Virginia Alcoholic Beverage Control Authority Board Meeting April 20, 2022 – 9:00am

Call Meeting to Order

Authority Board Chair Maria J.K. Everett called the Board Meeting to order at 9:10 am.

Attendance

Board Chair Maria Everett *
Board Vice-Chair Beth Hungate-Noland
Board Member Greg Holland
Board Member William Euille
Board Member Mark Rubin **
Chief Executive Officer, Travis Hill
Chief Government Affairs Officer, John Daniel
Chief Information Officer, Paul Williams
Chief of Law Enforcement, Tom Kirby
Chief Retail Operations Officer, Mark Dunham
Director of Education and Prevention, Katie Crumble
Attorney General's Office Representative, Elizabeth Myers
Hearing & Appeals Legal Counsel, Rachel Yates
Deputy Secretary, Chris Curtis
Executive Assistant, Kathleen LaMotte

Not in Attendance

Chief Transformation Officer, Elizabeth Chu

- * Ms. Everett departed the meeting after completion of the closed sessions
- ** Mr. Rubin appeared telephonically

Moved Into Closed Session

At 9:10 a.m., Board Chair Everett moved that the Board enter closed session to discuss compensation of the CEO pursuant to 2.2-37.11(A)(1). Board member Holland seconded, and the motion passed 5-0 on a roll-call vote. Attending the closed session in full were Maria Everett, Beth Hungate-Noland, Greg Holland, Mark Rubin and William Euille.

When the Board returned from Closed session, Board Vice Chair Hungate-Noland moved to certify that to the best of her knowledge nothing was discussed in the closed sessions but personnel matters pursuant to 2.2-37.11(A)(1), and only public business matters lawfully exempted from open meeting requirements was discussed. Board Member Euille seconded; the motion passed on a roll-call vote of 5 - 0.

Board Chair Everett then motioned to re-convene in a close session to discuss compensation of the CEO pursuant to 2.2-37.11(A)(9) to discuss public safety data concerning telecom data processing. Board member Holland seconded, and the motion passed 5-0 on a roll-call vote. Attending the closed session

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in full were Maria Everett, Beth Hungate-Noland, Greg Holland, Mark Rubin, William Euille, Tom Kirby, Elizabeth Myers and Travis Hill.

When the Board returned from Closed session, Board Member Euille moved to certify that to the best of her knowledge nothing was discussed in the closed sessions but matters of public safety pursuant to 2.2-37.11(A)(9), and only public business matters lawfully exempted from open meeting requirements was discussed. Board Member Holland seconded; the motion passed on a roll-call vote of 4 - 0.

Approval of Minutes

Board Member Euille moved to approve the minutes from the March 22, 2022, Board meeting. Board Member Rubin seconded the motion and with all in agreement, the minutes were approved through a roll-call vote of 4-0.

NEW BUSINESS

Approve recommendations of Real Estate Committee (REC)

 Board Member Euille moved to accept the REC's recommendations for three renewals, Store 285 (Amherst), Store 245 (Fredericksburg), and Store 267 (Berryville). Board Member Holland seconded the motion, and the Board adopted the recommendations of the REC on a roll-call vote 4–0.

Authority Updates

Katie Crumble, Director of Education and Prevention reported that:

- Ms. Crumble provided an update on projects attached to these minutes as Appendix- A
- Efforts launched with Digital Operations to place the presented dashboards on the Authority's website for use by the general public. Education and Prevention is working with Research and Prevention, Legal, and IT to validate data sources and undergo legal review.
- Data will be refreshed every six months

Board member Rubin suggested the creation of a map to show grants distributed throughout the state. Ms. Crumble replied that participation maps for training and grants are created and used for planning purposes, will ask team to think of ways to share this information internally and externally.

Mr. Hill advised the Authority has efforts underway to review data management.

Regulatory Review Update (John Daniel)

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- The regulatory review process has begun. About 70 stakeholders have volunteered to assist in this process. The Authority hopes to create as much consensus as possible. The Board is invited to all regulatory review meetings and it would be helpful to have their participation if possible. The Authority will be led by Tonya Hucks-Watkins.
- The first meeting will be held on May 11. These meetings will be virtual, as many participants are from outside of Virginia.

