

## Board of Directors Meeting Minutes

Date: 1/28/2025

Start Time: 12:25

End Time:

Attendance: Emma Arian - VBA, Kara Pawlusiak, Morgan Capron, Nina Hurley, Terry Thompson, John Boyle, Joe Lemnah (via Google Teams), Bob Grim

Absent: Hannah Goldman - VBA

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Meeting Called to order at 12:25pm.

12:25: Incoming Board Overview, Officer Position & Terms Discussion, Committees

- Kara opened the meeting discussing our use of Roberts Rules of Order
- Board members signed the handbook, noting the following changes to the handbook:
  - Remove Sean Pagano, Heather Kraemer, and Geoff Sewake, and add Morgan Capron and John Boyle
  - Change last line to read “2025 committee list will be update January 2025...”
- Board members signed the conflict of interest statements for 2025
- Election of Officers
  - Kara Pawlusiak- President
  - Bob Grim- Vice President
  - Nina Hurley- Treasurer
  - Morgan Capron- Secretary
  - Note: Nina Hurley served as secretary of this meeting
- Terry made a motion to approve the minutes from the 10/28 meeting, Nina seconded, all approved.
- Emma provided an overview of the governance basics and fiduciary responsibilities for board members to review on their own time.
- Buddy System Discussion
  - Existing board members have the same brewery buddies, the breweries assigned to outgoing board members have been reassigned.
  - Purpose: help Emma with brewery engagement
  - Discussed status of Kickback, Green Empire and acknowledged that both are likely closed
- Review Committees and Responsibilities
  - Kara went over the existing committee structure. Typically one board member on each committee. Committees are made up of both board and non-board members.
  - Terry provided an update of Tech & Ed Committee

- Last year, one tech & ed day, planning for two this year
  - Tech & Ed day will be structured with the same tracks as the conference
  - Tech & Ed days will be at breweries outside of Chittenden county
  - Conference was successful, and will be at the same place/timing as last year
    - Try to find a keynote speaker early, to announce at VBF
  - 30th Anniversary Recipes– one single beer or a couple different beers for a “30th Anniversary Tour”
  - Consider adding “VT Saves” educational session
- Sustainability Committee Update from Bob
  - Productive meetings
    - Emphasis on label liner recycling
  - Plan a dual meeting with Tech & Ed Committee
- DEI Committee Update from Nina
  - Nina will re-invigorate committee
  - Work with Tech & Ed Day to work this into Tech & Ed training days
- Kara reviewed proposed upcoming meeting dates and they were approved by the board

#### 1:22: VBA Events Debrief

- Festival
  - Sponsorships are coming in
    - \$31K for sponsors so far, which exceeds last years’ total
    - Wasted\* is coming in as in-kind again
    - Vermont Tent is giving us in kind, which is their first sponsorship since pre-covid
  - Dates are confirmed but not yet signed.
  - Discussion: we’ve worked with Brothers Malloy (BME) (our operations team, help with sponsorships). Contracts are increasing for 2026-2027 will be \$5K more. Does this increase appear reasonable?
    - They’ve brought in \$17K in sponsorships so far this year, \$10K last year.
    - Increase his budgeted sponsorship to \$40K
    - Nina made a motion to approve the BME contract for 2026-2027, with a \$5K increase in the contract and a \$40K sponsorship budget.
  - Photo contest for attendees? Use hashtag/be entered into a raffle
- Conference
  - Overall good feedback, except for a couple of vendors/exhibitors
  - Keep pricing the same for vendors
  - Received the Double Tree Contract this morning, Emma negotiated a \$2K credit. Working with DoubleTree to improve the beer credits (we paid \$7K for \$2K worth of beer, therefore \$5K in fees). Emma working with the hotel & DLL to change language.

