

MINUTES [FINAL]
Brattleboro Food Co-op Board of Directors
Saturday, December 7, 2019
Hallelujah Farm, Chesterfield, NH

Directors Present: Judy Fink, Skye Morse, Beth Neher, Jerelyn Wilson, Denise Glover, Grace Koch (late), Mary Bené (late). Directors absent: Tamara Stenn. Staff, Shareholders and Others Present: General Manager Sabine Rhyne; Board Administrator Sarah Brennan; Columinate consultant and retreat facilitator Thane Joyal.

The meeting was called to order by President Beth Neher at 9:37 am.

1. **Agenda Review:** Beth noted the agenda includes only those items that are essential to do today. (This meeting was originally scheduled for 12/2 but was canceled due to weather.)
2. **Approval of Minutes:** Jerelyn moved to accept the minutes of the November 4, 2019 meeting; Skye seconded. The motion to accept the minutes with some minor corrections passed unanimously.
3. **Board Officer Slate:** Beth stated that the process outlined in Policy QIV 7 was followed.
 - a. Denise moved, and Skye seconded, to approve the following slate: President: Jerelyn Wilson, Vice President Judy Fink, Treasurer Skye Morse, and Secretary Mary Bené. Discussion: none. The motion carried unanimously.
 - b. The motion having passed, the baton was passed from Beth to Jerelyn, who facilitated the remainder of the meeting. Jerelyn commended Beth for her steady calmness.
4. **GM Report:** *Note: Mary and Grace arrived between items (a) and (b).* Discussion highlights:
 - a. The conversation on several Facebook pages (ours, and the “Brattleboro” group) about our pricing. Sabine is confident and enthused about working through her plans going forward.
 - b. Open positions: The new FE Manager has started and is being trained (Ann’s last day is 12/24). Sabine hopes to decide on the HR Manager position by the first of the year.
 - c. Who’s who: The “Management Team” is all department managers and assistant managers, and all admin managers. The “Core Team” is all admin managers (Employee Services, Finance, Store, and Marketing/Community Relations) plus the Culinary manager.
 - d. Staff survey: 2020 is a year for a full survey. The new survey administrator will be meeting soon with union stewards and management team members to kick off the project.
 - e. Operating cash: The cash graph reflects a temporary lift last month; it will dip down due to December outlays, which include paying back two years of interest on shareholder loans, as well as the product ramp-up for holidays. Cash is tight this time of year.
 - f. Management stepping up on evenings and weekends: the rationale for this is timely and well-stated.
 - g. Finance Manager Ken McGee’s continued status working remotely: while it’s working well, we’ll address next steps after the HR manager situation is resolved.
 - h. Sabine is cautiously optimistic given that the past four weeks in sales averaged out over 3% higher than last year: the best we’ve seen in quite some time.
5. **Board Election Results:** Judy moved, and Beth seconded, to accept the election results, in which Denise Glover and Grace Koch were elected to the Board. Discussion: over 1,000 shareholders voted this year – a record. The new online platform made it easy to login, and reminder emails generated additional activity (note: the system doesn’t let you vote twice). The motion carried unanimously.

6. **Annual Meeting minutes** Mary moved, and Beth seconded, to approve the minutes of the 2019 Annual Meeting. Discussion: We will try and track down the name of the shareholder who made a comment with the use of the ASL interpreter. The motion carried unanimously.
7. **Board vacancy:** The board vacancy caused by Anna having stepped down will be addressed in Executive Session at the January meeting, per Policy QIV 8, section 8.4. Note: shareholders have been made aware of the vacancy via our November minutes, plus an announcement at the Annual Meeting.
8. **Code of Conduct.** Jerelyn and Thane outlined the rationale for Board members to sign a code of conduct, which includes disclosing conflicts of interest. Signed forms will be available for perusal on the Board's website: Board members should be familiar with one another's disclosed conflicts to help keep one another accountable. Thane noted that this is about protecting the legitimacy of Board decisions.
9. **Board Monitoring:**
 - a. Jerelyn emphasized that she wants a 100% response rate on Board monitoring reports. She wants to hear about any challenges that come up that make it hard to respond to these. New Board members should feel free to respond "n/a" or "I don't know" until they have enough experience under their belt to feel comfortable answering knowledgeably.
 - b. Judy noted that she mistakenly answered "yes" when she meant "no" in response to 8.1.3. Beth clarified that her "No" response to 8.1 was to indicate that the task was handled differently than outlined in the policy – but it was handled.
 - c. Skye moved, and Judy seconded, to accept the QIV 8 Board Perpetuation, Election & Orientation of New Members Monitoring Report. Discussion: none. The motion carried unanimously, with two abstentions (Grace and Denise).
 - d. Jerelyn stated that she and Arion (as the 2019 Board Recruitment Committee) "didn't do the job that was needed" with respect to this policy. Mary stated that she would be interested in serving on that committee going forward.
10. **Orientation and Mentoring of New Board Members:**
 - a. As Secretary, Mary will be arranging for an in-depth store tour. Skye and Sabine will arrange the financial orientation to be held shortly before the February meeting. Jerelyn will provide a broader orientation of board work and may involve mentors in that.
 - b. Mary will mentor Grace and Beth will mentor Denise, with Tamara's assistance if she's interested.
 - c. CBL 101: Denise, Grace, Jerelyn and Judy are all going. Sarah will send the registration link out and can help in case of difficulty. Thane described some online training opportunities that are newly available in 2020. We get one of these for free (as part of our contract with Colunate), and there's a fee if we do others.
11. **Preparation for January monitoring.** Board packets typically include excerpts from the policies that the Board will be monitoring in subsequent months. That way, the Board can ask any questions about the policies that will help them conduct the monitoring. There were no questions on the meeting packet's excerpts.
12. **REMINDERS:** The sign-up sheet for Board tabling and Food for Thought (FFT) articles was distributed and partly filled out. Mary has already written the article that will appear in January's FFT; Judy will write up the March FFT (due: 2/7/20)

The meeting was adjourned at 10:58 am.

Sarah Brennan, Board Administrator