

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

Monday, January 4, 2021

Directors Present: Mark Adams, Judy Fink, Joe Giancarlo, Steffen Gillom (*late/intermittent*), Denise Glover, Beth Neher, Tamara Stenn, Jerelyn Wilson. Staff, Shareholders and Others Present: General Manager Sabine Rhyne, Finance Manager Ken McGee, Board Administrator Sarah Brennan, Shareholders: John Hatton, Sheila Adams, Deb Schiller, and Shanta Lee Gander.

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

1. **Agenda Review: Jerelyn welcomed guests and noted that the purpose of this evening's Executive Session** is to discuss whether and how to fill the vacant board seat; Sabine and Sarah are invited to be present.
2. **Approval of Minutes:** Judy moved and Denise seconded to accept the minutes of the December 7, 2020 meeting. The motion to accept the minutes with no changes carried unanimously.
3. **Shareholder Input:**
 - A. Guests: John Hatton reports that he shops both using Mercato and the curbside phone service, and that Mark's customer service is superlative. Deb Schiller stated that everyone she's encountered at the Co-op has been extremely helpful: "The Co-op just always feels like home to me."
 - B. Jon Megas-Russell's monthly feedback stats were reviewed. Discussion focused on the online Mercato platform: It's not perfect, but it's the best we've been able to do given our Point of Sale system. We are still adding products to the system. About 2% of our sales are from Mercato orders. We are getting positive reviews from customers on it. Jerelyn noted that she finds it helpful to compare Jon's recaps with recaps from the prior month or two, to get a sense of any trends.
4. **Retreat Reflections/Outcomes: Board members shared their general impressions of the Board's Annual Retreat, and their thoughts on the role of the Directors** in transforming our community via our grocery store. Tamara will be writing a *Food for Thought* article about the retreat and will incorporate these thoughts. Discussion highlights: Food Access/Food Equity: improving food access and food equity (noting the food deserts within various parts of Brattleboro); supporting the GM and staff in modeling diversity; nurturing the Co-op's ability to function as a center for community; bringing food education into the schools; collaborating with other organizations devoted to food access/equity (VT Foodbank, Retreat Farm, Edible Brattleboro as examples – Sabine will update the Board on recent such collaborations); and using our networks to expand our thinking on what's possible. Jerelyn asked that Board members let her know of any other thoughts that occur to them, as she can integrate this into upcoming agendas as necessary.
5. **GM Monitoring Reports:** Jerelyn noted that typically, we'd go over the GM Update first, but because QII 7 – Communication to Board provides the framework for Sabine to discern which of the "187 thousand things" to include in that Update, the monitoring report will be reviewed first. This will give all Board members some insight into the GM Update.
 - A. Beth moved, and Judy seconded to accept the Monitoring Report for QII 5 – Continued Operation. Discussion: Jerelyn reminded Board members that it's important to make sure that the interpretation statement matches up with what the Board believes to be important about the policy being monitored, and to clarify the policies where necessary. Discussion highlights: Interpretation

- statement: on target. Organizational Chart: changes over recent years include merging Meat and Seafood, splitting IT from Finance. Sabine is managing the Cheese Dept schedule, while Dawn (Culinary Manager) is paying attention to margins and promotions. The motion carried unanimously.
- B. Tamara moved, and Beth seconded, to accept the Monitoring Report for QII 7 – Communication to Board. Discussion: the interpretation and compliance data were deemed clear and appropriate. Beth noted that *any* change in management is worth informing the Board about. Judy noted that the Board’s workplan [*on main page of the Board website*] contains the schedule for monitoring all Board policies; in the course of a year, each policy is reviewed at least once (financials are reviewed quarterly), in a deliberate order; if Board members find that this order doesn’t make sense, bring it up with Jerelyn. 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.* Discussion highlights:
- A. COVID: Sabine stated that a FE (Front End) employee tested positive over the weekend. Contact tracing is underway. We have potentially exposed staff quarantining and getting tested. If others test positive, it could result in a situation of having to temporarily close the store, due to lack of sufficient staff trained on the registers. We don’t have a policy that addresses pandemic-level disruptions, but we do have an action plan ready to address this. Before this particular case, those who had been exposed to, or who contracted COVID, had not been in the workplace, so there was no risk of it spreading.
- B. Upcoming Absence: Sabine will be going out for knee replacement surgery next week, and Whitney will be covering for her. Sabine will get all necessary contact info to the Board by the end of the week.
- C. Board’s role: Jerelyn noted that the Board’s role is not to be stepping in to support managers or staff: it is to be aware of what is happening in the store, on behalf of all the shareholders. It’s important that the Board know that there are plans in place to address situations that emerge. Board members are not to micro-manage, but to provide oversight, ask important questions, receive comments and feedback, have the backs of managers, and address any issues that become apparent in monitoring reports. Jerelyn noted that being a board member changes your relationship with the Co-op for the time that you are on the board – comments you might ordinarily not hesitate to make to staff need to be considered in that light, as staff members may interpret comments as direction.
- D. Shareholder communications: Sabine was appreciated for her thoughtful and affirming tone in responding to shareholder concerns.
- E. Dottie’s: We realized a shortcoming in our union contract regarding how seniority is recognized on a department-basis when awarding job bids (when you apply for a different job at the Co-op, you are “bidding” on it). The upshot was that a Dottie’s employee with previous experience in a department they were hoping to transfer into, was not awarded the position due, essentially, to a technicality: Dottie’s is its own department. We’re trying to figure out how meet that person’s needs.
- F. Dottie’s: There are costs associated with closing a business; liquidating some of Dottie’s assets will affect our balance sheet, although not until the end of the fiscal year.