Old Business

Discussion of Mission Statement

Mission Statement discussion -

Board Member Holland moved to approve the Authority's proposed Mission Statement "To strengthen the Commonwealth through public safety, education and revenue from the responsible regulation and sale of alcoholic beverages". Mr. Euille seconded the motion, and the mission statement was approved by a roll-call vote of 4-0.

Authority Reports continued

Change Management – Tracey Lorraine for Elizabeth Chu

Ms. Lorraine reported that:

- Introduced herself to the board and reviewed her background and priorities for the Change Management Office
- Ms. Lorraine shared an update to the Board, attached to these minutes as Appendix B

John Daniel, GAO reported that:

- The Board's binder contains the usual reports, while there are not many cases listed, Hearings is working with Enforcement to process cases in the new VAL system through to hearings
- Budget negotiations are ongoing at the General Assembly, there are over 90 conference committee reports to review.
- There is an upcoming trial regarding skill games, it is anticipated that Chief Kirby will need to be a witness again.

Tom Kirby, Chief of Law Enforcement reported that:

- VAL continues to go forward. A new search engine was placed on the Authority's website to better serve the needs of the users.
- Renewal letters have been sent to licensees. Future months will go more smoothly.

Mark Dunham, Chief Retail and Operations Officer reported that:

- Mr. Dunham introduced Tyler Moore, the new Warehouse Manager, to the Board.
- Through April 16th, year over year retail sales are up 4.2% or \$44.5ml compared to last year or 2.2% above plan with sales totaling over \$1,094,135,503.

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- Regarding Out of Stocks (OOS), the Distribution Center (DC) OOS continue to be an issue as of today the DC is at 230 OOS vs. 199 last year vs. 64 previous year.
- The Supplier Scorecard was revitalized last month, this has prompted several of the Authority's
 top suppliers to go back to their carriers as the carriers are not meeting their expected
 performance levels. Nor were they communicating shortfalls back to the supplier. The Authority
 will begin assessing violation fees in May.
- Retail OOS continue to be higher than historical averages with 376 stores below 94% in stock.
 Taking supplier OOS into account this would be reduced to 59. Roughly 93% of OOS are supplier related, 1% DC operations and 6% forecasting as of our Monday dashboard report.
- In April, The DC has shipped roughly 24,534 compared to last month 28,759 cases daily, peakday of 30,011 vs LM 36,566. LY avg 22,769, peak-day of 26,950. Outbound for the month of March is currently running 10% over LY.
- Drivers, appears workforce has stabilized after implementing a competitive pay increase. All outbound loads have been covered since 03/26
- Hiring efforts are underway for some key warehouse positions. The Authority still has quite a bit
 of runway to create long-term sustainable consistency with the DC team. This requires
 consistent coaching and accountability for all levels to team members in the DC.
- Tracey Lorraine our new Director of change mgt has hit the ground running. We have a
 documented road map to build and implement a robust training plan for new and existing DC
 team members to ready the workforce for OND 2022.
- Hermitage Road warehouse is empty, final billings to store should be completed by this Friday.
- The Marketing Department visited Kentucky distilleries week of 3/28 and selected 51 private barrels.
- Operational Units (Retail, Marketing, Real Estate and Logistics) are actively working with HR on a team building exercise along with the five disfunctions of a team model.

Paul Williams, Chief Information Officer, Reported that:

- The IT Monthly report is in the Board's packet.
- The POS system is running well.

Doug Robinson, Director of Financer, Reported that:

For the month of March vs budget:

- Store sales were 2.9% below budget at \$112M.
- The Cost of Goods Sold (COGS) variance is favorable, due to lower than budgeted sales. COGS is consistent as a % of store revenues at approx. 48%.
- Variable costs were \$1.4M above budget largely due to unfavorable supplies and material costs (\$600k) due to the large purchase of reusable bags expensed in March, higher building rentals (\$500k) due to unbudgeted short-term operating lease costs and increased personal services costs (\$300k) due to the higher utilization of unfilled positions.
- The total Contribution margin was \$01.7M unfavorable at \$24.6M.
- Fixed administrative costs were below budget by \$1.3M due to lower personal services (\$500k) due to unfilled budgeted positions, favorable network computer costs (\$400k) due to supply

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chain issues and a favorable leave liability adjustment (\$300k). Regulatory costs were \$0.5M below budget largely from lower personal services costs (\$600k) due to vacancies.

Overall, we ended the month \$0.1M favorable at a net profit of \$16.5M, or 0.7% above budget.

