

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

Monday, March 4, 2019

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

Staff, Shareholders and Others Present: General Manager Sabine Rhyne, Board Administrator Sarah Brennan, Ruth Garbus (at 6:30), John Hatton, Bob Lyons

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

1. **Meeting Opening:** The meeting opened with board members sharing what they would tell a shareholder about a benefit of being on the board.
2. **Agenda Review:** No adjustments were proposed.
3. **Approval of Minutes:** Jim moved to accept the minutes of the February 4, 2019 meeting; Jerelyn seconded. The motion to accept the minutes with no changes passed unanimously, with one abstention (Mary).
4. **Shareholder Input and Board Tabling:**
  - a. The Board reviewed February tabling notes. Comments: Anna noted that she had incorrectly described a staff shareholder in the tabling notes as a board member. She also clarified that the comment about how managers shouldn't serve on the board should be clarified to mean "senior management". Note: next month's board packet will include an organizational chart.
  - b. We received compliments for pairing a class on cocoa and pretzels with winter carnival week, and heard from a shareholder disappointed to learn that the pumpkin seeds in Bulk come from China.
5. **GM Report:** Discussion on the GM Report touched on the following points:
  - a. Sales: We've seen a lot of traffic and daytime busy-ness in the store (classes, events, and lunch customers), but it hasn't translated into a lot of sales. We are squeezing our margins in order to offer a very competitive price on antibiotic/hormone-free chicken.
  - b. Facilities and Maintenance: for unrelated reasons, we are experiencing some turnover and this has at times affected our ability to monitor the traffic/parking situation. We can't afford to hire a parking monitor, and we are loathe to subject member-workers to the harassment they would encounter.
  - c. De-escalating conflict training: is scheduled for the Front End and other staff later this month.
  - d. Cash position: We need for sales to go up. Our cash took a hit with the recent shareholder lender interest payments and health insurance. Arion and Skye noted that our absolute positioning is not so bad and that operations are well-managed. Sabine stated that she has challenged the managers to stretch themselves over the next four months to increase sales.
4. **Shareholder Engagement Committee Charter:** To make use of time efficiently; the Board took up agenda item #7(b), the draft charter of the Shareholder Engagement Committee.
  - a. Judy moved, and Jim seconded, to accept the draft charter as presented on the last page of the board packet. Discussion resulted in some tweaks to the proposed language.
  - b. Jerelyn moved to amend the proposed changes accordingly; Jim seconded. The amendment passed unanimously, as did the original motion.

- c. The approved Shareholder Engagement charter reads as follows:

*The 2019 Shareholder Engagement Committee will focus on engaging with shoppers, shareholders and the community in which the Co-op exists. Our work focus will be:*

- 1. to develop talking points for the board to use when reaching out to shareholders and potential shareholders to share the benefits of being a member and shopping at the co-op;*
- 2. to identify opportunities for ongoing collaboration with other community organizations that advance the Co-op's Ends;*
- 3. to learn what Co-op shareholders and shoppers think, via tabling and other means;*
- 4. with regard to the Annual Meeting, identify and bring to the board themes and top priorities.*

- 5. Strategic Conversation:** Ruth Garbus of Shareholder Services presented the “Co-op 101” unit of Orientation Passport.

**6. Board Perpetuation:**

- a. Policy Update: Jim moved to accept the changes proposed to policy QIV 2 Board Meetings as shown in the packet memo. Anna seconded. Discussion: None. The motion carried unanimously.
- b. Policy Update: Arion moved, and Mary seconded, to accept the changes proposed to policy QIV 3 Code of Conduct as shown in the packet memo. Discussion: Jerelyn pointed out one change that the Policy and Bylaws Committee had recommended. The motion carried unanimously.
- c. Preparation for April: Arion will miss the April meeting.
- d. Upcoming Food for Thought articles: Skye is on board for the next FFT article, due to Beth before April 5<sup>th</sup>.

**7. Board Committees:**

- a. Policies and Bylaws: No update.
- b. Shareholder Engagement: Previously addressed.
- c. Board Recruitment: No update.

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

- 9. Closing:** The meeting closed with some Board members sharing how they were feeling at the end of the meeting, and planning on how to share with Tamara what she missed.

The meeting was adjourned at 8:15 pm.

Sarah Brennan, Board Administrator