

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

Monday, December 7, 2020

Directors Present: Mark Adams, Judy Fink, Joe Giancarlo, Steffen Gillom, Denise Glover, Beth Neher, Tamara Stenn, Jerelyn Wilson. Staff, Shareholders and Others Present: General Manager Sabine Rhyne, Store Manager Whitney Field, Board Administrator Sarah Brennan, Columinate consultant to the BFC Board Thane Joyal. Shareholders: John Hatton, Sheila Adams, and Calvin Dame.

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

1. Agenda Review:

- A. Jerelyn welcomed guests and newly elected Board members Joe Giancarlo, Steffen Gillom and Mark Adams.
- B. The purpose of the Executive Session is to discuss whether and how to fill the vacant board seat; Sabine and Sarah are invited to be present.
- C. The approval of the Annual Meeting minutes will take place during the Shareholder Engagement portion of Committee work.

2. Approval of Minutes: Judy moved and Denise seconded to accept the minutes of the November 2, 2020 meeting. The motion to accept the minutes with no changes passed with six votes in favor and two abstentions (Joe and Steffen).

3. Shareholder Input:

- A. Guests did not have any questions or comments.
- B. Jon Megas-Russell's monthly feedback stats were reviewed. The numbers include online sales ("Mercato") and are pretty consistent from month to month, in terms of both categories and percentages. Note: this feedback is from both shareholders and non-shareholder shoppers.
- C. Several Board members expressed appreciation for Sabine's correspondence with shareholders as documented in the board packet.

4. Board Election Results

- A. Beth moved, and Judy seconded, to accept the 2020 election results. Discussion highlights: the need to give candidates more of an opportunity to introduce themselves to shareholders at the Annual Meeting; the record-high voting turnout; the fact that the reduction in the working shareholder discount was ratified. The motion carried unanimously.

5. Board Officer Slate: *[Due to a Microsoft Word crash, the Board Administrator lost the details of who moved and who seconded the following motion.]* A motion was made and seconded to approve the proposed slate of Board officers: Jerelyn Wilson as President, Judy Fink as Vice President, Tamara Stenn as Treasurer, and Denise Glover as Secretary. Discussion: Jerelyn thanked Tamara for stepping forward as Treasurer and for having led a recent working session to review quarterly financials. The motion carried unanimously.

6. 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. Jerelyn noted for the benefit of new members that the

packets have lately included copies of any communications from Sabine to all shareholders via *Food for Thought* and the e-newsletter. Discussion highlights:

- A. Responsibility for communicating the Co-op's performance as it relates to our Ends: This is largely the province of the GM, most notably via the annual QI Ends monitoring report [see November board packet]; the Board also plays a role via monthly *Food for Thought* (FFT) articles and conversations with shareholders. The Treasurer typically focuses on the Co-op's financial performance in FFT and the Annual Report, and addresses the Annual Meeting. One of the Board's committees focuses on Ends as well. Board members are encouraged to speak to the Co-op's performance from their own perspective.
 - B. USDA Bioengineered Food Labeling: Sabine shared that the USDA just released its guidelines for labeling foods derived from "bioengineered" ingredients (formerly known as "genetically modified organisms"). The new standards go into effect in January. This affects how we label products in many of our fresh departments.
 - C. Dottie's: Both product and equipment are selling briskly and we expect to close Dottie's sooner than the end of the month, as was originally anticipated. The Town has been very flexible with us. Currently, nobody is set to take over the space. Dottie's products will be integrated throughout the store and marked with a distinctive logo. There will not be as much short- or past-dated product (due to changes in the supplier that are not related to closing Dottie's), but there will be more inexpensive options throughout the store. We are hoping to establish a long-term relationship with a new supplier, as well.
 - D. Round Up for Change: We expect to raise more money for area non-profits via this new program than we had via the "Bag a Bean" option. Note: this also is the shopper's money, rather than the Co-op's (as it was with Bag a Bean).
 - E. Contract Negotiations: We paused for Thanksgiving and will need to take time off at Christmas if needed. We will probably not finish until after the new year.
 - F. Financial Performance: Sales per labor hour and operating cash look good. Sabine is both thrilled (sales are higher than we ever expected) and apprehensive (how long will this last?). News of the overall economic situation validates her concerns. Our strong performance is counterbalanced by the stress entailed in maintaining staffing with people frequently needing to go out on medical leave (due to travel- or exposure-related quarantine).
- 7. Board Monitoring Report:** Jerelyn stated that we had a bumpy year this past year, when both members on the Board Recruitment Committee stepped down before the end of the year. Judy moved, and Denise seconded, to approve the Board Monitoring Report for QIV 8 Board Perpetuation, Election & Orientation of New Members. Discussion highlights:
- A. Process: For the benefit of new Board members, Jerelyn explained that the Board typically looks at disparities in the Boards' responses, and the comments.
 - B. Revisions: Denise and Judy each revised their responses to one of the questions (Denise: 8.1.3 to "no", Judy: 8.1.4 to "yes"); a revised report will be posted on the Board's website.
 - C. Capacity building: Jerelyn noted that in any given year, you're not necessarily finding people to run for that year: you're building capacity over time. Having a shareholder join a committee could be one step. We are aware of two people interested in Board service, but not until next year. She

would like the committee to have a long-term approach, and to engage the whole Board in thinking creatively about this.

