

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

3
4 **MINUTES**

5
6 **JANUARY 28, 2008**

7
8 **Date: Monday, January 28, 2008, 5:30 p.m.**

9 **Place: BriarPatch Meeting Rm, 290 Sierra College Dr., Grass Valley, CA.**

10
11 **Directors Present:**

12 Quorum present: Rod Bedayn, Malaika Bishop (arrived at 5:45), Marshall
13 Goldberg, Arthur Katz, Mike Pasner, Debbie Plass, Eddy Sitzer.

14
15 **Directors Absent:** Joseph Guida, Alan Weisberg.

16
17 **Managers Present:** Paul Harton, General Manager; Mark Warner, Finance
18 Manager; Heather Wright, Human Resources Manager.

19
20 **Others Present:** Guests, about 40-50 employees, members and others. (Please
21 see Attached Sign In Sheets.)

22
23 **0.0 Call to Order**

24 The regular meeting of the BOD was called to order at 5:35 p.m. by Marshall
25 Goldberg, Vice President of the Board, meeting Chairperson.

26
27 **Starting Quotation**

28 **Eddy Sitzer** presented the following quotation:

29 “Exercise Due Care: I understand that at all times I am a representative of the
30 BriarPatch Co-op, and shall conduct myself in a professional manner which
31 will reflect positively on the Cooperative, its owners, and its staff. Directors
32 will maintain confidentiality as needed to protect the Co-op’s interests and
33 liability. I also understand that I have the right to disagree with a policy or
34 action adopted by the majority of the Board, but should support said policy or
35 action as being the considered judgment of the Board. I also have the right
36 and duty to present further evidence and argument to the Board for further
37 consideration and appropriate action.”

38
39 **Mike Pasner** presented the following quotation:

1 “ByLaws Section 7.11a: The Board may meet in executive session to discuss
2 personnel matters. real estate issues, and legal matters.” Those are the only
3 secrets to be had in the Co-op.
4

5 **1.0 Approval of Agenda:** Arthur Katz noted that he had requested adding
6 “Retention of Independent Legal Counsel” to the agenda, but was advised that
7 his request had arrived too late to be included this month; the agenda had
8 already been posted. The issue will go to the Resolution Committee and their
9 report will be on the February agenda.

10 Mike Pasner asked to have items 12.1, 12.2, and 12.3 moved to an earlier time
11 on the agenda, but Marshall Goldberg explained that the schedule had already
12 been arranged to accommodate a telephone conference call in order to include
13 the two absent directors (Joseph Guida and Alan Weisberg). **Debbie Plass**
14 **made a motion to approve the agenda, Rod Bedayn seconded, and the**
15 **motion passed with 4 yeas (Rod Bedayn, Marshall Goldberg, Debbie**
16 **Plass and Eddy Sitzer) and 2 nays (Arthur Katz and Mike Pasner).**
17 **(Malaika Edwards arrived later.)**
18

19 **2.0 Approval of Minutes:**

20 **Minutes for November 26, 2007:** Page 1, lines 17-18, add: **Managers**
21 **Absent:** Paul Harton, General Manager; Jose Martinez, Operations
22 Manager; Mark Warner, Finance Manager. **Eddy Sitzer moved to approve**
23 **the minutes as amended, Rod Bedayn seconded and the minutes were**
24 **approved unanimously.**

25 **Minutes for December 17, 2007:** Page 2, line 33, change the word
26 “discontent” to “dismay”. In the same sentence, on line 35, add “about
27 voting” after the word “information”. **Debbie Plass moved to approve the**
28 **minutes as amended, Mike Pasner seconded and the minutes were**
29 **approved unanimously.**
30

