



BEER WORTH FINDING VERMONT BREWERS ASSOCIATION

Board Meeting
Tuesday April 11th, 9:00 am
Virtual

In attendance: Emma Arian, Joe Lemnah, Bob Grim, Scott Gawitt, Geoff Sewake, Matt Cohen, Seth Howard and Kara Pawlusiak

- Seth shared and reviewed the [January - March 2023 Profit & Loss](#) document. The document includes a comparison of Quarter 1 profit/loss for 2023 versus 2022. Specific line items that were discussed include:
 - 140000 - Fundraising Contractor \$6750.00 (What is this expense for, a deposit to Molloy Brothers?)
 - 85625 Administrative the current expense amount of \$493.02 do not match the details in Quickbooks (QB), Seth said the transactions were closer to \$800
 - 85450 - Uncategorized Expenditure in the amount of \$3,130.20 it is unclear what this expense is for, need clarification
 - 87250 - T-shirts - expense of \$2,082.30. Emma explained this expense is due to the update with the App and the resetting of stamps thus 500 prizes were sent out in January
 - 89625 - Extra Contractual \$8,220.00 (What is this expense for, a deposit to Molloy Brothers?, If so, why are there two, see above 1400000 Fundraising Contractor)
 - 89000 - Professional Development \$76.96 - Looking at this line item leads to a conversation about being mindful to build in \$ for Emma to attend PD opportunities to support areas of learning regarding non-profit leadership, financial management, legislative matters.
 - 89700 - Lobbying Activities - no payments have been made this year to date. At this time 2022, 3 payments had been made for a total of \$6250.00
- Other points of discussion:
 - Stewardship -Clarifying the definition and what types of expenses would be categorized as such. Examples include VBA Staff visiting member breweries and purchasing a beer, VBA staff taking an Allied member to lunch
 - Currently VBA has two bank accounts, Community Bank account has approximately \$29,000 and Vermont Federal account has \$108,000. Discussed closing the Community account and moving all \$ to one bank account.
 - Geoff - Inquired about creating a standardized expense reimbursement form for Board members to cover travel to meet with new/potential/current members, mileage reimbursement for attending board meetings and other expenses that may be incurred.

- Who currently is entering transactions into Quickbooks? Recent practice is that Gordon enters transactions and Will (our accountant) reconciles at the end of the month. Emma needs to be taught how to use QB, Geoff suggested that the best practice would be for Emma to meet with an accountant who is aware of the organization's tax requirements.
- When was the last time the organization had an audit? - No one has information about this.
- Seeking out free or low cost resources for nonprofits for accounting (to make sure we don't jeopardize status), legal advice
- Emma inquired about attending the CBC in Nashville. Board was in agreement that attending would not have a lot of value at this point. Her time is better spent networking in the Northeast and with the VBA responsibilities.
- Creating a plan about how/when VBA staff connect with member breweries (visits, phone calls, Zoom/just getting a pulse on how things are going for members)
- 2023 Budget Development
 - Seth will draft a budget in QB based on past income/expenses
 - Emma and Kara will put together budgets for the festival and conference and provide this information to Seth to be included in the draft budget.
 - Include money in the line item 89500 Professional Development for Emma to learn more about leadership in nonprofits, financial management and legislature
- Action Items for next meeting - Tuesday May 16th 12:00-4:00 at BBCO
 - Email agenda items to Joe and Bob
 - Seth will draft 2023 budget
 - Emma to provide forecast about quarter 2 income/expenses
 - Emma to look at following expenses to get clarification of what they are for.
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Brewers Association Board Meeting
June 13, 2023
Burlington Beer Company

present: Emma, Joe, Scott, Bob, Bill Mares(guest)
online: Geoff, Matt, Seth, Heather

Scott motioned to accept the last meeting minutes, seconded by Seth
aye: Geoff, Matt, Seth / naye: none / abstain: Scott

Brewfest:

Friday sales are low, Bill & Emma will do a live radio broadcast to help drive sales
Merchandise is up
No distributors delivering beer, only manufacturers
Pink boots to join the Carrier Coffee tent

