends to sign a petition in support of proposed legislation to impose a moratorium on food and agribusiness mergers); status of unclaimed equity (we'll meet with other co-ops/counsel to discuss and strategize); parking lot/community garden space; ABP Planning Season (focus: sales! and staff engagement); various metrics (we're not hitting sales per labor hours targets yet, customer count has been up lately, dip in operating cash - we expect improvement in the 4th quarter); and staffing levels (we've added more than two positions over last year).
7. **GM Monitoring Report:**
 - a. QII 5 Continued Operations: Anna moved, and Judy seconded, to accept the monitoring report. Discussion highlights:

- We will update all the policies with respect to gender pronouns, in keeping with last year's bylaws changes.
 - The newly-created IT Manager position is not a member of the Core Team.
 - The Store Manager will be attending a Board meeting soon so new Board members can meet her.
 - We are pulling together all department policies and procedures into a centralized location to support greater accountability and we have implemented more secure password management.
 - Should the Store Manager need to step in as the GM, there are no provisions for who becomes the Store Manager. We do not currently have a travel policy.
 - The motion carried unanimously.
- b. QII 7 Communication to Board: Anna moved, and Jim seconded, to accept the monitoring report. Discussion: Two board members expressed appreciation for the depth of reporting on all aspects of the Co-op. The motion carried unanimously.
- c. QII 8 Conflict of Interest: Anna moved, and Tamara seconded, to accept the monitoring report. Discussion: No substantive comments. The motion carried unanimously.

8. Board Perpetuation:

- a. Jim's status: Context: After Jim was appointed to the board, he was promoted to IT Manager. Discussion: Particularly because Sabine is Jim's direct supervisor, there exists a perception of conflict of interest. Both Jim and Sabine recused themselves from the following discussion after indicating they would abide by whatever decision the Board made. Discussion summary:
- Neither the bylaws nor the policies currently prohibit a manager from serving as a staff director.
 - No change to Jim's status is proposed at this time.
 - The Policy and Bylaws Committee will take this up and make a recommendation about whether some employees should be ineligible to serve on the Board. Core Team members might pose a greater potential conflict of interest given their presumably closer relationship to the GM, as well as their increased authority and responsibilities.
 - Note: Managers have served on the Board in the past, as have union stewards.
- b. Policy and Bylaws: Jerelyn reviewed the committee's proposal to bring board terms into compliance with Bylaw Section 5.5. This would be a one-time plan; with the 2022 election and thereafter, all terms would be for three years.
- Jerelyn moved, and Skye seconded, to accept the Policy and Bylaws Committee's plan to bring board terms into compliance with Bylaw Section 5.5 by establishing temporary two-year terms for two openings in the 2020 election, and one opening in the 2021 election.
 - Discussion: None. The motion carried unanimously.
- c. Board Monitoring Report: Judy moved, and Mary seconded, to accept the QIV I Board Duties Monitoring Report. Discussion: No substantive comments. The motion carried unanimously.
- d. Preparation for May: Beth reminded Board members that Financial Conditions and Activities will be monitored at the May meeting in addition to QIV 2 Board Meetings and QIV 6 Job Products.

9. Committees: Reports/Q&A: In the interest of time, these were passed over.

10. Meeting Outcomes: Board members shared what they would tell a shareholder about this meeting.

The meeting was adjourned at 8:35 pm.

Sarah Brennan, Board Administrator