31 **3.0 Report on Chamber of Commerce Awards Dinner:** **Debbie Plass**
32 **announced that the BriarPatch had been selected as Business of the Year**
33 **by the Grass Valley Chamber of Commerce. The award was presented**
34 **on January 19th in a ceremony at the Holiday Inn Express. In a room**
35 **packed full of visitors, Chief of Police John Foster made the presentation**
36 **and gave a 5 minute talk about the BriarPatch, including what the store**
37 **stands for and its contribution to the community. Jose Martinez was**
38 **there to accept the award, and he did a very fine job.**

1 **Debbie Plass and Marshall Goldberg both thanked the staff and**
2 **everyone for all the work done to help the BriarPatch be nominated for**
3 **and selected to receive this honor.**
4

5 **4.0 Public Comment:** Marshall Goldberg and Debbie Plass introduced the
6 public comment session. Initially, thirteen people signed up to speak (more
7 people came in later) and were given two minutes each, with Rod Bedayn as
8 timekeeper. People wishing to speak included Gwen Moore, Steve Austin,
9 Cinnie Blair, Helen Neff, Kim Coons, Stephanie Mandel-Austin, Maggie
10 McKaig, Michael Pedone, Cecile Hooper, Lew Sitzer. Dave Marrott, Brad
11 Evans, Laura Thorne, Ouapiti Robintree, Kit, Mali, and Ken.
12 Some of the comments and ideas voiced by the speakers included (but are not
13 limited to) the following:

- 14 • The most important thing is a living wage for employees.
- 15 • Growing pains are normal; don't forget the positive aspects, like the
16 new jobs that have been added.
- 17 • We need to have extra meetings so we can work out our differences.
- 18 • Work together and keep it out of the newspaper.
- 19 • There are ways of communicating more effectively and healing this
20 polarization.
- 21 • Dismay at the amount of negativity and misinformation.
- 22 • Arthur Katz and Mike Pasner are being pushed around.
- 23 • We need to remember the economy is slowing down.
- 24 • We need to read this report by Paul Jaffe and move on.
- 25 • We are all here because we love the BriarPatch.
- 26 • We all have different ways of doing what we do.
- 27 • We don't build up a business by criticizing. Tearing down does not
28 help us survive as a business and a co-op.
- 29 • We should bring our concerns to the Board, not to the newspaper and
30 radio.
- 31 • The Jaffe report should be available to owner/members to read; also
32 they should be able to view the financial records.
- 33 • Arthur Katz and Mike Pasner have honesty; it is not fair to go after
34 them.
- 35 • It is an honor to be part of the BriarPatch.
- 36 • If everybody gives a little more, we can make it happen.
- 37 • We can all make it happen!
- 38 • We need frank discussions.
- 39 • We have a lot of work to do and we are up to it.

- 1 • If the foundation is not solid, the project will fall apart.
- 2 • We have not paid enough attention to our foundation.
- 3 • There is no reason for anyone to go to the media.
- 4 • There is a lack of produce.
- 5 • We should seek local sources of food, and use local growers.
- 6 • The BriarPatch has a responsibility to strengthen the local economy.
- 7 • We need an audit. People can always find a way to steal from you.
- 8 • Negativity hurts all of us.
- 9 • We need to deal with our problems in a way that helps the co-op.
- 10 • Create subcommittees to address any issue where help is needed.
- 11 • We can all pool our resources and ideas and support this Board.
- 12 • We need to have dialogues one-on-one with members of the Board.
- 13 • The entire Board is to be commended for trying to reach out for an
- 14 alternative – such as mediation.
- 15 • Mediation should be tried before considering censure.
- 16 • We are losing money and at this rate the store will be broke in about
- 17 ten months. The Board needs to address this.
- 18

19 Marshall Goldberg thanked everyone for their comments, and assured them
20 that he and the Board are hearing these comments. The comments requiring
21 responses will receive responses.

22 In order to facilitate and encourage personal communication, the Board
23 members offered to give out their phone numbers. Lew Sitzer wrote the
24 names and phone numbers of the Directors on the whiteboard. People were
25 also encouraged to give written comments to the Board members.