Conference:

Ad hoc committee formed: Kara, Scott, Bill, Dan U (Simple Roots)
Conference beer: we have ingredients that can be donated. Not this year, our first
conference, let's get a solid foundation first and too many questions- how much beer, how do
you decide which beer, who brews it- concerns about quality of product, lots of details. Maybe
utilize this idea at a different time of year, perhaps a fundraiser
Matty O agrees to be part of a business oriented roundtable discussion

Membership updates:

Lost Nation is back with Alan at the helm
Member dues: only 38 of 60 paid, check your buddy list and make some calls
Allied Partner dues: 27 of 33 paid and we have eclipsed our budget goals
Site visits by Emma: 24 of 60, what have these visits been like? Matt would like to see a
standard of questions/ objectives to the visits. Emma has focused on recruiting for committees,
building relationships and encouraging participation

Adding a new staff member:

Gordon is done at the end of August and Emma needs competent help
We have a \$40,000 payroll credit
Initial proposal by Emma: \$58,000 salary with \$500 insurance/month. Would focus on
passport and retail objectives and increasing events.
Geoff- not a full time position right now, if they can show that they can raise money to justify
the position.
Position could focus on merchandise for VBA but also members in need
We should start opening these position searches not just hiring from within
Matt- at our retreat we decided to shrink the VBA on both staff and the events we are taking
on and this feels like the opposite of that. We are returning to the old ways of holding festivals
and events to pay for staff

Is the conference going to pay off? Not just our bottom line but also for the Allied Partners to feel they got their money worth, that they want to come back and do it again. Needs to be great and we need help for that to happen. Some concerns that at the retreat we were told that with the consultants this would be able to happen without hiring someone else.

Potentially a 6 month contracted position to get us through brewfest and conference and the board can then evaluate if this position should be extended and what we want the organization to look like moving forward

Scott makes a motion to hire a full time employee on a 6 month contract as duties assigned by the Association Director.

Ayes: Geoff, Scott, Bob naves: Matt, Seth abstain: Heather

With Geoff adding that we need to support our AD but should be slimming our expenses, with this added help hopes Emma can take time to learn and advance

Mainvest:

The association gets \$500 for every brewery that signs up

Need more details and a service agreement, Emma to look into it and have an online vote

Next meeting August 29 and Burlington Beer Company

Scott motions to adjourn, Matt seconds

Ayes: all



BEER WORTH FINDING
**VERMONT BREWERS
ASSOCIATION**

Tuesday August 22, 2023, 12:00-4:00 pm

Burlington Beer Company

<https://meet.google.com/jiy-fxjj-vfo>

In attendance: Seth Howard, Joe Lemnah, Bob Grim, Geoff Sewake, Scott Gawitt, Kara Pawlusiak and Emma Arian

Agenda:

12:00 pm - 12:15 pm: Call to Order and Formalities

- Call to Order
- Roll Call
- VOTE: Approval of Previous Minutes
 - Kara motioned to approve 6/13/23 meeting minutes. Bob seconded the motion, all in favor - 6 ayes

12:15 pm - 1:30 pm: Vermont Brewers Festival Recap 2023

- Feedback from brewers and members
 - 42 breweries participated, 8 filled out the post-event survey, mostly positive. Some feedback from a Canadian brewery about improving the process of getting beer across the border.
 - Board in agreement that it would be helpful for the VBA to dedicate time to streamline the process for Canadian breweries to participate in the festival. Communication can be a struggle. Having documents in French would be helpful.
 - Discussed VBA holding an Import/Export license. What are the details for having this license?
- City of Burlington Feedback
 - Emma shared a letter she received from Richard Bailey praising VBA communications. It will be shared with the membership via email.
- DLL Feedback
 - DLL made Emma aware of two issues but currently no fine have been determined.
- Overview of finances -
 - -VBF Budget vs Actual Report: [linked here](#) - Overall the festival was a financial success for the organization
 - Friday did not sell out, Saturday sessions sold out. In future budgets do not plan to sell out
 - Fermentation tent - Move location closer to the front of the event and define/fence space in better, low sales, rain made Friday sessions difficult
 - Porta potties were significantly higher than in the previous years (\$17,000). Can we get rid of air conditioned ones? More discussion to happen at a later date.

