

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

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4 **MINUTES – FIRST DRAFT**

5
6 **MARCH 30, 2010**
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9 **Date: Tuesday, March 30, 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, Joey Jordan, Debbie Plass, Rick
14 Sheller, Alan Weisberg, Peter Van Zant
15

16 **Directors Absent:** Louise Jones
17

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 5:34 p.m. by Debbie Plass,
26 President of the Board of Directors.
27

28 **Opening Quotation:** Debbie Plass presented a brief quotation from George Carlin.
29 For details please refer to digital recording.
30
31

32 **II. Approvals:**

33 **1. Approval of Agenda for 3-30-10:**

34 Change: Under II Approvals, item #2, delete February 23rd.
35

36 **2. Approval of Minutes for March 8, 2010:**

37 Change: None
38

39 **MOTION:** Jeff Gold moved to approve the Agenda as amended and Minutes as
40 written, Malaika Bishop seconded and the motion passed with one abstention (Joey
41 Jordan).
42
43

44 **III. Public Comment:** None
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1 **IV. General Manager Report:** Please see attached “General Manager Report – March 2010”.

2
3 **Chris Maher, General Manager,** noted that the Patronage Dividend refund is moving
4 along very well and will be completed by April 30th.

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6 For further details of this report, please refer to digital recording.
7

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

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11 **1. Finance:** Please see attached “Finance Report for the period ending February 28, 2010”.

12
13 Complete text of financial discussion may be accessed on digital recording.
14

15 **2. Governance:**

16 **a. Policy and Bylaw update:**

17 Policy changes have been put on hold because of the discussion about switching to a
18 Policy Governance system. The changes will need to be rewritten if the Policy Governance
19 system is adopted.

20 The Bylaws are in process. The attorney is presently reviewing them, and they may be
21 presented to the Board at the April meeting.
22

23 For further details, please refer to digital recording.
24

25 **3. Board Development:**

26 **a. Board Election / Officers:**

27 There will be a discussion type workshop on April 14th to help new Candidates (and
28 Directors) understand the Board and its processes. Topics will include:

- 29 1. Board Member Engagement
- 30 2. Responsibility to keep Co-op relevant to community
- 31 3. Relationship between the Board and the Management
32

33 The NCGA training in Sacramento is on April 10, 2010.
34

35 *At a discussion later in the meeting, it was agreed that the details of the **process** of
36 electing Board officers would be worked out in April, nominations for Board officers
37 would be in May, and the actual voting for officers would take place in June, under the
38 leadership of Vice President Peter Van Zant.

39 The new Directors will be seated at the May BOD meeting.
40

41 **b. Exit Interviews / Evaluation Process:**

42 Exit interviews will include Lew Sitzer, Debbie Plass and Joey Jordan. Questions will
43 be asked about what worked, what didn't work, and any recommendations for future
44 BOD work. It was suggested that one of the Board Development Committee members
45 would do the interview, compile the information, take it back to the Committee for

1 review, and then it would be presented to the Board. This information would be kept in
2 a binder for BOD access.

3

4 Jeff Gold presented “Co-op Board Self Assessment Tool” forms to the BOD and asked
5 that each director fill one out and give it to Jamie for compilation. The information to be
6 gleaned in this manner would help set up an agenda for the coming year of what the
7 Board wants to work on. Chris offered to assist Jamie to do the tabulations on-line and
8 file them in an electronic folder on the Web site. It was suggested that Survey Monkey
9 would be a good electronic form to use.

10 Jeff asked that this be done sometime within the next 30 days, so that the feedback will
11 come back to the Board in May.

12

13 Jeff presented and the Board discussed the idea of beginning to go “paperless” by
14 creating an electronic folder for the BOD wherein would be kept various documents
15 (such as references, history, tools, etc.,) which could be downloaded and printed.

16

17 **c. Training Report:** Jeff Gold, Peter Van Zant and Rick Sheller touched on a few items
18 they noted at a recent workshop.

19

20 *Discussion of election of Board officers took place at this time. See P.2, lines 35-39.

21

22 Please refer to digital recording for details of these presentations.

23

24 The Board took a break at 6:43 p.m. and reconvened at 6:52 p.m.

25

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27 **4. Policy Governance – Research Update:**

28 **Janet Cohen** facilitated a discussion about adopting the Policy Governance system.
29 (See attached “Notes from BriarPatch Board meeting 3-30-10; Discussion Points about
30 Policy Governance.”) The pros, cons, comments and questions were recorded on the
31 whiteboard, and included the following:

32 **Cons:**

33

- 34 1. It is a major change.
- 35 2. The store is succeeding.
- 36 3. There is no compelling reason to change.
- 37 4. We already have a good system.
- 38 5. The store is making money – why change?
- 39 6. There is too much separation between staff and Board.
- 40 7. We need more time to test our current system.
- 41 8. The metrics are vague.
- 42 9. What is the role of the Board?

43

44 **Pros:**

45

- 46 1. **Policy Governance** has a better underlying structure.
2. Collaboration, intentional communication with owner/members.
3. The Board can look at larger strategic ideas.

4. Board doesn't have to get involved in operations.
5. Excitement.
6. Ability to build community.
7. Other co-ops experience.

Comments:

1. We need good Board Procedures.
2. We need a united Board.

The plan is to bring this issue to a vote at the April meeting.

5. Live Agenda:

a. Live Healthy Nevada County: **Alan Weisberg** reported that this group is moving ahead and are receiving more help from retired teachers and parents. He asked that the BriarPatch consider offering some help, financially and in other ways.

The idea of a central kitchen to serve healthy food to schools is being discussed.

For more details, please refer to digital recording.

6. Meeting Adjournment: Meeting was adjourned at 8:05 p.m.

DECISIONS SUMMARY:

1. Approval of Agenda and Minutes (2). P. 1, lines 39-41.

SUMMARY OF ASSIGNMENTS/COMMITMENTS:

1. Each Director fill out "Co-op Board Self Assessment Tool" and give to Jamie. P. 3, lines 5.
2. Chris assist Jamie in tabulating Assessments. P. 3, lines 7-9.

NEXT REGULAR MEETING WILL BE HELD TUESDAY, APRIL 27, 2010 at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.

Minutes prepared by Mimi Malthan on April 3, 2010.

APPROVED BY:

DATE:

ATTACHMENTS:

Agenda for BOD meeting March 30, 2010
Sign In Sheets (2)
General Manager Report – March 2010

1 Finance Report for period ending February 28, 2010
2 Notes by Janet Cohen from Policy Governance informational session

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

9

10 This meeting and all Board meetings are recorded digitally and uploaded to the computer
11 server for storage. If anyone is interested in listening, please contact Chris Maher,
12 General Manager.