

MINUTES
Brattleboro Food Co-op Board of Directors
Held via Zoom

Deleted: [DRAFT]

Monday, October 5, 2020

Directors Present: Mark Adams, Judy Fink, Denise Glover, Skye Morse, Beth Neher, Tamara Stenn (arrived late), Jerelyn Wilson. Directors Absent: Mary Bené. [Note: Grace Koch's last meeting was September.] Staff, Shareholders and Others Present: General Manager Sabine Rhyne; Board Administrator Sarah Brennan; Shareholder and Union Steward Sheila Adams; Shareholder John Hatton.

The meeting was called to order by President Jerelyn Wilson at 5:15. Guests introduced themselves.

1. **Agenda Review:** The monitoring reports will be addressed prior to the breakout groups.
2. **Approval of Minutes:** Judy moved to accept the minutes of the September 14, 2020 meeting; Denise seconded. The motion to accept the minutes with minor changes passed unanimously.
3. **Shareholder Input:**
 - A. John Hatton shared his impressions of using curbside delivery via the online Mercato system. It's a great system; he looks forward to the full product mix being available. Sabine stated that new products are added every week. Beer and Wine should be coming online in the next couple of months, as will more items sold by weight.
 - B. Jon Megas-Russell's monthly feedback stats were reviewed. We are hearing requests for classes again. With respect to price perception, Sabine noted that we will be integrating more lower-priced items throughout the store; they may be identified as "Dottie's Difference" to call shoppers' attention to them, but that has not as yet been determined.
4. **GM Update:** *We are currently open to foot traffic Monday – Sunday from 9 am – 8 pm. We offer next day curbside pickup Monday – Friday from 7 – 10; calls received Friday are for pickup on Monday. Online ordering is currently limited to six pickup slots per day. Discussion focused on the following:*
 - A. **COVID-19:** Sabine stated that we heard this afternoon that Champlain Orchards had a COVID outbreak – we haven't had a shipment from them since last week. The CDC guidance on product (as opposed to people) is limited – we'll be putting a statement out soon. We have not been in contact with any of their staff since early last week, but we are watching this carefully. The risk is in the delivery process, not the product. Our protocol for deliveries is that all vendors must be masked – it is stated on the outside of the building. We ask our staff to self-certify their health each morning – it is part of punching in for a shift.
 - B. **Bulk department:** A reset is planned over the course of the next six weeks or so; expect to see more gravity bins (the kind you don't use a scoop for). Some co-ops are allowing customers to bring in their own containers, so long as the containers are not used to eat from. We are moving in that direction. Staff will need to take extra precautions, such as sanitizing the bin handles.
 - C. **Parking Lot:** There was very little negative input about the project as a whole, perhaps because it was simply a new project, and one that suggests we are doing OK and here to stay. We've noticed a few people defying logic in order to back in to the new spaces.
 - D. **Dottie's:** There are many moving parts to this transition; we meet every week to identify the next steps to complete the transition, scheduled for the end of the calendar year. Having the plan for the Bulk reset set is helpful. As noted above, Dottie's products will be integrated throughout the store. Some changes will be happening in the coming weeks as we cannibalize shelving units.

- E. Holiday Planning: We will extend our open hours for the weeks surrounding the holidays – probably beginning the week before Thanksgiving, to something like 7 am to 9 pm or so; the goal is to spread out the shoppers. We will also expand our Mercato slots, and make it possible to order Deli to-go meals online. We'll have an ambassador on the floor to guide people through the store efficiently.
- F. Sabine's October article: Was appreciated for its strategic focus. Board members are interested in hearing stats on how many e-news recipients open and click through.
- G. Financial Performance: Things are looking good, but it has been stressful on staff.