- Malloy Brothers
 - Did a fantastic job. They have submitted a proposal for 2024 with a \$26,000 price tag. [2024 Proposal attached here](#) Would include getting sponsorships and operations the weekend of the festival.
 - Board discussed inquiring about a 2 year contract at \$24,000.
- After-Party
 - Looking to move the location for next year. Foam would be a great option. Simple food such as pizza.

1:30 pm - 2:00 pm: Flooding in Vermont Resources & Affected Members

- Feedback from membership about leadership during the flooding
 - See below for positive feedback VBA leadership received from members
- Resources for members
- Prohibition Pig
- Outer Limits Brewing
- How can we help as an Association?
 - All the things Emma has done: providing resources and connecting members to other breweries or support resources.

2:00 pm - 2:30 pm: 2023 Conference Overview

- Sponsorship, Exhibitors, Speakers - where we stand
 - Kara and Emma gave an update on where we are with speakers and schedule for the day. Basically all speaker sessions are accounted for. Continuing to sell exhibitor booths
 - Sponsorship, Exhibitor, Speaker Tracking Sheet, [linked here](#)
- Tickets on-sale Labor Day Weekend

2:30 pm - 2:45 pm: Vermont Brewers Association Budget

- P&L Report
 - Reviewed report
- QBO Payments
 - Board had discussion about expanding payment options for VBA invoices including online payment. Everyone was in agreement this is something Emma can move forward with setting up. Currently VBA only accepts checks and the hope is that more invoices will be paid in a timely manner with multiple payment options.
- 2024 Budget - when to create this?
 - Post - conference, should be prepared for January 2024 meeting

2:45 pm - 3:15 pm: Annual Meeting, 2024 Board of Directors

- Annual Meeting - what do you want it to look like?
 - Membership meeting is scheduled for 9-12 with the conference beginning at 1:00
 - Agenda will need to be succinct
 - Include all necessary business

- Financial presentation
 - Voting for Board of Directors
 - Recruitment for committees
 - Specifically GAC
 - Interactive conversation
 - DLL
 - Hop Revolution
 - A future conversation to be had: Who can be Board members? Recently an individual who owns a beer store has inquired about being on the board.
- Board of Directors - term out
 - Joe Lemnah - 3 year term, until 2026
 - Bob Grim - 3 year term, until 2026
 - Heather Kraemer - **2025**
 - Seth Howard - 2 year term, until 2025
 - Geoff Sewake - **2025**
 - Matt Cohen - 1 year term, until 2024 ?
 - Scott Gawitt - 1 year term, until 2024 (Done)
 - Kara Pawlusiak - 3 year term, until 2026
- BOD Recruitment
 - Need to fill 1-3 positions depending on Matt's status and if we are going to add a 9th member.
 - Discussion was had about returning to previous 3 year term length to ensure that approximately one-third of the Board of Directors is elected/re-elected each year.

3:15 pm - 3:30 pm: Website revamp proposal

- VOTE: Proposal from Rumbletree
 - Scott made a motion to move forward with using the grant money to update the website based on a proposal from Rubbletree. Bob seconded the motion. Ayes - 5 (Kara, Scott, Bob, Geoff and Joe) Abstain - Seth
- Grant Money

3:30 pm - 4:00 pm: Vermont Brewers Association Business

- Staffing - Full Time - Hannah Goldman
 - The Board will hold an Executive Session meeting on Tuesday September 26th to discuss and decide the future staffing needs of the VBA. The Board will review current job descriptions.
 - The Board will also continue to define the 4 pillars of the organization.
- Work schedule
- Ideas for future fundraising
- 2023 State of the Guilds Report
- Membership
 - Brewers
 - Allied Partners
- VOTE: SoulMate Brewing as a new member

- Geoff made a motion that upon proof of TTB notice we accept Soulmate Brewing as a member of the VBA. Kara seconded the motion. Ayes - 6

4:00: Adjournment

Oct 24, 2023 | 📅 VBA Board Meeting

Attendees: Emma Arian Heather Kraemer Geoffrey Sewake Joe Lemnah
Kara Pawlusiak Matty O Bob Grim Scott Gawitt Seth Howard

Notes

Exit executive session.