26
27 **5.0 General Manager’s Report:** General Manager Paul Harton highlighted
28 some of the issues on his January 2008 report (see Attachments). He noted
29 that:

- 30 • The Meat Department, which has been struggling, made a profit of
- 31 23% last month. He attributed this to the work of Jose Martinez and
- 32 Robert Dunkin (meat manager from Sacramento). Jose will continue
- 33 to oversee the Meat Department in the near future.
- 34 • The BriarPatch is not in as much danger from the recession as, for
- 35 example, a store selling golf clubs. People stop eating out so much
- 36 during a recession but they buy more groceries.
- 37 • Carolee Coulter will be here next week to do the staff survey. It will
- 38 be reported back to the staff probably by the middle of February. The
- 39 question was asked whether staff members could volunteer to be

1 interviewed for the survey, and Paul Harton agreed to find out this
2 information. Paul Harton will distribute copies of the survey to the
3 Board. The intention is to do a staff survey once per year.
4

5 Marshall Goldberg encouraged people to seek out staff members and/or
6 Board members and ask questions at times other than during the Board
7 meeting time. The Board has business matters that must be addressed during
8 its meetings.

9 Arthur Katz requested Paul Harton to read aloud paragraphs 3 (Sales) and 4
10 (By-Laws Change) on the General Manager Report (attached). Paul Harton
11 complied and Arthur Katz voiced objection to the accusations in paragraph 3.
12 He stated that these allegations bordered on libel and slander and urged
13 caution in making statements that could not be substantiated. Regarding
14 paragraph 4, Arthur Katz noted that it would be inconsistent with the rest of
15 the By-laws for the Board to be able to remove a fellow Board member. He
16 again urged caution in making these kinds of statements.

17 Mike Pasner contributed that the owner/members are the only people who
18 can remove a Board member.

19 Paul Harton read aloud the last paragraph of his report (BriarPatch Babies),
20 after which Malaika Bishop announced her newborn son's name is Amari
21 Gabriel Bishop.
22

23 **6.0 Human Resource Manager's Report:** Heather Wright provided the Board
24 with a handout entitled "Annual HR Report" (see Attachments). She read the
25 report aloud, adding details and answering questions as she went. She
26 explained that the Passport Training program (8f on the report) involves
27 disseminating the orientation information in classes rather than presenting all
28 the information at one time. This approach will help the retention rate.
29

30 **7.0 Finance Committee Report:** Mark Warner highlighted important points on
31 the "Finance Report for the period ending December 31, 2007" (see
32 Attachments). He explained that the Sales for January were about \$100,000
33 less than was expected. The short-term cash flow is negative \$25,000.00 per
34 month. We have \$150,000 cash reserves in the bank.

35 It is not possible to make a projection at this time because there is no trend
36 available. The decision point keeps moving since nothing is stabilized yet.
37 It can be determined that at a certain level of sales, etc., we can break even.
38 We will probably be able to make a projection sometime after March, 2008.

39 There are three new areas of sales:

- 1 1. In-store credit system for regular customers – they order food during
2 the month and pay the bill at the end of the month. These would be
3 primarily commercial accounts.
- 4 2. Catering – expanding into full catering; additional equipment required,
5 including a van.
- 6 3. “Food Tent” service -- a traveling booth; needs a van and other
7 equipment.

8 Mike Pasner asked about having read-only access to financials on the
9 computer, and Mark Warner responded that it is not his decision, it must be a
10 Board decision. Mike Pasner stated that he has been trying to get read-only
11 access to computerized financials for 7 months -- without any action. He
12 asked why the prerequisite now includes Board approval of this request.
13 Mark Warner and Paul Harton stated that they have always provided
14 anything on paper that has been requested. Mark Warner stated that he has
15 provided full general ledgers and has put a full general ledger for a month on
16 a disk.