5. Board Monitoring Reports

- A. Judy moved, and Denise seconded, to approve the monitoring report for QIV 3 Code of Conduct. Jerelyn noted that Board members have already signed off on the Code of Conduct. This monitoring report is a chance to create alignment, and raise assumptions board members may have. Discussion highlights included the following: *[Tamara and Joe entered the meeting during this discussion.]*
 - I. Criteria for responding to the monitoring report questions: "To the best of your knowledge" provides guidance.
 - II. Policy 3.2 (Unconflicted loyalty to shareholders): How to differentiate when a Board member's differing opinion is coming from a personal interest can be tricky; also, this may or may not be in conflict with the greater shareholder interest.
 - III. Policy 3.3 (Board has power as group, not individuals): How to create a welcoming, transparent environment where differing opinions are welcomed, while also honoring Policy 3.3, which calls for the Board to "speak with one voice" once a decision has been made. There is value in having multiple viewpoints in coming to a decision as a Board. And it can increase shareholder trust to know that the Board occasionally grapples with multiple viewpoints. At the same time, Board members need to support Board decisions consistently.
 - IV. Policy 3.4 (Board vis à vis staff): Jerelyn noted that the Board's job to monitor the GM and look ahead and be strategic; addressing challenges needs to happen via the structures set in place. Tamara noted that in her recent work with Jon Megas-Russell, she has made it clear she was not acting in her capacity as a Board member.
 - V. Policy 3.6.1 (Stating conflicts of interest): Suggestion: Board members should be reminded quarterly to update their conflict of interest statements if needed.
 - VI. Policy 3.7.2 (Coming to meetings prepared): Jerelyn stated that she appreciates hearing Board members acknowledge when they have not been able to absorb the Board packet ahead of time: it happens! Also: silence in meetings may not necessarily indicate lack of preparation.
 - VII. The motion carried unanimously.
- B. Mark moved, and Beth seconded, to approve the monitoring report for QIV 1 | Board Audit Requirements. Discussion: none. The motion carried unanimously.

- 6. **Preparation for Upcoming Monitoring**: Jerelyn called Board members' attention to the policies to be monitored in November: Q1 Ends and Q1 2 Financial Condition and Activities. Both of these are lengthy, data-rich reports and to give them each their due, an optional meeting will be scheduled on

October 26th, probably from 6 pm – 7:30 pm, for interested members to review the quarterly financials in advance of the regular November meeting.

7. Breakout Groups: This was passed over in the interest of time.

8. Board Committees:

A. Shareholder Engagement:

- I. Committee Chair Judy shared the Committee's ideas on reaching out to new shareholders. Board members were supportive. Suggestions: Make use of the Board's email address, which Sarah monitors. Include postcards with individual Board member's faces in new shareholder packets. Send out "Welcome" emails, authored by individual Board members, from the Board's email address. A reminder: we never sell or share information about our shareholders with outside organizations.
- II. Annual meeting: via Zoom. November 11, 5:30 – 7:45. Please encourage people to register. When you register, you'll be able to pick up a meal at the Co-op, and a second meal will be donated to Groundworks. There will be music by a local musician, reports drawn from the Annual Report, Q&A time, and a guest speaker: the President of the Rutland chapter of NAACP. There will be breakout sessions. Ask Judy if you have questions.

- B. Ends Committee: Committee Chair Beth shared that the committee is beginning to look at examples of Ends statements that weave together and better integrate multiple ideas. They'll be meeting again soon.
- C. Policy and Bylaws: Committee Chair Jerelyn stated that the Committee is done for this season: shareholders will be voting on proposed bylaw changes. The Committee is setting up for next year.
- D. Board Recruitment: Committee Chair Mary is not present this evening; she has indicated that she intends to stand for re-election.

9. What Would You Tell a Shareholder? Board members shared what they would tell a shareholder about the meeting. Reminder: These impressions are shared via Food for Thought and in the staff newsletter.

10. Executive Session: In preparation for Executive Session, all guests, as well as both Staff Directors (Denise and Mark) exited the meeting.

At 7:00 pm, Beth moved for the Board to go into Executive Session and Tamara seconded. The motion carried. At 7:26 pm, Beth moved for the Board to come out of executive session and Tamara seconded. The motion carried.

- A. Skye moved and Judy seconded that the Board respond to Sabine's compensation proposal as discussed in Executive Session. The motion carried unanimously.

The meeting was adjourned at 7:30 pm.

Respectfully submitted,
Sarah Brennan, Board Administrator