Motion - Seth : adjust AD salary change to be effective starting 7/1/23.

Second - Kara

All in favor : Scott, Joe, Geoff, Bob, Heather, Kara, Seth

Abstain : Matt

Against : none

Legislative doc. Issues for consideration.

Chart at bottom of document, bills we oppose, the rest we have no position on currently.

Q. At what point do we take action?

If the majority of the board feels a certain way, we can take a strong position.

Matt. can see both ways, trying to get the full consensus. If you want your voice heard, they need to participate. It is important to hear everyone but we need to keep our board positions filled.

H225 - Jessica says it probably won't go anywhere, Emma reached out to membership.

Membership was against.

Language supporting our reasoning why we might oppose.

VBA to oppose H225

Motion : Scott . VBA in opposition to H225 to raise the minimum wage.

Second : Seth

In Favor : ALL

Opposed : none

H417

Discussion on benefits/drawbacks.

Our industry partners are struggling

Do we need to give our on premise and partners this option?

How does this impact breweries? Feels restrictive, businesses should get to choose whether they participate or not.

Arguments against. Safety concerns, maad, encourage binge drinking.

Where is the data that supports those claims? 40+ states with happy hour in place do not support claims that it significantly elevates the safety risks.

Members have strong opinions on both sides. Joe briefs on the history of happy hour. In effect until the 1980's when the practice was banned in 1986.

Motion - Matt : motion to support happy hour H417

Second : Scott

Approved : Bob, Seth, Kara, Joe, Geoff, Matt, Scott

Abstain : Heather

Oppose : none

Tiered registration for **Tiered Distribution License**

How is this tiered? # of kegs per year?

If you are a small brewery trying to move a small number of kegs but will not net enough to justify the license.

What are the parameters? How will it be built?

Conversation on agreement versus opposition. This will create greater complications in the tiered system. There are barrelage allowances and

Emma to communicate to Jessica that she can drop this as a priority.

Tied house.

How is this manifesting in the beer industry?

We can not have tasting rooms on church street. We want to play in the same arena as spirits and wine.

Historically, the reason it is in place is not our breweries opening up on church street, it is the big out of state player coming in and setting up shop.

Membership, is this something our members want? Should we be fighting for this? Is this where we want our legislative muscle to be?

Is this outdated? Can our breweries have multiple locations?

In the state of Vermont, you can have manufacture and 1st class at two different locations, no more.

The movement of beer can only go one direction? Is this true?

Call to question at the meeting: is this an unnecessary barrier to entry into the industry?

Need to have more discussion at the annual meeting!

Because of the historic value and the creation of the VBA around this issue

Members may be operating outside Tied house law. Let's get to the issue!

Info to members prior to the Annual Meeting.

What are other states doing?

What is the historical context of tied house Law?

Clarification on the law and how they have changed?

Space can be made in the annual meeting. Emma needs assistance in gathering the materials to be shared with membership.

Conversion of law to application language for our membership. Decode, how does it apply?

We have members that will be strong in both directions, this is a conversation to best gauge our membership and how we can best proceed.

Is there a board member that can chair the GAC meeting? We need a chair for the GAC.

Conference.

Help needed to communicate with brewery buddies to invite breweries to encourage them to register.

Board members do pay for their registration.

There are 2 grants available to attend the conference. Register and contact Emma for scholarship submission.

Moderators for sessions.

Request to moderate.

Seth will be resigning from the board and leaving the industry.

Sold out all of our booths and we have a waitlist.

We went over our budgeted sponsorship by 10k but need registrants to sign up.

