

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

3  
4 **MINUTES**

5  
6 **FEBRUARY 3, 2009**  
7

8  
9 **Date: Tuesday, February 3, 2009, 5:30 p.m.**

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

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12 **Directors Present:**

13 Quorum present: Mark Fenton, Jeff Gold, Joey Jordan, Debbie Plass, Lew  
14 Sitzer, Alan Weisberg, Peter Van Zant

15  
16 **Directors Absent:** Malaika Bishop

17  
18 **Managers Present:** Paul Harton, General Manager (Outgoing); Chris Maher,  
19 Interim General Manager; Mark Warner, Finance; Heather Wright, Human  
20 Resources; Stephanie Mandel-Austin, Marketing/PR.

21  
22 **Others Present:** Please see attached sign-in sheet(s).

23  
24 **I. Call to Order: Opening Quote**

25 The regular meeting of the BOD was called to order at 5:30 p.m. by Debbie  
26 Plass, President of the Board of Directors.

27  
28 Opening Quotation: Peter Van Zant quoted aphorisms from “Jonathan  
29 Livingston Seagull” written by Richard Bach. Please refer to digital recording  
30 for complete text of this presentation.

31  
32 **II. Approval of Agenda for 2-3-09 and Minutes of January 2009:**

33 Approval of Minutes from January 6, 2009 and Agenda for 2-3-09:

34 Change in Agenda: Under #5, Executive Committee, (a): change the word  
35 “Plan” to “Calendar”.

36  
37 **MOTION: Lew Sitzer moved to approve the minutes as written and the**  
38 **Agenda as amended, Peter Van Zant seconded, and the minutes and**  
39 **Agenda were approved unanimously.**  
40

1 **III. Public Comment: Two speakers:** Former Board President Joseph Guida  
2 extended his appreciation and gratitude to outgoing General Manager Paul  
3 Harton, and complimented the BriarPatch on the sales program. Wil Keenan  
4 asked how to obtain information, and several Directors responded. Please  
5 refer to digital recording for complete text of these exchanges.  
6

7 **IV. General Manager Report:** Please see attached “General Manager Report –  
8 February 2009”.

- 9 • Bar code stickers for members will be available soon, possibly next  
10 week.
- 11 • Jeff Gold requested and Chris Maher agreed to make a spreadsheet of  
12 action items for the Board.

13 Please refer to digital recording for other highlights and updates presented by  
14 Chris Maher, Interim General manager.

15 A Bio on Chris Maher is attached.  
16

17 **MOTION: Peter Van Zant moved to accept the General Manager**  
18 **Report, Joey Jordan seconded, and the motion passed unanimously.**  
19

20 **V. Committee Reports & Recommendations:**  
21

22 **1. Finance:** Please see attached “Finance Report for the period ending  
23 December 31, 2008”, and refer to digital recording for complete text of  
24 finance discussion by Mark Warner and others. There was no Finance  
25 Committee meeting in January.  
26

27 **2. Human Resources:**

28 **a. Discontinuing HR Committee:**

29 This item is covered under Executive Committee Report, page 4, lines 8-9.  
30 Please see attached “HR Committee Meeting Report, Thursday, January 15,  
31 2009”, and refer to audio recording for other information presented by  
32 Heather Wright.  
33

34 **3. Nominations and Elections Committee:**

35 **a. Approving the Interview Process:**

36 The interview process is a complex topic which includes several sub-topics.  
37 For more information see (b) and (c) below, and attached “Nominations &  
38 Elections Committee Meeting Report, Wednesdays, January 21 & 28,  
39 2009”. For complete text of discussion of this issue, please refer to digital  
40 recording.

1       **b. Recommendation:** That the Board approve an interview committee  
2 consisting of 2 BOD, HR Mgr, Finance Mgr, and an owner/member familiar  
3 with the interview process.  
4

5       **MOTION: Jeff Gold moved that the Board approve an interview**  
6 **committee consisting of 2 Directors (to be appointed by the Board**  
7 **president), 2 staff members (to be appointed by the General Manager),**  
8 **and one owner/member (to be appointed by the Nominations & Elections**  
9 **Committee). Both the Board president and the General Manager may**  
10 **include themselves in their appointments. This motion passed with six**  
11 **eyes and one nay (Lew Sitzer). Malaika Bishop was absent.**  
12