17 Arthur Katz stated that he has asked for a cash flow projection for 12 months,
18 showing the sources and uses of cash. He also asked for forecasts of income
19 statements for each income-producing department. He suggested that we
20 could have a more accurate picture of each income-producing department if
21 overhead accounts were included (such as the cost of facilities and the cost of
22 utilities). Arthur Katz offered to work with Mark Warner to help set up this
23 system. He (Arthur Katz) stated that management’s role is to make a plan for
24 the future and then make it happen.

25 Mark Warner reiterated that he cannot make projections at this time, but, with
26 certain givens, he can set up a model that would show the break-even point.
27 Arthur Katz made the point that developing a business plan would show
28 targets/goals and help determine the need for adjustments, and would show
29 the reasons why adjustment was necessary.

30 Arthur Katz noted what he would like to see is a best-case, worst-case
31 scenario, based on the possibility of a recession.

32 At this point, Marshall Goldberg suggested that this level of discussion detail
33 should go to the Finance Committee.

34 Debbie Plass noted that Mark Warner has greatly improved our ability to
35 analyze, attain and understand the finances of the BriarPatch. She advocated
36 that the Finance Committee work together with the Management to come up
37 with a Bridge Plan to be put into place this spring to control costs in case
38 sales do not meet nor exceed expectations.

39 Mike Pasner repeated his request to have read-only access to the financials of
40 the BriarPatch and there ensued a lively discussion of the pros, cons and

1 history of this issue. It was finally agreed that Mark Warner would make
2 copies of this information, deleting the private items, and make it available
3 for the BOD's use. Mark Warner and Arthur Katz agreed to meet and work
4 this out face-to-face.

5 Mark Warner left at 7:30 p.m.

6 **8.0 Compensation Committee Report:** Debbie Plass reported that the
7 Compensation Committee (Paul Harton, Heather Wright, Mike Pasner
8 Debbie Plass and Chairperson Alan Weisberg) met on January 21, 2008. The
9 purpose of the Committee is to study the wages and benefits of the
10 BriarPatch to make sure employees are receiving a living wage. The
11 Committee has looked at the at-will personnel policy, gain sharing and wage
12 raises. The at-will policy was researched (including legal counsel) and it was
13 determined that no changes are needed at this time. If the need arises in the
14 future, the way to change the status of the at-will policy is through collective
15 bargaining.

16 The Compensation Committee agreed that the whole personnel policy should
17 have a full review by legal counsel to make sure the BriarPatch personnel
18 policy is within legal guidelines. The Committee decided an attorney should
19 be retained to review all personnel policies in order to make this decision.

20 A question was asked about whether recourse is available to employees who
21 have been fired, and Heather Wright answered that we do not currently have
22 a system for terminated employees to voice their grievances. Debbie Plass
23 recommended that this issue be given to the Resolutions Committee.

24 Gain-sharing is a plan (which will be put in place before the summer) to
25 enable all the employees to share in the profitability of the BriarPatch.
26 Debbie Plass and Paul Harton explained that if a profit is made, a portion of it
27 will be shared (according to a formula) among all the employees, not just one
28 department. This will help employees realize that if they are more productive
29 they will be helping everyone to make more money. This will also contribute
30 to employees' education by making them more aware of the finances of the
31 BriarPatch.

32 The Compensation Committee will work with the Board to set up a wage
33 range for the General Manager position, and that will establish a base for a
34 fair wage range for the managers as well.

35 The Compensation Committee will meet again on February 10, 2008.

36
37 **9.0 Nominations Committee Report:** Rod Bedayn presented the "BriarPatch
38 Co-op 2008 Election Board Candidate Information" (see Attachments) and
39 briefly mentioned some important points listed therein. He noted that these
40 information sheets will be available at Customer Service office. The point

1 was made that the intention is that candidates will POSITIVELY be allowed
2 to campaign during the month of April. Mike Pasner expressed concern that
3 the BOD could vote (before April) to place time restraints on campaigning.
4 The election will be held May 1-15, 2008.