Emma has reached out to all neighboring guilds to have them share the conference information, with exception of Mass. Their conference is the same weekend.

As well as the Canadian guilds.

We need more brewery shares to help promote.

Financial overview.

We are in a better position fiscally than last year this time.

Emma is canceling unnecessary services that VBA administration doesn't need/use anymore.

No Killington this year and introduction of conference(possible loss) we are still ahead of 2022.

Emma and Seth to get together and sort out reports prior to annual meeting.

Board goes over budget in comparison to 2022 in discussion format around line items.

Emma filled non profit 990 taxes.

Board members to exit the board.. Seth and Scott.

There is strong concern about membership engagement. The lack of interest as we look forward.

What are we really bringing to our members?

Another great topic for discussion at the annual meeting.

Annual meeting overview.

Agenda.

How do we make more time for discussion with members? There are concerns to be addressed and members need to speak their thoughts on any legislative issues and challenges faced.

Large papers with sticky notes for questions

Straw poll?

Adjust scheduling to accommodate discussion. Tied house

Utilized lunch to discuss

Joe/Bob to inform membership of executive director candidate search.

Time for larger discussion is critical and we need to bring this to the membership. We are at a

What is standing in the way of more people becoming involved?

Direct contact(cold calls) to find out why people are not engaged.

More frequent gathering for listening sessions. Regional meetings/town halls.

Continued discussion around marketing of the conference and additional

Motion to adjourn.

Seconded and all are in favor.

Board Meeting

12/12/23 | 12-4pm | Burlington Beer company

Present: Nina, Terry, Sean, Kara, Scott, Joe, Hannah, Emma, Heather, Seth(online), Geoff(online), Bob.

Call to order.

Role call.

Voting

Meeting minutes

Motion : Kara - to approve Oct minutes

Sec. Scott

All in favor

None opposed.

What is it specifically that needs to be discussed on ED position

Salary - she is okay taking a lower salary but wants to work towards a higher salary. Wants to be at 72k, that could be base plus bonus or start at 72k with that included and no bonus.

Annual reviews

Cost of living allowance raise each year.

Bonus structure, this is for 2024. The agreement would be for coming year and years beyond. Is it consistent? Emma is happy to change the numbers.

Bonus applies if 100% of the goal is achieved. Strict KPI's applied to the first three is structured, fourth is up to the board.

Brewery engagement. What are our metrics? How do we measure that? Board engagement should be a board strategic goal.

Engagements in breweries : board said there needs to be a plan. Wants to do things that are meaningful to the board. More conversation needed around what the objectives are.

New buddy system was put together by Hannah and Emma.

Currently, the handbook is for all organization employees, outside the ED position. ED position is reviewed annually with the board and terms set by board.

The health care proposal.

In the past the health stipend model applied.

Current staff are single on the market place, the proposal is for the additional stipend of \$20, this would be insurance through the Richardson Group.

Geoff : motion to go into executive session

Second : Kara

All in favor : all

Opposed : none

Invitation is extended to incoming board members to participate in the executive session.

Into executive session

Motion : Scott | to leave executive session

Second : Bob

All in favor : All

Motion: Scott : Job offer | \$67,500; 2% cola raise annually, potential of 5k bonus funds(to be determined during the budgeting process with award based on annual review)(Jan: framework that will be fully established in January for bonus structure) approval of health proposal. Annual with the executive committee to determine the annual bonus.

Favor : ALL

Opposed :

Abstain :

Motion : Bob | approve the health insurance proposal brought by Emma through the Richards Group, raising compensation to \$520

Second : Heather

All in favor : ALL

Opposed : none

Abstain : none

VTCBC debrief.

Changes for next year. More access to exhibitors, food and beer need to be in exhibit hall for best access of sponsors and

Tracks do not have overlap. Linear tracks

Marketing : felt value

Logistics of set up in the

Different locations to be considered. Outside Chittenden county?

Date?

Budget.

Income : budgeted too high on registration, more comps applied as it was the first year. More strict in years to come.

