

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

Monday, January 7, 2019

Directors Present: Jim Barker, Mary Bené, Anna Edson, Judy Fink, Skye Morse (*late*), Beth Neher, Tamara Stenn (*late*), Arion Thiboumery (*late*), 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 their holiday season.
2. **Agenda Review:** No adjustments were proposed.
3. **Approval of Minutes:** Mary moved to accept the minutes of the December 10, 2018 meeting; Anna seconded. The motion to accept the minutes with no changes passed unanimously.
4. **Shareholder Input and Board Tabling:** [*Skye arrived*] Beth shared additional feedback she received after having tabled, all very positive, with the exception of a woman unhappy with the use of clamshell containers in bulk. The woman was reminded that staff will fill the container of her choice for her.
5. **GM Reports:**
 - a. **GM Report:** Discussion focused on the following:
 - The State of Vermont's pursuit of unclaimed property (the impact on us remains to be seen; we will consult with our attorney. A bylaw change may be in order).
 - Sales performance (we were 10K/week under budget; labor percentages are not great).
 - The recent settlement with the union (Sabine stated that she believes the union could better support their stewards with training on how to communicate/negotiate/advocate).
 - b. **GM Monitoring Report:** Jerelyn moved, and Anna seconded, to accept the QII I Financial Planning Monitoring Report. Discussion:
 - NOTE: Correction on p. 24 – DSCR projections should be changed to 1.19 in 2020, 1.13 in 2021, and 1.4 in 2022.
 - Microloan program: Sabine recounted the origins of this fund. She envisions shareholders voting on which projects to support.
 - "Other outlet options": examples could include a kiosk at the hospital, or a convenience location somewhere else.
 - The Dottie's solution: Sabine brought new board members up to speed on her conversations with GroundWorks, VocRehab, and others to explore combining a food shelf, with discount food, with job opportunities for differently-abled folks.
 - Secret shopper program: NCG curates such a program; in the meantime, we hope to implement the random receipt survey program this year.
 - The Co-op's 45th anniversary: It's not too soon to start planning the celebration.
 - The Board discussed the timing of this monitoring report. Jerelyn noted that the compliance data mentions the ABP, which will not be presented to the Board until June.

- Jerelyn moved, and Jim seconded, that the motion on the table be amended to table this Monitoring Report until the June meeting. The motion carried unanimously. We will continue to review the three year plan at this time of year, but without the accompanying Monitoring Report.

[Break for dinner. Arion arrived.]

6. Board Perpetuation:

- Upcoming Events: Beth requested that new board members attend CBL 101. All plan to attend.
- Confidentiality and Contact Information: How do we protect board members' personal contact info, while ensuring they are accessible to shareholders? Currently, anyone wishing to contact the board emails the Board Administrator, who forwards it to the Board President. Decided: we will create a "Board at brattleborofoodcoop dot coop" email address that will forward to the Board Administrator, who will then forward it to the Board President. Should the President wish to respond from that email address, they will have the login credentials to do so.
- Monitoring Report: Skye moved to accept the QIII 1 Board/Management Relations Monitoring Report; Anna seconded. Discussion: none. The motion carried unanimously.
- Monitoring Report: Skye moved to accept the QIII 2 Delegation to the GM Monitoring Report; Anna seconded. Discussion: none. The motion carried unanimously.
- Preparation for February: Beth brought to the Board's attention the policies being monitored at the February meeting: QII 2, QIII 3, and QIII 4. She noted that we monitor financial performance quarterly, and stated that with QIII 3, the important thing is that first sentence: it sets the context for the monitoring we do in QIII 4.
- Food for Thought: Mary will write the March article, on the CDS "Everyone Welcome" workshop. Mary and Judy will table Monday Jan 14, 11 – 1. Logistics: Shareholder Services will set you up with a table. Successful tabling is dependent on luring visitors with snacks.
- Committees:
 - Board Recruitment (Jerelyn, Arion) is meeting tonight.
 - Shareholder Engagement: Mary and Judy met. They reviewed last year's charter and prioritized learning more about shareholders and shoppers via tabling, and planning the annual meeting. They didn't see a lot of value in reaching out to other organizations' boards (except for those we're already working closely with, such as Groundworks) because they didn't see it as increasing shareholders. They would like to come up with some standardized questions for tabling. They wonder how to learn more about how the homeless population affects other local businesses. Comments: We need to get shareholders to invest more in their co-op, via shopping, buying gift cards, and getting involved by other means. Sabine stated that there are real and perceived obstacles to shopping at the Co-op ("too expensive", "the parking lot's full", "I have to step over this guy asking for money").
 - Policy and Bylaws Committee: They tweaked the charter. They want to provide a mechanism for soliciting comments about proposed bylaw changes. Their priorities: addressing items that weren't completed last year, including Code of Conduct and Board Meetings policies, and how to handle sensitive or confidential information, both for Board members, Board meeting visitors, and non-board committee members.

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

The meeting was adjourned at 7:58 pm.

Sarah Brennan, Board Administrator