

# BRIARPATCH COMMUNITY MARKET

## AGENDA

### Board of Directors' Regular Meeting

**Date:** Monday, January 28, 2008, 5:30 pm  
**Location:** BriarPatch Meeting Room, 290 Sierra College Dr., Grass Valley, CA.

The BriarPatch Community Market is a cooperatively owned business committed to supporting our community by: welcoming everyone; selling healthful earth friendly, affordable products; providing a quality work experience; offering excellent customer service and consumer education; building our local economy; serving as a resource center for conscious living; and promoting the cooperative business model. A coop owner-member has the opportunity to have a voice in decisions which shape the Coop's future, receive a discount which increases with volunteer work, support the cooperative ideal, and share in its benefits.

#### **Vision Statement**

BriarPatch is the leading natural food store in Nevada County, we are a vibrant, important community hub for gathering as well as for dialogue and learning about healthful food. We seek to be a leader in social, environment, as well as fiscal responsibility among both local businesses and food co-ops nationally. We model community-mindedness and cooperative principles, and hope to inspire others to do the same, and in so doing, contribute to peace and prosperity for all within our reach.

#### **0.0 Call to Order - Starting Quotation** (1 minute)

**1.0 Approval of Agenda** – The Board will review the Agenda and make any necessary changes. (5 minutes)

**2.0 Approval of Minutes** – The Board will revise if necessary and approve the minutes from the December 17, 2007 Board meeting. (5 minutes)

**3.0 Report on Chamber of Commerce Awards Dinner:** A summary of the event will be provided. (5 minutes)

**4.0 Public Comment** (*Owner-members and other members of the public are invited to address the Board regarding issues on the agenda and subjects not on the agenda. The Board cannot discuss or take action on non-agendized items, but such items may be agendized for discussion and/or action at a later Board meeting. The time allocation on individual comments (not to exceed 5 minutes) will be determined (and may be limited) at the meeting based on the number of people wishing to speak.*) (30 minutes)

**5.0 General Manager's Report** - The General Manager's report covers management, facilities, finances, and other issues pertinent to the operations of the store and cooperatives. (15 minutes)

**6.0 Human Resource Manager's Report** – The Human Resource Manager will provide the Board with a 2007 summary report covering personnel issues such as turnover, terminations, grievances, policy updates, employee morale, compensation, and productivity, among other issues. (15 minutes)

**7.0 Finance Committee Report** - The Finance Committee and the Finance Manager will report on issues discussed at their meeting(s), including budget, financial projections,

and other pertinent financial issues. (See notes from Finance Committee.) (15 minutes)

**8.0 Compensation Committee Report:** The Compensation Committee will report on issues discussed at their meetings, including but not limited to their review of the “at-will” status of employees as identified in the Personnel Policy Manual and referred from the previous Board meeting. (See notes from committee) (10 minutes)

**9.0 Nominations Committee Report:** The Nominations Committee will report on issues discussed at their meetings, including but not limited to upcoming dates and procedures regarding nominations and elections and Board procedures. (10 minutes)

**10.0 Governance Committee Report:** The Governance Committee will report on topics covered during their meeting held on January 2, 2008, related to the By-Laws and Board Policy Manual, and present recommendations for potential additions, deletions and/or modifications. (See Governance Committee Report.) (15 minutes total)

**10.1. Discussion/Action:** Shall the Board of Directors revise Section 6.13, Voting Ownerships, subsection (a) of the By-laws, by changing the word ‘owner’ to ownership share?

**10.2. Discussion/Action:** Shall the Board of Directors revise Section 6.13, Voting Ownerships, of the By-laws, subsection (b) and delete subsection (d), by placing a period after the words “bind all” in subsection (b) and deleting the phrase ‘when only one votes, and the vote of the majority will bind all, when more than one joint holder votes’ that follows, and delete subsection (d) in entirety? An affirmative vote on this action will require subsection (e) be re-alphabetized.

**10.3. Discussion/Action:** Shall the Board of Directors revise Section 6.21, Referendums and Initiatives, of the By-laws, subsection (a), by replacing the words ‘official act’ with ‘action’, and deleting the words ‘or taken’ and ‘Board meeting’ in the text, and delete number 2 in the same subsection.

**10.4. Discussion/Action:** Shall the Board of Directors revise Section 9.02, Books and Records, of the By-laws, to state (bolded sections are to be added to section) “The accounting books and records and minutes of proceedings of the owners, the Board, and committees of the Board shall be open to inspection on the written *request to the GM or his/her designee* of any owner at any reasonable time, for a purpose reasonably related to that person’s interests as an owner. *They will be provided in a reasonable time.* Every Director has the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the Corporation. *The request shall be made in writing to the GM or designee and honored in a reasonable time.*”

**10.5. Discussion/Action:** Shall the Board of Directors revise the Board of Directors’ Policy Manual, by deleting the Operations Manager job description (page 202), Finance Manger job description (page 205), and the Separation of General Manager and Finance Manager policy (page 200), to reflect current policies more recently approved by the Board of Directors?

**10.6. Discussion/Action:** Shall the Board of Directors revise the Board of Directors’ Policy Manual, Strategic Planning Committee Charter (page 304) text under Membership and Meetings, by replacing the text under the Membership section to state “The composition of the committee will consist of the Board President, the General Manager, the chairperson of the committee, and one or two Board members,”

and delete the five names following the text? And under Meetings, change the text to state “This committee meets when directed to do so by the Board.”?

**11.0 Discussion of Annual Plan:** The Board adopts an Annual Plan each year that includes activities to be accomplished by the Board and a timeline for when these are to occur. The Board will provide input for any new items and changes or additions to the draft (see Draft Annual Plan for 2008) that is scheduled be on the February Board Agenda for discussion and approval. (5 minutes)

**12.0 Special (Closed) Session Report:** The Board will present any issues or action items from closed session meetings that need to be voted on during an open session of the Board. (10 minutes total)

**12.1 Action:** Receipt of Consultant’s Report.

**12.2 Action:** Receipt of Department Managers’ Letter to Board.

**12.3 Action:** Censure of Board members.

**13.0 Closed Session** (*Public portion of the meeting shall be closed; public and staff will be asked to leave during the session. Upon completion of the closed session the public portion will be reopened and if warranted any proposed actions will be voted on*): Discussion of personnel issue. (20 minutes)

**14.0 Announcements** (1 minute)

**15.0 Closing** (Confirm next meeting date) (1 minute)