5 Regarding the counting of votes for the election, last year the League of
6 Women Voters counted the ballots. Mike Pasner asked to have a fool-proof
7 policy regarding the counting of election votes by the next BOD meeting.

8 A discussion of the Board procedure for getting an issue on the Board agenda
9 followed. Marshall Goldberg and Debbie Plass noted that if a director has a
10 topic for the agenda, the director must first send it to the Chairperson of the
11 BOD. The Chairperson then determines if the topics should be referred to a
12 committee or placed directly on the next available Board agenda. The
13 committee studies the issue and makes a recommendation to the Board,
14 perhaps as an action item. If the Board is presented with an action item it
15 may vote on it, assign it to a committee for further discussion, or table it to a
16 future meeting. If the item is referred to committee by the Chair, and the
17 director who made the request to have an item on the agenda is dissatisfied
18 with the recommended report and/or action by the committee, the director
19 may request that the issue be placed on the agenda at the next available Board
20 meeting.

21 Mike Pasner reiterated his request that Item #12 be moved to an earlier
22 position on the agenda, because of the number of people waiting to hear it.
23 Marshall Goldberg advised him that this request had already been answered.
24

25 **10.0 Governance Committee Report:** Marshall Goldberg announced that he
26 has been asked to deliver this report since Joseph Guida, Chairperson of the
27 Governance Committee, cannot be here tonight. Marshall Goldberg reported
28 that the Governance Committee met on January 2, 2008 to study and clarify
29 the By-laws and Board Policy Manual. For further details of this meeting,
30 please see Attachment "Governance Committee Notes from the Meeting on
31 Wednesday, January 2, 2008". Following are Discussion/Action items
32 recommended by the Governance Committee:
33

34 **10.1. The Board of Directors shall revise Section 6.13, Voting**
35 **Ownerships, subsection (a) of the By-laws, by changing the word**
36 **"owner" to "ownership share". A motion was made by Marshall**
37 **Goldberg to approve said revision. Debbie Plass seconded and the**
38 **motion passed with 6 yeas (Rod Bedayn, Malaika Edwards, Marshall**
39 **Goldberg, Mike Pasner, Debbie Plass and Eddy Sitzer) and one**

1 abstention (Arthur Katz). (Joseph Guida and Alan Weisberg were
2 absent.)
3

4 **10.2.** The Board of Directors shall revise Section 6.13, Voting
5 Ownerships, of the By-laws, subsection (b) and delete subsection (d), by
6 placing a period after the words “bind all” in subsection (b) and deleting
7 the phrase “when only one votes, and the vote of the majority will bind
8 all, when more than one joint holder votes” that follows, and delete
9 subsection (d) in entirety. An affirmative vote on this action will require
10 subsection (e) to be re-alphabetized. A motion was made by Debbie
11 Plass to approve said revisions. Rod Bedayn seconded and the motion
12 passed unanimously with 7 yeas (Directors Joseph Guida and Alan
13 Weisberg were absent).
14

15 **10.3.** This item (see Attached Agenda) was sent back to the Governance
16 Committee for clarification.
17

18 **10.4.** The Board of Directors shall revise Section 9.02, Books and
19 Records, of the By-laws, to state (bolded, italicized, underlined sections
20 are to be added to section) “The accounting books and records and
21 minutes of proceedings of the owners, the Board, and committees of the
22 Board shall be open to inspection on the written request to the GM or
23 his/her designee of any owner at any reasonable time, for a purpose
24 reasonably related to that person’s interests as an owner. They will be
25 provided in a reasonable time. Every Director has the absolute right at
26 any reasonable time to inspect and copy all books, records, and
27 documents of every kind, and to inspect the physical properties of the
28 Corporation. The request shall be made in writing to the GM or designee
29 and honored in a reasonable time.” A motion was made by Debbie Plass
30 to approve said revisions. Eddy Sitzer seconded and the motion passed
31 with 5 yeas (Rod Bedayn, Malaika Edwards, Marshall Goldberg, Debbie
32 Plass and Eddy Sitzer) and 2 nays (Arthur Katz and Mike Pasner).
33 (Joseph Guida and Alan Weisberg were absent.)

