

1 **BRIARPATCH COMMUNITY MARKET**
2 **Board of Directors Regular Meeting**

3
4 **MINUTES**

5
6 **JANUARY 26, 2010**
7

8
9 **Date: Tuesday, January 26, 2010, 5:30 p.m.**

10 **Place: BriarPatch Co-op Community Room**
11

12 **Directors Present:**

13 Quorum present: Malaika Bishop, Mark Fenton, Jeff Gold, Louise Jones, Joey Jordan,
14 Debbie Plass, Rick Sheller, Peter Van Zant
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16 **Directors Absent:** Alan Weisberg
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18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finances; Stephanie
19 Mandel-Austin, Marketing/PR; Joanne Laracy, HR; Gwen Birk, Operations and Customer
20 Service.
21

22 **Others Present:** Please see attached sign-in sheet(s) for others present.
23

24 **I. Call to Order: Opening Quote**

25 The regular meeting of the BOD was called to order at 5:35 p.m. by Debbie Plass,
26 President of the Board of Directors.
27

28 **Opening Quotation:** Peter Van Zant gave a brief quotation regarding the BriarPatch
29 progress and success.

30 For details please refer to digital recording.
31

32 **Announcement:** Welcome to Louise Jones, new member of the Board of Directors.
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35 **II. Approvals:**

36 **1. Approval of Agenda for 1-26-10:**

37 Changes: Under Item II. 1, add: Welcome and seat Louise Jones as Board Member.

38 Under Item V.1, delete Peter and insert Chris, and change time from 10 to 5 minutes.
39

40 **MOTION: Peter Van Zant moved to approve the Agenda as amended, Rick Sheller**
41 **seconded and the motion passed unanimously.**
42

43 **MOTION: Joey Jordan moved to seat Louise Jones as Board Member, Malaika**
44 **Bishop seconded and the motion passed unanimously.**
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1 **2. Approval of Minutes for 11-24-09:**

2 Change: None

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4 **MOTION: Mark Fenton moved to approve the Minutes as written, Malaika Bishop**
5 **seconded and the motion passed unanimously.**

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8 **III. Public Comment:** David Benson, the new Produce Manager, introduced himself and his
9 son, Tali, and explained that they could not stay. The Board invited them to come back
10 anytime.

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13 **IV. General Manager Report:** Please see attached “General Manager Report – January
14 2010”.

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16 For further details of this report, please refer to digital recording.

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19 **V. Committee Reports & Recommendations:**

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21 **1. Finance:** Please see attached “Finance Report for the period ending December 31, 2009,
22 PRELIMINARY RESULTS”.

23
24 **a. Financial Plan:** There was no Finance Committee meeting in January. The Financial
25 Plan must first go through the Finance Committee where the metrics will be set for 2010,
26 then it will roll over into a discussion with the entire Board at the Retreat. The intention is
27 to bring back a Financial Plan in February.

28
29 **ACTION ITEM:** Make sure there is a review and a truing-up of how much liability
30 insurance we are covering versus how much is required by the lease.

31
32 Debbie Plass will set up a meeting of herself, Mark and Chris to review the lease and
33 possibly set a benchmark for looking at the strategic goal.

34
35 Jeff Gold suggested having a larger reserve fund targeted for long-term maintenance of
36 replacement items.

37
38 Chris has an article in the Newsletter addressing the Patronage Refund, reassuring
39 owner/members that it has not been forgotten and explaining the need for developing
40 criteria and policy around it.

41
42 Complete text of financial discussion may be accessed on digital recording.