Hoping for more VBA members to register next year.

Pull in more UVM students is brewing industry programs

Sold out booths that were possible for this year.

Sponsorship | 40k

Food & Beverage | came in higher than expected

Many comps from Hilton from the construction issues and the Hilton was challenging to work with. The contracted organizers were very helpful in getting those comps.

Travel, speakers | free rooms for guests and we paid Bart and other keynote speakers. Paid for parking also.

Swag bags were donated

After party event space was donated by Foam

Delaney event management | 18K

Registration, fees other expenses

Malloe Brothers

Bottom line in black | \$27

Changes for next year:

New website will let us sell our own tickets

Budget for swag bags

Marketing dollars - consult how to effectively market a conference?

Get more feedback from VBA members specifically as to why they couldn't join.

GABF / CBC : get the word out there? Marketing and presence.

Thursday - folks get into town, welcome reception, meet sponsors

Fri - start earlier, 8am.

Two sessions at a time, rooms would be more busy and put out a call for proposals.

Speakers : a lot of their brewers are presenting. Education coming from within the Vermont Brewing members.

Conference committee that reviews all of the slides and presentations prior to final presentation.

Helps develop actual content and better descriptions

Idea? Tech & Ed could join with the Events/Marketing committee?

Dates? Early november?

Annual meeting in December with a holiday party in December.

Use the buddy system to encourage participation and understand why they are not participating.

Need to book the space if we want this to happen again. ASAP

\$1722 for Delaney to source all the proposals, early november.

Not interested in working with hilton again. We want to find someone that wants to be a good partner.

Feedback from exhibitors was non-weekend. thurs/Fri seemed to work for travelers and attendees.

Initial Scope of work for Delaney : availability of location, dates, amenities

Delaney was pivotal in conference execution, pro hiring them again for 2024

Action. Emma to contact Delaney for scope of work.

Financials

Go over fiscal 2023 in detail.

Grant from Dpt. of tourism to promote brewery app and trails. \$ helped to purchase merchandise.

Brewer membership dues. - we are missing 3k in dues.

Action. Emma to shift Quickbook payments to her name.

Action. Address "industry events" budget for 2024

Action. Address/Adjust budget category "software" for 2024

Action. Address apple charges, mystery as to what they are for.

Storage unit will be a budgeted amount moving forward. All the yeti and festival items are in storage.

Incoming board member processes

Action. Add an update that defines "responds in a timely fashion".

Action. Secretary signs the bylaws

Voting for officer position.

President : Kara

Vice President : Bob

Treasurer : Nina

Secretary : Heather

Committees.

Events & Marketing : Hannah

Sustainability : Bob

Government Affairs : Matt Wilson, Zero Gravity

Tech & Ed : Terry

DEI : Geoff, seeking replacement chair

What more can the VBA do?

Inclusivity,

Ask for more feedback from membership as to what they want to see in the coming year.

VBF : Date secured. July 19 & 20, 2023

Discussion around feedback(see agenda notes).

Having out of state or canadian breweries attend is a benefit to the festival

Make sure the membership and vermont based breweries know that they are the priority

Reach over to New York for additional breweries

Vermont Beer Shepherd as a collaborator to move beer and kegs.

We do have a two year contract with the brothers malloy to facilitate and help run operations.

Started selling sponsorships for the festival, it was a positive for the festival and the budget

Additional sponsorship for 2024 to include a hang out zone and brewery hospitality area

Meeting dates for 2024(listed in agenda)

Proposed priorities for future discussion

Strategic plan

Long term plan; 1 year, 3 year, 5 year

Initiatives for the various committees of the VBA

Add a brewers industry holiday Greg Newnan - March 4th

Meeting schedule.

1/23 | 6/18 | 8/20 | 10/15 | 12/17

On Tuesday's

Action. Kara to email membership on board updates and holiday party. Pizza 44 on 1/18, 5-8pm.

Motion: Heather | to adjourn

Second : Nina

Favor : all

Opposed : none

Abstain : none