34 Mike Pasner voiced his concern that this change would continue the improper
35 practice of the Finance Manager reporting to the General Manager, whereas
36 the Finance Manager should report directly to the BOD.
37

38 **10.5.** This item (see Attached Agenda) was sent back to the Governance
39 Committee for clarification.
40

1 **10.6. The Board of Directors shall revise the Board of Directors’ Policy**
2 **Manual, Strategic Planning Committee Charter (page 304) text under**
3 **Membership and Meetings, by replacing the text under the Membership**
4 **section to state “The composition of the committee will consist of the**
5 **Board President, the General Manager, the chairperson of the**
6 **committee, and one or two Board members,” and delete the five names**
7 **following the text. And under Meetings, change the text to state “This**
8 **committee meets when directed to do so by the Board”. A motion was**
9 **made by Mike Pasner to approve said revisions. Debbie Plass seconded**
10 **and the motion passed unanimously with 7 yeas (Directors Joseph Guida**
11 **and Alan Weisberg were absent).**

12
13 **11.0. Discussion of Annual Plan:** Marshall Goldberg stated that the Draft of the
14 “BriarPatch Co-Op Board of Directors Annual Plan 2008” (see Attachments)
15 is not being presented for discussion tonight, but only for input for any new
16 items and changes or additions. This item is scheduled to be on the February
17 Board Agenda for discussion and approval.

18
19 A two-minute break was called at this point in order to set up the Board’s
20 conference telephone call with Joseph Guida and Alan Weisberg. The
21 telephone calls were connected and the meeting reconvened at 8:50 p.m.

22
23 **12.0 Special (Closed) Session Report:** Marshall Goldberg read Section 7.11
24 “Special Meetings” from the By-laws:
25 “Special meetings shall be held on four days notice to the Directors by first
26 class mail or 48 hours notice delivered personally or by telephone. Notice of
27 special meetings need not be given to any Director who signs a waiver of
28 notice, a written consent to holding the meeting, or an approval of the
29 minutes (either before or after the meeting), or who attends the meeting
30 without protesting, prior thereto or at its commencement, the lack of notice to
31 that Director. All waivers, consents, and approvals shall be filed with the
32 corporate records or made a part of the minutes of the meeting.

33 (a) The Board may meet in executive session to discuss personnel
34 matters, real estate issues, and legal matters. With the unanimous consent of
35 all the Board Members, the Board may meet in executive session to discuss
36 other matters provided the topics are announced to the Owners and posted
37 with the meeting announcement.”

1 Marshall Goldberg explained that, at the last executive session certain issues
2 were discussed and three recommendations were made. These are Action
3 items 12.1, 12.2, and 12.3 listed on the attached agenda.

4 Mike Pasner and Arthur Katz both protested the meeting on the grounds that
5 the meeting was illegal. They stated that the items on the agenda were not
6 appropriate for a closed session. Consequently, Mike Pasner and Arthur Katz
7 had refused to attend. Marshall Goldberg stated the Board had previously
8 discussed the definition of the word "personnel" as it pertains to issues the
9 Board can hear in closed session and noted that his interpretation was that
10 Board members were included and therefore inter-personal communication
11 issues are appropriate. Mike Pasner disagreed, stating: "To call Board
12 Members personnel flies in the face of logic. We are not paid. We do not
13 have Workers Compensation Insurance. We are not personnel." Marshall
14 Goldberg responded that all members of the Board of Directors are covered
15 by Workers Compensation Insurance.

