

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

Monday, March 1, 2021

Directors present: Mark Adams, Judy Fink, Shanta Lee Gander, Joe Giancarlo, Steffen Gillom, Denise Glover, Beth Neher, Tamara Stenn, Jerelyn Wilson.

Staff, Shareholders and Others Present: General Manager Sabine Rhyne. Notetaker Ann Wright, Shareholders: John Hatton, Sheila Adams.

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

1. **Agenda Review:** There were no changes to the agenda.
2. **Approval of Minutes:** Denise moved to accept the February board minutes. Beth seconded. The motion passed unanimously with the correction of one typo.
3. **Shareholder Input:**
 - A. From Judy: a friend sang Bulk staff's praises being helpful and patient with shoppers, and that this person went with the shopper to help her find something on a shelf.
 - B. Steffen: heard that sometimes staff can be short with people with an accent; he asked that a reminder be made to staff about this.
 - C. Jon Megas-Russell's monthly feedback stats were reviewed.
 - i. The potential food poisoning was researched by staff to be sure that all product was within date. The person appears to have something other than food poisoning and they have been followed up with multiple times.
 - ii. The round-up for change has received positive feedback. Judy is writing an article for FFT comparing Bag a Bean (which was a deduction from co-op income) to Round-up (which is a customer donation). And the money that organizations are receiving is much more than the Bag a Bean program. Sabine added that the Bag a Bean was to incentivize shoppers to bring a container or bag and reduce waste, so it made sense for the co-op to invest in this. The other impact of the new program is that one instead of three organizations a month receives the donations. It was suggested that we consider having both programs.
 - iii. The group of people who refused to wear a mask in the store was discussed. Sabine's diplomacy and leadership in this situation was applauded by Shanta. Jerelyn thanked Sabine for notifying the town manager immediately, who was supportive. Mark questioned what he feels is a loophole in the town mask mandate. To date, there has been no additional communication from the person who wrote the letter to the facilities manager.
4. **GM Update:**
 - A. Tamara asked about comparing Q3 from 2019 to see trends. Sabine explained that last year sales were about flat in the week just finished compared to last year. The spike of last year in the next two weeks was likely due to the hoarding purchases from last year, though it appears that sales are softening. Jerelyn suggested looking at last year's packet for 2019 numbers to compare. Sabine will provide this comparison for next month's meeting.

- B. Jerelyn asked if there's additional info since the report was written to share with the board. Sabine reported that Jim Barker, IT manager, has decided to leave the area in 2-3 weeks. Jaci Reynolds, Front-end Manager, is also moving. Rebecca Mayer, a front-end supervisor and 7 year Co-op veteran has been hired to fill the Front End manager position.
- C. Jerelyn clarified that the growers' meeting referred to in the packet refers to growers that the Co-op does business with.
- D. Beth asked what work is happening with the staff survey. Sabine said that the results will be released to staff in a letter. Results will also be shared with management team in a presentation, and then department-specific results will be shared with the departments. Store-wide and department improvements are already underway, and will be forthcoming.
- E. The captive insurance options phrase was clarified. It's a structure that is strong in Vermont. How it works: there is a pool of employers – usually diversified ie, not in same industry to spread risk around – and that pool obtains insurance access. Sabine's understanding that because of how it's structured rate increases are much less volatile. The trick is there is a rigorous process to get into the group. If a company has a horrible experience factor, you may not be able to be in the group. The Co-op has started this process, and is hopeful.
- F. Jerelyn was happy to see a focus on staff development and training, given the pace of change in the past year. The timing of the focus feels intentional rather than waiting to see things start to go awry. Sabine added that it didn't feel good to put so many things on hold because of COVID, and she had a list of things to address together with the HR manager. She specifically mentioned the local support for the 401k program, for example, which will give staff better access and better information.
- G. A proposal to start paying back some small portion of shareholder loans was discussed. This is a way to position the Co-op just a little bit better to get dollars flowing 'above the line' in order to be able to address costs in the future, whether wages or infrastructure improvements.
- H. Steffen had a process question: is there a way in the Labor/Sales section to have or another graph to break that down to \$ amounts? Sabine will prepare an explanation for next month on what the yellow chart is, how it's calculated, and what to look for. She'll include \$ as well. Steffen clarified that he would like to see % of sales as direct labor \$. Sabine explained that as sales come down, and staff is scheduled to work, sales/labor hour move in the wrong direction. Joe asked how schedules impact sales. Sabine: schedules can be tweaked weekly but we don't do it often because it's difficult on staff to lose hours.
- I. Cash on hand is looking good. Sabine said we're in the final throes of the PPP loan forgiveness. We should hear within 60 days.
- J. Does paying back shareholder loans come out of operating cash? Yes, it does.
- K. Retro commissioning update: Tamara asked if there's a tax advantage for us. Sabine said she doesn't think it's a tax savings, but Efficiency VT pays for some of the cost and offers a rebate incentive for KW saved.