D. The motion failed. In favor: Tamara. Opposed: Jerelyn, Judy, Denise. Abstentions: Joe, Beth, Steffen, Mark.

E. Next steps: Jerelyn stated that the Board will be establishing committees and charters at the next meeting, and that in her capacity as President she will ensure that compliance with this policy is addressed. By the February board meeting we need to have something to say about this.

8. Preparation for Upcoming Monitoring: Jerelyn called Board members' attention to the policies to be monitored in January: from the GM, QII 5 Continued Operations and QII 7 Communication to Board, and for the Board, QIII 1 Board/Management Relations, and QIII 2 Delegation to GM Policy.

A. Jerelyn noted that new board members are encouraged to respond with “don't know” and to consult with their mentors (Beth is mentoring Steffen; Denise is mentoring Joe). When Board members take issue with a policy, it can be revised or updated by the Board (unlike Bylaws, changes to which must be approved by shareholders).

B. In Policy QII 7, what does “7.5 *The Board as a Whole: The General Manager shall not fail to deal with the Board as a whole*” mean? Sabine stated that it means that she must communicate with the whole board, ensuring that she does not leave anyone out of any information they need to know as a governing body.

9. Conflict of Interest and Codes of Conduct: Jerelyn stated that Board members need to “own” this and take it seriously. Jerelyn and Sarah will confer on summarizing and distributing signed conflict of interest forms.

10. Retreat Goals and Agenda: This year's retreat will be shorter than in years past and will happen on Zoom. The agenda is developed in consultation with our Columinate consultant. We will be focusing on the Co-op's Ends.

11. Board Committees:

A. Shareholder Engagement: Judy was commended for providing a summary of the committee's work over the course of the year. Denise moved to approve the minutes of the 2020 Annual Meeting; Judy seconded. Discussion: in the Q&A section, in response to the question about the impact of the COVID-19 pandemic on staffing levels, the minutes should reflect that Sabine had stated that nobody was laid off due to the pandemic. The motion to accept the minutes with that edit carried unanimously.

B. Board Member Recruitment: Nothing to report.

C. Policy and Bylaws: The work of the committee was reflected in the bylaw changes put before the membership.

D. Ends Ad Hoc: Stay tuned for the upcoming retreat.

12. Reminders and FYI: Stay tuned for a survey to sign up for FFT articles.

13. Meeting Outcomes: 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.

14. Annual Meeting Follow Up: Board members expressed an interest in following up on the ideas put forward at the Annual Meeting to make the Co-op a more welcoming place for all members of our

community. The “wordles” graphics will be posted online and in the store. Sabine noted that we are changing some internal systems to help avoid unconscious bias in the hiring process, and that we have been adding and seeking to add more products to appeal to a wider range of customers. We have been developing relationships with area DEI-focused organizations to explore how we can make meaningful change. We would like to continue working with Tabitha Moore. The policy register could benefit from more attention to inclusion and equity; the Policy and Bylaws Committee can follow up on this in 2021. Board members who wish to explore this with their networks are welcome to do so and should bring any resulting ideas back to the Board.

15. Executive Session:

- A. Denise moved, and Tamara seconded, to go into Executive Session for the purpose of determining whether and how to fill the vacant Board seat (the final two years of Grace Koch’s term). The motion carried unanimously. In addition to Board members, Sabine and Sarah were present.
- B. Judy moved, and Mark seconded, to come out of Executive Session. The motion carried unanimously.
- C. Beth moved, and Denise seconded, to appoint someone to fill the two remaining years of Grace’s term. The motion carried unanimously. (Note: Tamara was not present for this vote, as she had to leave early.)
- D. The Board discussed several options: appointing someone who has expressed an interest, and seeking other interested parties.
- E. Mark moved, and Beth seconded, that the Board appoint someone no later than the end of the January board meeting. The motion carried unanimously.

16. Meeting Closing: Board members shared what worked well or not so well about the meeting.

The meeting was adjourned at 7:35 pm.

Respectfully submitted,
Sarah Brennan, Board Administrator