16 **12.1. Receipt of Consultant's Report:** Marshall Goldberg acknowledged
17 feeling distressed and disheartened that a Board member had made public the
18 Consultant's Report without the consent of the rest of the Board. Due to the
19 personal nature of the assessment it had been the intention of the Board to
20 keep the Report confidential until the whole Board could vote on its
21 disposition. Marshall Goldberg considered the action to be highly unethical
22 and thought the trust of the Board members in each other will be undermined
23 as a result.

24 **Mike Pasner** disagreed with Marshall Goldberg; he claimed that the Report
25 had never been labeled "Confidential".

26 **Marshall Goldberg** made a motion that the Board acknowledge receipt of
27 the Consultant's Report and recognize that there were inconsistencies and
28 inaccuracies in the Report, and the Consultant did not address what was
29 asked for, except indirectly.

30
31 It is not known whether the motion was seconded, and it was impossible to
32 call the roll for voting, because at this point the audience became noisy with
33 everyone expressing their opinions at the same time. Marshall Goldberg
34 made repeated attempts to restore order, but to no avail. Mike Pasner stood
35 up and continued to speak; when Marshall Goldberg asked him to sit down,
36 and told him he was out of order, he (with apologies to Marshall Goldberg)
37 refused to cooperate. Mike Pasner explained that he remained out of order in
38 protest to this item being illegally brought to a vote, because closed sessions
39 where these items were heard were held illegally in violation of the Closed
40 Session part of the By-Laws.

1
2 Malaika Bishop took on the role of arbitrator and urged the speakers to wait
3 on these issues until everyone could calm down. She asked everyone to
4 maintain silence for a few moments, which they did. She suggested that
5 there is no need to hurry on the issues, and that it would be better to address
6 them after the dynamics of the meeting change. She recommended
7 arbitration and openness in the issues presently before the Board.
8 Marshall Goldberg suggested that the issues of item 12 be tabled and the
9 meeting adjourned to go into closed session.

10 **ADJOURNMENT:**

11 The meeting was adjourned at 9:45 p.m. to go into closed session.

12
13 **DECISIONS SUMMARY:**

- 14 1. BOD to revise section 6.13 of By-laws. P. 8, lines 34-39, P. 9, lines
15 1-2.
16 2. BOD to revise section 6.13 of By-laws. P. 9, lines 4-13.
17 3. BOD to revise Section 9.02 of By-laws. P. 9, lines 18-33.
18 4. BOD to revise P. 304 under Membership and Meetings. P. 10,
19 lines 1-11.

20
21 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 22 1. P. Harton to ask if people can volunteer for survey. P. 4, line 39, P. 5,
23 line 1.
24 2. P. Harton will give copies of survey to BOD. P. 5, lines 1-2.
25 3, Mark Warner and Arthur Katz to meet. P. 7, lines 3-4.

26
27 **NEXT REGULAR MEETING WILL BE HELD MONDAY,**
28 **FEBRUARY 25, 2008 at 5:30 P.M.**

29
30 Minutes prepared 2-7-08 by Mimi Malthan.

31 **APPROVED BY:** **DATE:**
32 (These minutes were approved on February 25, 2008 by the Board of
33 Directors. The official signed copy is on file.)
34

35
36 **ATTACHMENTS:**

37 Board Meeting Agenda for January 28, 2008
38 Sign In Sheets for January 28, 2008
39 General Manager Report, January 2008
40 Annual Human Resources (HR) Report

| | |
|---|---|
| 1 | Narrative of Finance Report for the Period Ending December 31, 2007 |
| 2 | Profit and Loss Summary as of December 31, 2007 |
| 3 | Balance Sheet as of December 31, 2007 |
| 4 | Statement of Cash Flows January through December 2007 |
| 5 | Graph of Net Income |
| 6 | Data for Graph of Net Income |
| 7 | 2008 Election Board Candidate Information |
| 8 | Governance Committee Notes from Meeting January 2, 2008 |
| 9 | Board of Directors Annual Plan 2008 |