5. Board: Monitoring Reports

- A. QIV 10 Board Committees: Joe contextualized this policy. Broadly, this policy defines the scope of Board committees and how their work is directly connected to the responsibilities of the Board; i.e., through committee delegation to help the Board do its work.
- B. Jerelyn said she's going to ask someone to explain the Board policy that was monitored each month, both to help that person and the board as a whole in its continuous learning.
- C. Judy moved to accept the monitoring survey results for QIV 10. Denise seconded the motion. Discussion: Joe's comment to move the monitoring report to later in the year, after he dove into the 'why' of this policy, was to change his mind about this: it would not be productive to have committee work being done and not understanding what that work is. The motion to accept QIV 10 passed unanimously.

6. Preparation for Upcoming Monitoring

- A. GM: QII 8 Conflict of Interest: There were no questions to the upcoming monitoring report from Sabine.
- B. Board: QIV I Board Duties: Jerelyn acknowledged this is a substantial policy. The timing (relatively new board) is good so that we as board members understand our duties. There were no questions.

7. Board Budget

- A. This is being postponed, in Sarah's absence. Tamara was asked to lead this discussion in April and it be approved in May. Sabine expects to have information to Tamara the week of March 15, the week before the packet is put together so that Tamara can ask any questions and provide a proposed Board budget for the packet. Sabine and Jerelyn are available to answer questions for Tamara.

8. Break-out Discussion: What's your relationship with Brattleboro?

- A. We shared comments of our own experiences of and impressions about Brattleboro in groups of three and then shared highlights in the full group.

9. Committees: The chairperson doesn't need to go over the minutes at the Board meeting. Jerelyn requested that anything the committee wants the board to consider should be bolded at the beginning of the committee's minutes.

- A. Shareholder Engagement: The Committee discussed and is aware of the parameters of the board and will be acting within board parameters within the concept of board wholeness. Shanta Lee discussed the name change to Community Engagement. After a dynamic discussion there was broad support for the name change. Beth loves it because the purpose of this committee has been community within and community without; i.e., outside the co-op. She thought the language change was powerful and thanked the committee. Shanta highlighted the listening project that the committee want to embark on. Steffen responded to what it means for survey questions to be phenomenological. Phenomenological research explores phenomenon: things that happen. Steffen said he's noticed the Board is talking about singular experiences people have had. Tamara, who also has experience with phenomenological research shared that it allows a deeper dive. In other words, if you have a matrix of phenomenological 'events', you can look at each of them distinctly. The goal is to unpack "community" experiences. It helps to get a more complete understanding of the different community members. Shanta Lee emphasized that the committee is at the very beginning of developing the "listening project." Jerelyn asked if the purpose of the research was described: to what end, for what purpose? There was a chicken or the egg discussion: what should come first, the purpose of the research, or creating a framework in which the right questions can be asked and evaluated? The committee feels that with the right questions, the purpose will reveal itself. With specifics cited as to what results of this committee's work might look like, Jerelyn reminded the Board's job is not operational. But it is important for the board to know our community in order to support the future viability of the co-op. Tamara agreed that the data would be given to Sabine to be used as management feels best. Regarding how to get people to *Listen*, the committee thinks it's important that people — especially those who don't feel comfortable or welcome at the co-op — have an opportunity to share with a framed question, as a framed listening. It's a way for the co-op to "hear" without promising. Jerelyn is excited to see the next steps: what questions will be asked. Jerelyn's initial response to the name change was discomfort: it made her nervous because she was focused on shareholders, but that for us to be a more welcoming community market place we need to hear the stories of the people who don't know we exist. Joe: There's a lot of

interplay: the committee itself spent a lot of time grappling with the meaning of some of this. Denise said she's excited because last year when they tabled, they got feedback from everyone who walked by, not just shareholders. This feels like a good fit. Mark added that we spend a lot of time talking about inclusiveness, and that's not just shareholders; it's the entire community. Committee meetings are the second Wednesday of the month. Next meeting is Wednesday, March 10, 5:30-7pm. Confirm this on the meeting calendar.

- B. Board Member Recruitment: What help Judy might need was discussed. Sarah will be helpful with print material; Judy will ask the Board to help as needed. She says there will be opportunity with the Community Engagement committee as well.
- C. Policy & Bylaws: Focus is on bylaws; policy changes will come up as they arise in any of the monitoring reports. Jerelyn asked that people point out if policies need updating to conform to actual practice. Bylaws will require a vote by shareholders. Policy changes require only a vote of the Board.
- D. Ends Ad Hoc Committee: This committee is working on language. The end of the notes are what was achieved. Beth will send out the charter before the board meets next.
- E. Jerelyn will put the motions to accept the committee charters on next month's agenda.

10. Reminders and FYI

- A. Denise has written the next FFT article; Judy's doing April's. Need a volunteer for May. Let Jerelyn know if you have something you'd like to contribute. Otherwise, she'll ask someone to step up for May.
- B. Neighboring Food Co-op Association's annual meeting is March 20 from 10 – 12:30. One of the focus topics is inclusivity. Up to four can go easily; more if others would like to attend. Let Jerelyn know if you'd like to attend. It was noted that March 20 is Brattleboro's town meeting day.

11. 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*.

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

The meeting was adjourned at 7:20 pm.

Respectfully submitted,
Ann Wright, Notetaker & Shareholder