For the March fiscal year to date period vs budget

- Store sales were up by 2.3% at \$1.031 Billion
- Net revenue was 2.5% above budget at \$876.7M.
- While the COGS variance is negative, that is due to higher sales. COGS is consistent as a % of store revenues.
- Variable expenses were higher by \$7.0M due to increased manual labor services (\$3.1M) related
 to repalletizing in the warehouse and temporary labor needs as part-time employees max out
 on allowed hours, unfavorable building rentals (\$3.1M) due to unbudgeted short-term operating
 lease costs, higher personnel services expenses (\$2.0M) and higher credit card fees (\$800k) in
 line with higher sales, partially offset by favorable supplies and materials costs (\$1.0M) due to
 purchase of reusable bags lagging the expected budgeted purchases and lower equipment costs
 (\$900K) due to the capitalization of store shelving.
- The contribution margin was positive by \$5.5M or 2.4% above budget for a total of \$235.2M.
- Fixed administrative costs were \$13.6M favorable largely from lower personal services costs due to vacancies (\$4.7M), favorable telecom costs (\$1.6M), favorable network server software and equipment costs (\$1.6M), favorable skilled services costs (\$1.6M) due to hard to fill IT contract positions, unfulfilled computer software costs (\$1.6M), a net favorable year-to-date leave liability adjustment of (\$1.2M) and lower training/travel costs due to Covid (\$1.0M)
- Regulatory costs were \$4.3M favorable principally in personal services due to vacancies.
- After adjusting for the positive variances in fixed costs, we come up with a net profit of \$169.8M which is \$23.4M above budget, 16.0% ahead of budget.

Travis Hill, CEO Reported that:

- The Authority has plenty of headroom headed into last quarter of year and well on target to deliver expected profits.
- The Press releases and FOIA request reports provided to the board contains nothing of note.
- Several bonus actions for employees are included in the HR report provided the the Board.
- The KPI report demonstrates that retail in-stock position starting to climb again due to efforts of retail and logistics, and employee turnover being reduced, reflective of labor market and payaction impacts.
- The Authority is working on examining vision and values, sessions completed with research and planning. Mr. Hill will update the board on this progress
- An effort is underway to review the prioritization of projects and efforts 181 efforts that had been documented, some are complete and being removed, some running at a divisional level, some being de-prioritized, some identified for focus. Placing emphasis on divisional KPI as well as Authority KPI.
- The Governor's office requested the Authority's Objectives and Key Results (OKR), the Authority provided metrics that support their efforts.

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- VCU is scheduled to do a walk-through at Hermitage Road next month.
- Forecasting is a challenge without a budget from the General Assembly. Anticipates looking at what is coming down the pike, there is a small unassigned MEL count, DPB asked for information on that.

Comments from the Board

None

Public Comments

Michael Grasso expressed appreciation for letting him sit in and listen to how the Authority Operates at the leadership level.

Meeting adjourned at 11:50

Education & Prevention Updates

White Papers, Community Dashboards and Community Engagement

APPENDIX A



White Papers



What is a White Paper?

A report or guide that informs readers concisely about a complex issue and presents the issuing body's philosophy on the matter. It is meant to help readers understand an issue, solve a problem, or make a decision.



The Three-Tier System



When the 21st Amendment was adopted in 1933, it not only repealed the 18th Amendment, which prohibited the production, transport and sale of alcohol at the federal level, but it also gave states the right to regulate the sale and distribution of alcohol. Shortly thereafter, a new regulatory mechanism known as the three-tier system emerged. This structure was intended to prevent a single company from managing multiple levels of the supply chain (known as vertical integration), it also provided an efficient way to collect state excise taxes and track alcohol through the middle, wholesale tier. Virginia's three-tier system is guided by Code of Virginia 4.1-215, which states Virginia finds it necessary and proper to separate interests between manufacturers, wholesalers and retailers in order to prevent manufacturers from dominating local markets and to prevent excessive alcoholic beverage sales resulting from aggressive marketing techniques. ²

The three-tier system represents the relationship between manufacturers, wholesalers and retailers of alcoholic beverages. The system emphasizes checks and balances, allowing states to ensure the process in which alcohol is produced, distributed and sold to consumers is done so in a safe manner. Manufacturers, wholesalers and retailers all have separate, independent roles in the process to make sure alcoholic beverages are checked for safety several times before being purchased by a consumer. Each tier must obtain a license to operate in the state. In general, a single entity cannot hold licenses across more than one tier, however there are exceptions. One exception is that a manufacturer can hold a retail license but cannot sell their products under that license unless both licenses are located contiguous to one another (e.g., brewpubs).