- G. Direct Labor/Sales vs Labor + Benefits/Sales: The former measures the cost of employees actually working; the latter includes those out on sick, vacation, or leave time. In a situation with a handful of people out due to quarantine or testing: they're not reflected in direct labor. A low direct labor number tells you that you have people being spread thin, because they are covering for absences. "Budget Updates" reflect what we thought would happen. The difference between the budget update, and the current week - each percentage point different represents a lot of dollars, in that we're paying for the sick and vacation time, which are also supporting folks who are not working. The high sales per labor hour is another way to see that we're making a lot of sales with less labor: hence the cumulative exhaustion. Sales per labor hour are also typically higher at the holidays – this is a metric best compared to the same month of the previous year, rather than the previous month.
- H. Cash: The big jump is the PPP loan, which might be partially forgiven.
- I. Parking Lot: Tamara has heard positive comments about the new pavers in the parking lot.

7. Board Monitoring Reports: Judy moved, and Denise seconded, to approve the Board Monitoring Reports for QIII 1 – Board Management Relations and QIII 2 – Delegation to the GM. Discussion highlights: Board members are in agreement; no concerns were expressed. The motion carried unanimously

8. Board Committees:

- A. Shareholder Engagement: Judy touched on themes for the committee this year, as noted in the packet.
 - B. Board Member Recruitment: Jerelyn reminded Board members that the Board did not accept its own monitoring report on the policy this committee is responsible for implementing, and that a plan for reinvigorating the committee and complying with our policies will need to be put into place in the coming weeks. She added that this committee should also review the reading materials for prospective candidates. She noted that this committee focuses on reaching beyond our own networks to encourage shareholders to think about joining the board. We need to reach those segments of our community who aren't aware of who we are and what we do. There are overlaps with the Shareholder Engagement committee.
 - C. Policy and Bylaws: JW: reviewing all the bylaws lately, they typically gather dust, yet they are our agreement with the shareholders on how we conduct ourselves. So they're actually really important. We've gotten through them, have a few more categories to review, but as you will not from our elections, that every election there have been bylaw changes for s/h review. Policies, we did a review and updated language: gender neutrality, we should notice that. But there has been talk recently about reviewing policies with an eye toward inclusivity – are there ways we've articulated them that have an exclusionary aspect to them? .
 - D. Ends Ad Hoc: Beth stated that this year, this committee will be working on the Ends themselves, rearticulating any of them that need to be rearticulated.
- 9. Reminders and FYI:** *Food for Thought* contributions: Tamara is working on an article for February about our annual retreat. Denise will write the March article (deadline: 2/8). Upcoming workshops: reach out to Jerelyn or Sarah with questions. Board members will meet (optional) informally to review Q2 financials in advance of the next Board meeting on 2/1.

Guest Shareholder Shanta Lee Gander described her experience working with a variety of Windham County arts and humanities and other organizations, which has included partnering with the Co-op as an organizer of the Slow Living Summit, and helping facilitate responses to the homeless/addiction problems in the downtown. She stated that she thinks of businesses as not necessarily being separate

from their communities, whether through fostering ongoing conversations or providing physical spaces to gather.

10. What would you tell a shareholder? Board members shared what they would tell a shareholder about this meeting. These are shared in the staff newsletter and in *Food for Thought*.

11. Executive Session

- A. At 7:10 pm, Beth moved, and Judy seconded to enter Executive Session for the purpose of discussing how to fill the vacant board seat. Disc
- B. At 7:17 pm, Judy moved, and Joe seconded, to exit Executive Session. Discussion: none. The motion carried unanimously.
- C. Mark moved, and Judy seconded, to appoint Shanta Lee Gander to the Board to fill the remaining two years of Grace Koch's term. Discussion. The motion carried unanimously.

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

The meeting was adjourned at 7:28 pm.

Respectfully submitted,
Sarah Brennan, Board Administrator