

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

3
4 **MINUTES**

5
6 **MARCH 3, 2009**

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

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

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12 **Directors Present:**

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

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16 **Directors Absent:** None

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

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

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

24 The regular meeting of the BOD was called to order at 5:40 p.m. by Debbie Plass,
25 President of the Board of Directors.

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27 Opening Quotation: Joey Jordan presented “Flashback” and accompanying “Aphorism”
28 (attached). Please refer to digital recording for complete text of this presentation.

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31 **II. Approval of Agenda for 3-3-09 and Minutes of February 2009:**

32 Approval of Agenda for 3-3-09 and Minutes from February 3, 2009:

33 Change in Agenda: Under II, change “Minutes of January 2009” to “Minutes of February
34 2009”.

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36 Change in Minutes: None

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38 **MOTION: Peter Van Zant moved to approve the minutes as written and the Agenda**
39 **as amended, Jeff Gold seconded, and the Motion was approved unanimously.**

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42 **III. Public Comment:** None

1 **IV. General Manager Report:** Please see attached “General Manager Report – March 2009”.
2 **Jeff Gold** asked Chris to provide copies of the Basics plans and advertisements for all the
3 Board members.
4 **Debbie Plass** will tie together the Strategic Plan and business operations in context of the
5 General Manager Report.
6 For details and complete text presented by Chris Maher, Interim General manager, refer to
7 digital recording.
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10 **V. Committee Reports & Recommendations:**

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12 **1. Finance:** Please see attached “Finance Report for the period ending January 31, 2009”.

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14 It was agreed that the Finance Committee would redefine its charter and formalize its
15 purpose, duties and objectives.

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17 Complete text of financial discussion may be accessed on digital recording.
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20 **2. Nominations and Elections Committee:**

21 It was agreed that the Public Candidate Forums would be held as scheduled on April 18,
22 2009 from 11:00 a.m. to 12:00 p.m. and on April 23, 2009 from 6:30 to 7:30 p.m.

23 The vetting process was discussed and the following action taken:
24

25 **MOTION: Jeff Gold moved to waive the vetting process for 2009, Joey Jordan**
26 **seconded, and the motion passed with one abstention (Mark Fenton).**
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29 **4. Governance and Strategic Planning Committee:**

30 **a. Approval of Strategic Plan Draft #5:**

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32 **MOTION: Peter Van Zant moved that the Board adopt the Strategic Plan for**
33 **BriarPatch Natural Foods Community Co-op, March 3, 2009, (Detailed Version) and**
34 **instruct the staff to translate it into operation. Joey Jordan seconded the motion, and**
35 **it passed unanimously.**
36

37 (Copy of the “Strategic Plan for BriarPatch Natural Foods Community Co-op, March 3,
38 2009 (Public Version)” is on the bulletin board and also on the BriarPatch Web site.)
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40 The Board agreed that Consultant Janet Cohen did an excellent job of creating the Strategic
41 Plan for the BriarPatch, and **Debbie Plass** will send a letter of thanks to her.
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43 Please refer to digital recording for further details.
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5. Executive Committee:

a. Recommendation: Place a 6 month hold on the financial review and audit process and revisit the decision in September 2009.

MOTION: Peter Van Zant moved to place a ninety-day hold on the financial review and audit process and revisit the decision in June 2009. Lew Sitzer seconded the motion and it passed unanimously.

Mark Warner volunteered to communicate the ninety-day hold to the consultant.

b. Recommendation: Conduct finance reporting, education and training during the 3rd board meeting of each quarter in closed session.

MOTION: Lew Sitzer moved to conduct finance reporting, education and training during the 3rd Board meeting of each quarter in Closed Session. Malaika Bishop seconded the motion and it passed unanimously.

Lew Sitzer commented that those parts of the financials that are not sensitive material would be conducted in Open Session.

The Financial Committee will cooperate with the staff to determine the agenda for the quarterly financial training sessions, and present recommendations to the BOD.

Meeting adjourned at 7:22 p.m. to go into Closed Session.

6. Closed Session – Personnel: No action taken.

Malaika Bishop left at 8:07 p.m.

7. Meeting Adjournment:

Public session resumed and adjourned at 8:42 p.m.

DECISIONS SUMMARY:

- 1. Approve Agenda and Minutes. P. 1, lines 38-40.
- 2. Waive vetting process for 2009. P. 2, lines 25-26.
- 3. Adopt Strategic Plan for BriarPatch. P. 2, lines 32-35.
- 4. Place ninety-day hold on financial review and audit. P. 3, lines 5-7.
- 5. Conduct finance training quarterly. P. 3, lines 14-16.

SUMMARY OF ASSIGNMENTS/COMMITMENTS:

- 1. Chris provide copies of Basics ads to BOD. P. 2, lines 2-3.
- 2. Debbie merge Strategic Plan into business operations. P. 2, lines 4-5.
- 3. Finance Committee redefine charter. P. 2, lines 14-15.
- 4. Debbie send letter of thanks to Janet Cohen. P. 2, line 41.
- 5. Mark Warner contact consultant re ninety-day hold. P. 3, lines 9-10.
- 6. Finance Committee and staff determine agenda for May financial training session. P. 3, lines 19-20.

1 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, APRIL 7, 2009 at**
2 **5:30 P.M., in the Community Room of the BriarPatch.**

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6 Minutes prepared by Mimi Malthan on March 4, 2009.

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8 **APPROVED BY:**

DATE:

9 (These minutes were approved by the Board of Directors on April 7, 2009. The official
10 signed copy is on file.)

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13 **ATTACHMENTS:**

- 14 Agenda for BOD meeting March 3, 2009
- 15 Sign In Sheets (2)
- 16 Flashback
- 17 Aphorism
- 18 General Manager Report – March 2009
- 19 Finance Report for period ending January 31, 2009
- 20 Strategic Plan for BriarPatch Co-op, 3-3-09 (Public Version)

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

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30 This meeting and all Board meetings are recorded digitally and uploaded to the computer
31 server for storage. If anyone is interested in listening, please contact Chris Maher,
32 Interim General Manager.
33 (The use of cassettes for recording of BOD meetings has been discontinued as of January
34 2009.)