The Viriginia Alcoholic Beverage Control Authority (Virginia ABC) provides ilicenses at the manufacturer, wholesaler and retailer levels of the three-tier system. Manufacturers include distilleries, breveries and wineries that produce alcoholic beverages. Once beverages are produced by the manufacturer, they are then distributed by wholesalers. In Virginia, wine and beer beverages are









Control State System



In the Commonwealth of Virginia, spirits are sold by the Virginia Alcoholic Beverage Control Authority (Virginia ABC), operating as the exclusive wholesaler and retailer of spirits in the state and following the guidance of the three-tier system. Virginia ABC, acting as the wholesaler, ships spirits to its stores, and those with proper licenses to sell alcohol in Virginia purchase from Virginia ABC stores. Beer and wine, on the other hand, are distributed and sold by private wholesalers and retailers who are licensed by Virginia ABC.3 (For more information on relationship between wholesalers and retailers, see Virginia

> In recent years, there has been mounting pressure to privatize jurisdictions operating under the control system model, calling for the removal of government from the marketplace whereby all products are sold by the private sector. Privatization is one of several forms of deregulatory efforts of the U.S. alcohol marketplace. In Virginia there was an attempt by then-Governor Bob McDonnell to privatize the system in 2011, but it was met with strong opposition from lawmakers who thought the proposal would triple the number of retailers selling alcohol. Worries about an increase in alcohol consumption, loss of state revenue and spikes in liquor prices led to decreased support for the measure to the point where the proposal died without a vote nor hearing.4

ABC's "Three Tier System" white paper.)

Based on strong evidence that privatization leads to an increase in per capita alcohol consumption, as lawmakers in 2011 feared, the Community Preventive Services Task Force (CPSTF), a nonpartisan, nonfederal panel of public health experts, recommends against the privatization of alcohol sales in areas with current control of retail sales.5 The CPSTF found that privatization does not lead to effective prevention of diseases and injuries that can arise from excessive drinking. Under the control model, jurisdictions can regulate the number of alcohol outlets in given areas, however switching control to private businesses leads to increases in the number of outlet stores seen in jurisdictions. This, in turn, is associated with increases in suicide, assault and violence and a decrease in annual revenue.6 An increase in the number of stores that sell alcohol does not equate to an increased profit control states often collect revenue per gallon of spirits that is more than three times higher that of non-control states

THE COMMUNITY PREVENTIVE SERVICES TASK FORCE

was established by the U.S.
Department of Health and Human
Services to identify public health
interventions that are proven to save
lives, increase lifespans and improve
quality of life. 5





Effectiveness of Drunk Goggles









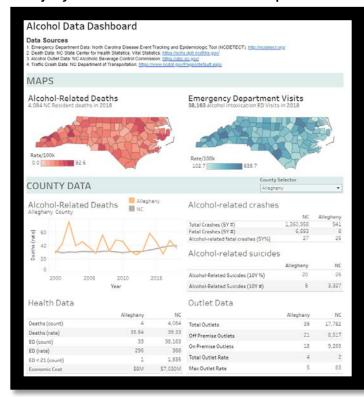
Alcohol Health & Safety Community Dashboards



What are Community Dashboards?

- Interactive data visuals
- Users:
 - Prevention Professionals
 - Government Affairs & Legislators
 - State Agencies
 - Virginia ABC divisions

North Carolina Dept. of Health & Human Services Injury & Violence Prevention Department



https://dashboards.ncdhhs.gov/t/DPH/views/Alcohol Dashboard_2020Update_04042021/Story?%3Aembed=y&%3AisGuestRedirectFromVizportal=y



Purpose

Provide Virginia community members, state organizations and Virginia ABC with state and local alcohol-related data and trends in order to inform community and state-wide policies, projects and initiatives aimed at addressing alcohol use.