1 **2. Governance:**

2 **a. Board Policy Manual Revisions:** After much discussion, it was decided to have a
3 workshop for the BOD to take a final look at the revisions in format, grammar and updates
4 as presented by Peter Van Zant and the Governance Committee. The Governance
5 Committee can determine a date for the workshop, and bring the document back to the
6 BOD in March. (The hard policy revisions will be in a separate document – now being
7 worked on by Paul Harton.)
8

9 It was pointed out that business policies are subject to change, and the Policy Manual is a
10 living instrument. It needs to be kept up-to-date, and it was suggested that a provision for
11 regular review be established.
12

13 For further details, please refer to digital recording.
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16 **3. Board Development:**

17 **a. Board Retreat:**

18 Mark Goehring and Todd Wallace, consultants from CDS, will be in charge of the program
19 at the retreat on Friday and Saturday, February 26-27. The venue will be here at the
20 BriarPatch, and the time will be Friday 12-8 p.m., and Saturday 9-5 p.m. Topics to be
21 covered will include:

- 22 a. Patronage refund
- 23 b. Strategic plan review and update, metrics and financial plan
- 24 c. Policy governance

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26 **b. Board Recruitment:**

- 27 • The Committee is working on the recruitment process.
- 28 • There are no applications at this point, but some are expected.
- 29 • February 15 is the cutoff date for filing applications.

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31 **c. Policy Governance Article:**

32 Jeff Gold gave an overview of his understanding of Policy Governance and distributed
33 an article entitled “Taking Policy Governance to Heart” by Mark Goehring.
34

35 **d. Upcoming Trainings:**

36 There is a Western Corridor Convention in Portland on March 27, 2010, and a local
37 Board training event on April 10, 2010 in Sacramento.
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39 **4. Executive:**

40 Nothing new to report.
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43 **5. Meeting Adjournment:** Meeting was adjourned at 6:55 p.m.
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1 **DECISIONS SUMMARY:**

- 2 1. Approval of Agenda. P. 1, lines 40-41.
- 3 2. Approval to seat new Director Louise Jones. P. 1, lines 43-44.
- 4 3. Approval of minutes for 11-24-09. P. 2, lines 4-5.
- 5 4. Action item: Review insurance coverage. P. 2, lines 29-30.

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8 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 9 1. Debbie Plass set up meeting to review lease. P. 2, lines 32-33.
- 10 2. Governance Committee set date for Policy Manual workshop. P. 3, lines 4-5.
- 11 3. Establish a regular review of Policy Manual. P. 3, lines 10-11.

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14 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, FEBRUARY 23, 2010**
15 **at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

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18 Minutes prepared by Mimi Malthan on January 29, 2010.

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21 **APPROVED BY:**

DATE:

22 (These minutes were approved by the Board of Directors on February 23, 2010. The
23 official signed copy is on file.)
24
25

26 **ATTACHMENTS:**

- 27 Agenda for BOD meeting January 26, 2010
- 28 Sign In Sheets (2)
- 29 General Manager Report – January 2010
- 30 Finance Report for period ending December 31, 2009 PRELIMINARY RESULTS



35 The **ATTACHMENTS** are fastened to the Minutes Draft and posted on the bulletin
36 board, lower left hand corner. (The bulletin board is near Customer Service, in the front
37 of the store.)

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39 This meeting and all Board meetings are recorded digitally and uploaded to the computer
40 server for storage. If anyone is interested in listening, please contact Chris Maher,
41 General Manager.
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1 Partial text of dissertation by Jeff Gold on 1-26-10 at BOD meeting

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3 . . . Doubling on Peter’s opening remarks, it appears that this last year and a half the
4 Board has really reinvented the coop. We have been very fortunate in being extremely
5 successful. . . with what management has done and with what leadership we have been
6 able to garner, especially with Peter and Debbie at the helm, I feel like we’ve taken the
7 coop to another level. We’ve quieted the storm and we’ve really created a very solid
8 base, so we’re poised to look at other opportunities – including institutionalizing this
9 level of excellence.

10 Other coops that have gone through this process have taken this opportunity to enact
11 what is referred to as Policy Governance, which is to:

- 12 • Act in a more strategic model;
- 13 • Formalize the relationship with management;
- 14 • Make more transparent and visible what our governance model is, and
- 15 • Be able to provide the kind of leadership that inspires our members and
16 also creates great partnership with management.

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18 So I think that . . . our consultants can lead us in a session around Policy
19 Governance and how it applies to what we are doing, and how we can maybe take
20 additional steps in perfecting our governance model.

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