- Emma confirmed that the Conference is a different weekend than Montreal & Massachusetts conferences. Consider a “new england” fee to encourage breweries in our region
- Don’t think we’re going to work with Delany this year. Received a proposal for Craft Beer Professionals. The Board discussed our options surrounding event management.
- Asking for Board help to get vendors for the event (45 booths total, we had 48 booths in 2024).
- Start earlier on Monday, open at 2pm, keynote speaker, one session, and then an after party (sponsored or unofficial?). Day 2, start with 3 session, then lunch. Keynote in the exhibitor hall
- Consider some kind of incentive for people to talk to vendors
- Consider diversity of speakers, a women in brewing meet up, break out booths (could be additional sponsorships to open)
- Annual Meeting debrief
  - Overall, how did tiedhouse discussions go down?
    - What’s the goal of these conversations? Understood that we had scenarios to discuss, but where do we want to go?
    - Per Nina’s group, the most favorable scenario was the ability to self-distribute without having to create a distribution business, up to a certain volume. For bigger breweries, they already had a distribution team/sales team.
    - Per Terry, the group did not feel like there was a common goal. We would need to edit the statute and then discuss with members.
    - No conclusion so far, will evaluate more at board retreat. Not at a place to take action, but the annual meeting was a good opportunity to evaluate the opinions of our members.
- Mapped out events for 2025.
  - Freezy Cheeks races (3 total)
  - Meet ups– beer casual, no agenda.
    - Greg Noonan Day– is there a way we can have it declared “Greg Noonan Day?”
    - 3 regional ones (Northern, Central/Southern, Stowe/Waterbury)
  - Tabling at the State 3/28
  - Newport Beer Festival 4/19. Need a few more breweries
  - Greenup Day, 5/3. A few breweries will do GreenUp Day After Parties
  - Festival– do a ticketed event for 30th Anniversary beers
  - Champlain Valley Hop Tour- consider opening it to the public
  - VBA baseball/or Soccer Event
- Craft Brewers Conference
- Annual Meeting

- Holiday party– split it up from the annual meeting
- Tech & Ed day (potential for 2nd tech & Ed day)

#### 2:30-3:00: Financial Updates

- Nina went over the 2024 actual year end results. Ended at \$1.7K in net income, just short of the budget. A boost in income came from the tax credits
- VBF budgeted to around \$130K in income.
- VBC budgeted to about \$45K in income. \$34K was raised in 2023, we should see savings in the event management contracts.
- New budget items-
  - 30th Anniversary Beer
    - Tap Takeover
    - Proceeds of beer sold at brewery goes to VBA
- Minutes about bonuses

#### 3:00-3:05: GAC Updates

- Rep Boyden put in new bill (H51) that is similar to situation 1 in the tied house discussion, breweries can self-distribute up to 5K gallons independently. Was brought to GAC's attention on Friday. The board should have an opinion, the opinions on GAC was split. Wine already has this option. The rules are currently written for anybody, it can't be limited to just Vermont breweries. Jessica is going to get a better understanding of the bill and will bring it to the GAC committee on Friday.
- The GAC will make a recommendation to the Board of Directors.

#### 3:05-3:15: Membership Updates

- Updates on potential member breweries
- Membership dues updates for outstanding 2024
- Voting on New Members– Nina made a motion to approve, Terry seconded, all favored the vote to approve the new members:
  - American Flatbread
  - Twisted Horn

#### 3:15: Bylaw Changes, Membership Tier Discussion, Retreat Projects

- Membership Tier Discussion
  - Terry sent out an email to Board regarding inviting other membership tiers. Consider including cider, potentially wine and distilling.
    - Numbers at the festival have been down. Consider offering different options at the festival
    - Great American Beer Festival allows cider and seltzer
    - How does the general membership feel about this?
    - Pros: new revenue, innovation & collaboration, increased consumer appeal and outreach, increased educational opportunities, advocacy strength

- Consider non-voting membership, no lobbying, and allow one none-voting industry board member
  - Cons: dilution of beer-focus, overlap of existing organizations, current members may become disinterested.
  - Cider association is not active, wine association is only active for legislative.
- Emma did research and notes other associations allow other membership tiers that are non-voting, non-lobbying
- 47 distilleries, estimate between 15-20 cideries.
- Emma to send out survey to members to get how they feel about membership tiers
- Emma to do research & talk to other executive directors who have implemented these changes
- Discuss further at Board Retreat
- Surgeon General Warning– Nina made a motion to approve the BA guidelines, John made a second, everyone approved
- D9/THC Beverages
  - Members may feel like its competition, taking up shelf space
  - May be a great way to for current brewers to diversify income stream
  - What is the board's stance, will we support brewers who choose to diversify to D9 beverages?
    - Can they serve D9 beverages at VBF?
    - Signs of impairment under THC
    - VT Law is each can needs to be under 1.5mg
  - Board plans to continue discussions and will address issues and questions as they arise.

#### Retreat

- Survey data, Emma to send out next week
- Membership tier review
- Review and update employee handbook
- Consider modifying bylaws prior to annual meeting

Bob made a motion to adjourn, Nina seconded. Meeting ended at 3:56