Inputs

Phase 1 (March 2022)	Phase 2 (June 2022)	Phase 3 (TBD)
Demographics	Licensee sales*	Store hours*
Retail sales*	Licensee type and locations*	Tax data*
Retail locations*	Store/licensee compliance rates*	Alcohol-related hospitalizations
Excessive drinking rates	Number of violations*	Alcohol-related EMS calls
Alcohol-related crashes	School alcohol offenses	College campus liquor law violations
DUI data	School locations	

^{*}data provided by ABC



The Dashboards

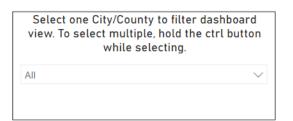
High Level Virginia Population Overview

Year

2022

Population

8.5M





2020 City/County Demographic Information

City/County	Population	% Non-Hispanic White	% Non-Hispanic Black	% Hispanic	Median Household Income	High School Graduation Rate	% Less Than 18 Years of Age
Virginia	8,535,519	61.25	19.12	9.78	76,471	87.69	21.80
Fairfax, Virginia	1,147,532	50.05	9.94	16.52	127,898	86.00	23.25
Prince William, Virginia	470,335	41.51	20.66	24.49	106,208	88.00	26.85
Virginia Beach City, Virginia	449,974	61.07	19.08	8.50	78,491	90.00	22.00
Loudoun, Virginia	413,538	54.78	7.51	13.91	151,806	93.00	27.87
Chesterfield, Virginia	352,802	60.62	23.56	9.46	81,641	88.00	23.53
Henrico, Virginia	330,818	52.15	30.20	5.97	68,975	89.00	22.42
Chesapeake City, Virginia	244,835	56.70	29.66	6.63	77,361	90.00	24.14
Norfolk City, Virginia	242,742	43.32	40.57	8.46	52,437	78.00	19.37
Arlington, Virginia	236,842	61.35	9.07	15.60	118,986	85.00	18.14
Richmond City, Virginia	230,436	42.21	45.93	7.29	50,949	66.00	17.22
Newport News City, Virginia	179,225	42.25	40.93	9.42	53,022	88.00	23.15
Alexandria City, Virginia	159,428	52.23	21.83	16.61	102,589	75.00	18.00
Stafford, Virginia	152,882	59.31	18.79	14.18	109,090	92.00	25.93
Contaduania Virginia	126 216	66.60	16 17	10 70	00.363	00 NN	34 54



