

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

Monday, January 6, 2020

Directors Present: Mary Bené, Judy Fink, Denise Glover, Grace Koch, Skye Morse, Tamara Stenn, Jerelyn Wilson. Directors absent: Beth Neher (out of town). Staff, Shareholders and Others Present: General Manager Sabine Rhyne; Board Administrator Sarah Brennan; Marketing and Community Relations Manager Jon Megas-Russell, Ron Schneiderman.

The meeting was called to order by President Jerelyn Wilson at 5:16 pm.

1. **Meeting Opening:** The meeting opened with board members and guests introducing themselves, and sharing one thing they appreciated over the holidays.
2. **Agenda Review:** No changes proposed. Jerelyn noted there will be an Executive Session at the end.
2. **Approval of Minutes:** Judy moved to accept the minutes of the December 7, 2019 meeting; Mary seconded. The motion to accept the minutes with some minor corrections passed unanimously.
3. **Shareholder Input and Board Tabling:**
  - a. Mary reported out on her tabling experience on the 18<sup>th</sup>. She was particularly struck by genuine appreciation for the staff here. Tamara also tabled on the 19<sup>th</sup> (no notes; all comments received were positive).
  - b. Jon Megas-Russell shared December's feedback statistics with the Board. Highlights: We continue to get more and more feedback every month. Praise was 48% of the total comments (overall praise for the store, staff praise, praise for product selection); 31% were complaints ranging from out of stock, pricing, requests for changes to Deli offerings, the parking lot, and plastics.) Product requests made up 14% of all comments. Nearly half of our feedback comes from the receipt surveys. Feedback will be incorporated into the annual business plan process this year. Jon noted that the Shopper Survey is coming up in February. He anticipates addressing product requests, particularly in the context of inclusivity around price and conventional items.
4. **GM Report:** Discussion highlights:
  - a. DEI (Diversity/Equity/Inclusion): Sabine described the upcoming work with LaDonna Sanders-Redmond. We anticipate multiple, repeated sessions with "micro-learnings" to get to as many people as possible given the scheduling difficulties. Board members would participate in their own sessions, using Board development funds. Board members received copies of "White Fragility" and will have the opportunity to participate in the discussions scheduled for 3/10, 3/17, 3/24, from 12 – 1:30 in our community room (Wesley Pittman to facilitate).
  - b. Staff-related: HR Manager position (in second interview stage) and upcoming staff survey (resulting data goes into Sabine's monitoring reports). The potential for integration between FE and Shareholder Services. We're strategizing carefully: it needs to make sense to everyone involved.
  - c. Financials: We finished the quarter really well. Expect cash to dip in the next week or so, as we pay off UNFI for holiday product.

## 5. Exploratory Conversation: Fairbairn and Inclusion/Equity/Transparency and Annual Meeting Reflection

- a. Jerelyn stated that exploratory conversations are not for the purpose of decision-making: “It’s a time to share our perspectives, and create ‘a-ha’ moments by bringing all of our experiences to the table and sharing them.” Board members spent five minutes writing their reflections on the Annual Meeting. Working in pairs, members shared their observations and then reported out to the whole group on what their partner had shared. Board members were asked to articulate what this might say about the character of the relationship between the Co-op and its shareholders.
- b. Highlights: Pride for the Co-op in the moment (not for the events that triggered the conversation, but for the respectful way in which shareholders listened and responded). Empathy for Sabine. Feelings of shame and guilt. “Otherness” as something to be aware of and work on.

## 6. Board Perpetuation

- a. Tamara moved, and Judy seconded, to accept the GM’s Monitoring Report for QII I Financial Planning. Discussion highlights:
  - The importance of assessing the reasonableness of the GM’s interpretation statements when evaluating monitoring reports. That focus will lead to either asking for a different interpretation and/or compliance data, or modifying the policy in question to be more clear. No concerns were expressed about the interpretation of the policy being reviewed.
  - What changes in format or content to the three-year plan are anticipated given Sabine’s new approach this year: Sabine expects no change to the format of the financial piece, but is hoping for more detail and depth in the departmental goals and objectives. She cited DEI as an example.
  - The motion carried unanimously.
- b. Judy moved, and Mary seconded, to accept the Board’s Monitoring Report for QIII I Board/ Management Relations. Discussion highlights:
  - How to differentiate between one’s role as a Board member (and/or member of a Board committee), vs one’s role as (in this example) a professor conducting a project with students and Co-op staff. Our use of Policy Governance means that Board members must recognize that any interaction they have with staff will be perceived as coming from a Board member – not an ordinary shareholder. When Board members hear from staff or shareholders about concerns, they should be passed along to Sabine for resolution. Shareholders with concerns can also come to Board meetings, use feedback forms, or talk to staff themselves.
  - The motion carried unanimously.
- c. Skye moved, and Denise seconded, to accept the Board’s Monitoring Report for QIII 2 Delegation to the GM. Discussion highlights:
  - Whether/how Board members can be advocates for shareholders, in the context of Policy Governance. The job of Board members is to evaluate the GM according to policies, which can always be changed. Committee work is also an option for involving shareholders and/or addressing their concerns (Board committees are open to shareholders). Shareholders do not need to go through the Board to provide feedback.
  - Tamara requested that her response to 2.1.1, initially “no”, be changed to a “yes”.
  - The motion carried unanimously.
- d. Preparation for February 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. Discussion: With respect to Q1 2 Financial Conditions and Activities: this is the quarterly financial review. The Board set a date of 1/23 at 5:15 pm for financial orientation, using the financial reports to be reviewed at the February meeting.

- e. Board Committees/Task Force: The following individuals will serve on the following committees (note – the first person listed is the chair): Policy and Bylaws: Jerelyn, Skye, and former Board members Jim Barker and John Hatton. Shareholder Engagement: Judy, Tamara, Denise. Board Recruitment: Mary and Grace, with guidance from Beth. Beth still needs to be slotted in. Jerelyn asked that committee chairs schedule their first meeting, and come up with a charter, starting with last year's charter (in the packet). Beth is heading up the Ends Task Force with Jerelyn, Judy, and Mary.
  - f. Reminders: CBL 101. Jerelyn, Tamara, Denise, Grace, and Judy are all going. Orientation for new Board members will happen soon – the mentor/mentee pairs will figure that out. Beth and Skye are tabling in January. Mary and Grace are tabling in February. Jerelyn is writing the February FFT article, as the new President. Judy will write the March FFT article about Board learning, perhaps to touch upon community learning and the “White Fragility” discussion groups happening in March.
7. **What Would You Tell a Shareholder:** Board members shared what they would tell a shareholder about this meeting.
  8. **Executive Session:** At 7:56 pm, Skye moved, and Tamara seconded, to go into Executive Session for the purpose of discussing whether and how to fill the Board vacancy occasioned by the resignation of Anna Edson. Present during Executive Session: all Board members present and Sabine Rhyne. At 8:15 pm Skye moved, and Judy seconded, to come out of Executive Session.
  9. **Meeting Closing:** Board members shared what they felt worked well or not so well at the meeting, and their one takeaway from the evening.

The meeting was adjourned at 8:22 pm.

Sarah Brennan, Board Administrator