13       **c. Recommendation:** Change the BOD Job Description to contribute 12-15  
14 hours monthly instead of 6 hours. Create separate pages for BOD Duties and  
15 responsibilities in the Policy Manual.  
16

17       **MOTION: Lew Sitzer moved to change the BOD Job Description to**  
18 **contribute 12-15 hours monthly instead of 6 hours, Debbie Plass seconded**  
19 **and the motion passed unanimously.**  
20

21       **MOTION: Lew Sitzer moved to delete the words “duties and” from the**  
22 **second part of Recommendation (c) above, and create a separate page for**  
23 **BOD responsibilities in the Policy Manual, Alan Weisberg seconded and**  
24 **the motion passed unanimously.**  
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28       **4. Governance and Strategic Planning Committee:**

29       **a. Strategic Plan Draft #4:** Please see attached “Strategic Plan for  
30 BriarPatch Natural Foods Community Co-op, February 3, 2009, (Public  
31 Version)”.

32       **Janet Cohen, Consultant,** outlined procedures necessary to complete the  
33 Strategic Plan, answered questions, and will present the final Strategic Plan at  
34 the next Board meeting on March 3, 2009.

35       For more information, please see attached “Strategic Planning Committee  
36 Meeting Report, Monday, January 19, 2009”. For complete text of this  
37 discussion, refer to digital recording.  
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1 **5. Executive Committee:**

2 **a. Adoption of the Annual Calendar:** A draft of the Annual Calendar  
3 (attached) was presented to the Board for their review, suggestions and  
4 comments. All changes should be submitted to Jamie for consideration in the  
5 March meeting.

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7 **b. Discontinue the HR Committee:**

8 **MOTION: Joey Jordan moved to disband the Board HR Committee,**  
9 **Lew Sitzer seconded, and the motion passed unanimously.**

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11  
12 Meeting adjourned at 7:10 p.m. to go into Closed Session.

13  
14 **6. Closed Session – Transition:**

15 The decision coming out of Closed Session was unanimous to adjust the  
16 Interim General Manager’s compensation.

17  
18 **7. Meeting Adjournment:**

19 Public session resumed and adjourned at 8:30 p.m.

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21

22 **DECISIONS SUMMARY:**

- 23 1. Approve Agenda (2-3-09) and Minutes (1-6-09). P. 1, lines 37-39.  
24 2. Approve the General Manager Report. P. 2, lines 17-18.  
25 3. Approve ad hoc Interview Committee. P. 3, lines 5-11.  
26 4. Change BOD Job Description. P. 3, lines 17-19.  
27 5. Create separate page for BOD responsibilities. P. 3, lines 21-23.  
28 6. Disband the Board HR Committee. P. 4, lines 8-9.

29

30 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 31 1. Chris Maher to make spreadsheet of action items. P. 2, lines 11-12.  
32 2. Janet Cohen present final Strategic Plan on 3-3-09. P. 3, lines 32-34.

33

34 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, March 3,**  
35 **2009 at 5:30 P.M., in the Community Room of the BriarPatch.**

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38 **Event: Celebration of Paul’s service as GM – Thursday. February 12.**  
39 **2009, 4:00—6:00 p.m. BriarPatch Community Room.**

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Minutes prepared by Mimi Malthan on February 7, 2009.

**APPROVED BY:**

**DATE:**

(These minutes were approved by the Board of Directors on March 3, 2009.  
The official signed copy is on file.)

**ATTACHMENTS:**

- Agenda for BOD meeting February 3, 2009
- Sign In Sheets (2)
- General Manager Report – February 2009
- Finance Report for period ending December 31, 2008
- HR Committee Meeting Report, 1-15-09
- Nominations & Elections Committee Meeting Report, 1-21-09 and 1-28-09.
- Strategic Planning Committee Meeting Report, 1-19-09
- Strategic Plan for BriarPatch Co-op 2-3-09 (Public Version)
- Executive Committee Meeting Report, 1-30-09
- Annual Calendar 2009 (Draft)
- Bio for Chris Maher, Interim General Manager



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

This meeting and all Board meetings are recorded digitally and uploaded to the computer server for storage. If anyone is interested in listening, please ask Debbie or Mimi for details.  
(The use of cassettes for recording of BOD meetings has been discontinued as of January 2009.)