The Dashboards

Retail Locations and Sales

2021 Retail Sales

1.36B

Highest One-Month Sales

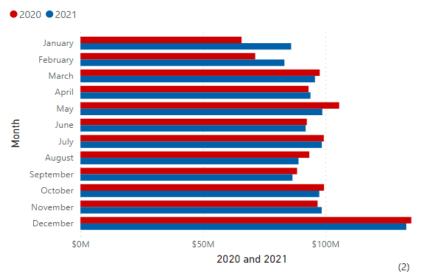
1.33M

Total Retail Stores

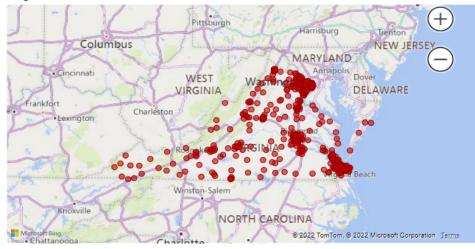
396







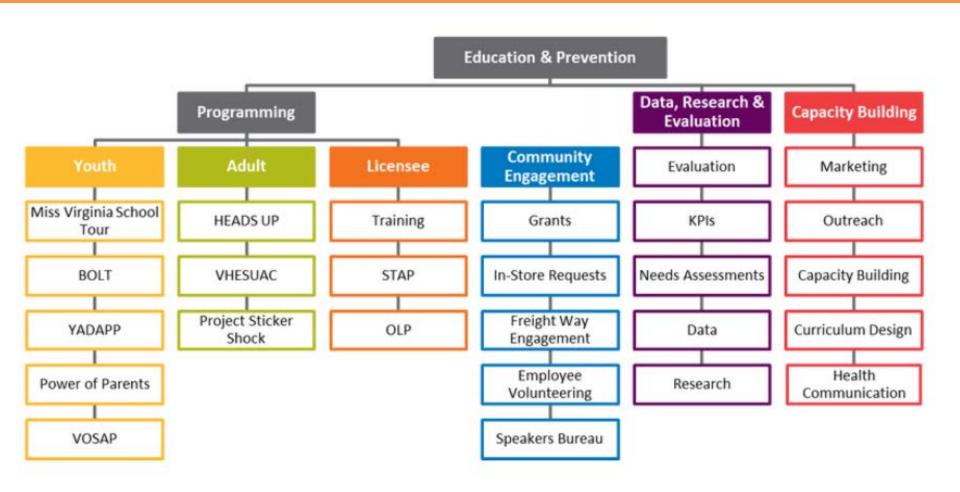
Virginia ABC Retail Locations





Community Engagement







Purpose

Virginia ABC believes in the importance of communities across the commonwealth being safe and healthy. The purpose of Virginia ABC's Community Engagement Program is to strengthen communication and engagement with the communities we work in by providing a variety of accessible and meaningful ways for employees to engage in their communities and ways for communities to engage with Virginia ABC.

Virginia ABC is currently known for the regulation of alcohol, sale and distribution of spirits and alcohol education and prevention in the commonwealth, our hope is that Virginia ABC may also be associated with partnership, service and community engagement.



Benefits

- Employee engagement
- Corporate social responsibility
- Teambuilding opportunities
- Service to the communities we work in
- Tangible display of Mission, Vision, Values for employees & general public
- Cohesive structure to organize requests that are already occurring



Timeline

2013

Alcohol Education & Prevention Grant program launched

2020

In-Store Request program launched

2022

- Freight Way engagement launching
- Employee Volunteering launching

2023

Speakers Bureau launching







Appendix B

Holistic CMO Priorities

- Short-term: Align on Strategic Objectives & initial efforts to support (prioritization)
- Over time: Change Capability & Competencies across the enterprise
 - Equip, Energize and Empower leaders of all levels to deliver and sustain successful results
 - Front-end <u>change analysis and reporting</u>; <u>customized solutions</u> by stakeholder; <u>holistic tapestry</u> (people, process, technology) coming together to deliver on ABC commitments
- Outcomes: Expedite Excellence, Minimize Risks, and Create and sustain a productive & positive work environment
 - Investing time to ensure the what, why and how of changes are clear;
 - Proactive, transparent communications and training
 - Aligned performance requirements, accountability, recognition, sustainability practices

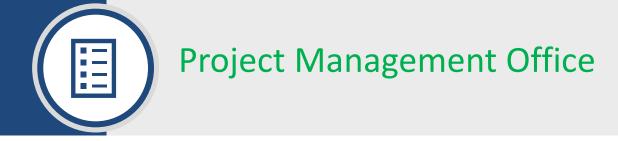
VAL

- 6 licensee and PST Learning Modules on track for completion by months' end
- Continuing to build out change management, training and communications

Warehouse Operations

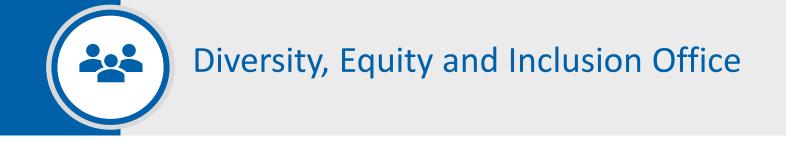
- Partnership with CROO; Warehouse Optimization Workgroup launching in early May
- Initial focus on short term-delivery (holiday readiness), followed by sustainability planning
 - Additional work on the Horizon: Staffing, Customer Support, eCommerce transformations to come





- In addition to the regular updates PMO has distributed, recruiting is underway
 - PMO Manager & Senior PM
 - 2nd interviews next week for each





- DEI Director 5 candidates going through screening process
- Survey results distributed
 - Should have received weekly communications with DEI survey results
 - Week 1: General Overview
 - Week 2: Belonging and Fairness
 - Week 3: Growth Mindset and Professional Development
 - Week 4: DEI and Accessibility
 - Week 5: Next Steps and Performance Indicators



Strategic Planning

- Vision and Values work is underway with leadership team
- SP Meeting with each division to solidify strategic objectives, KPIs over the next 3 years
- Designing to ensure effective monitoring and measurement; scalable, adaptable

Project Prioritization

- Program/project recommendations have been shared with C-suite for input and approval
- Data-driven process; evaluated on impact, strategic value and implementation viability
- Prioritization will be ongoing @ completion of key efforts + in response to new mandates

Data Management

- Data management business case being developed in conjunction with IT
- Data publishing process and guidelines drafted

