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BRIARPATCH COMMUNITY MARKET
Board of Directors Regular Meeting

MINUTES – FIRST DRAFT

APRIL 7, 2009

Date: Tuesday, April 7, 2009, 5:30 p.m.

Place: BriarPatch Co-op Community Room

Directors Present:

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

Directors Absent: Malaika Bishop, Jeff Gold

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

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

NOTE: Minutes for Board of Directors meetings are recorded digitally and provide details not contained in hard copy documents. For access to digital records, please contact the Interim General Manager, Chris Maher.

I. Call to Order: Opening Quote

The regular meeting of the BOD was called to order at 5:34 p.m. by Debbie Plass, President of the Board of Directors.

Opening Quotation: Lew Sitzer read excerpts from "The Ultimate Board Members Book" by Kay Sprinkel Grace.

II. Approval of Agenda for 4-7-09 and Minutes of March 2009:

Approval of Agenda for 4-7-09 and Minutes from March 3, 2009:

Change in Agenda: Move (4) Executive Committee to position between (2) Merchandising Committee and (3) Nominations & Elections Committee.

Change in Minutes: On page 3, line 46, add "for May Finance Training" to item #6.

MOTION: Lew Sitzer moved to approve the Agenda and Minutes as amended, Alan Weisberg seconded and the motion passed unanimously.

III. Public Comment: None

1 **IV. General Manager Report:** Please see attached "General Manager Report – April 2009".

2
3 • Chris Maher distributed copies of the NCGA Development Cooperative Overview,
4 December 2008, to the Board members.

5
6 • C.E Pugh will be visiting during the week of April 13th to begin his assessment
7 process. He will provide a report by May 1st based on his assessment.

8
9 • The first phase of the reset has been completed, and special thanks to all those who
10 stayed after hours to get it done. Debbie Plass will write a letter of thanks from the Board to
11 each of them when the reset is finished and the list is complete.

12
13 • It was suggested that the BOD needs to get better acquainted with staff, and Debbie
14 Plass will host a party at her house in June to help achieve this goal. Along this same line, it
15 was suggested that, beginning in June, managers could be asked to come (one at a time) to a
16 Board meeting and give a brief report about self and department.

17
18
19 **V. Committee Reports & Recommendations:**

20
21 **1. Finance:** Please see attached "Finance Report for the period ending February 28, 2009".

22
23 • The Board expressed appreciation for the charts provided by Mark Warner.

24
25 • Debbie Plass requested that a chart be added showing Cash on Hand, using some of
26 the parameters of the profit and loss sheet as a base.

27
28 Complete text of financial discussion may be accessed on digital recording.

29
30
31 **2. Merchandising Committee:** No report.

32
33
34 **4. Executive Committee:**

35 • It was decided to move the date for Board meetings to the fourth Tuesday of each
36 month, beginning in May. The next Board meeting will be May 26, 2009.

37
38 • The Western Corridor NCGA training meeting is taking place in April in Portland.
39 If Board members are interested in attending, they need to make their own arrangements.
40 Contact Chris for information.

41
42 • Janet Cohen will be facilitating two Board development sessions. The first session is
43 scheduled for May 1st, from 6:00 to 9:00 p.m., (location will be announced), and the second
44 session will be determined at that time. The focus of the first meeting will be
45 communication.

1 **a. Recommendation:** Change the Nominations & Elections committee to the Board
2 Development committee and expand the charter to include Board development duties.
3

4 **MOTION: Joey Jordan moved to change the Nominations & Elections Committee to**
5 **the Board Development Committee and expand the charter to include Board**
6 **Development duties. Mark Fenton seconded and the motion passed unanimously.**
7

8 • Lew Sitzer distributed copies of a page from "CNL Leadership Seminar Series,
9 Fourth Seminar, Board Development Strategies, Board Development Committee Roles &
10 Responsibilities" to members of the Board.
11

12 • Lew Sitzer will submit an expanded charter, incorporating the duties of both the
13 Nominations & Elections Committee and the Board Development Committee.
14

15 **b. Recommendation:** Approve the Board Annual Calendar for 2009.
16 It was agreed to add "Board Assessment Report" to the month of May.
17

18 **MOTION: Joey Jordan moved to approve the Board Annual Calendar for 2009, with**
19 **the inclusion of "Board Assessment Report" to the month of May. Lew Sitzer**
20 **seconded and the motion passed unanimously.**
21

22 Copy of the Board Annual Calendar for 2009 is attached herewith.
23
24

25 **3. Nominations and Elections Committee:** 26

27 **a. Recommendation:** Incorporate the voting procedure into the election policy located
28 in the policies and procedures manual. This committee will bring the wording for approval
29 to next month's Board meeting.
30

31 Lew Sitzer distributed copies of "Election Policy" to Board members. It was agreed to
32 change the date (at the end of page two) to be non-specific and use the wording ". . . new
33 members joining after the first of the month in which the election is held . . .".
34 Copy of "Election Policy" is attached herewith.
35

36 **MOTION: Peter Van Zant moved to incorporate the voting procedure into the**
37 **election policy (with amended date) located in the policies and procedures manual.**
38 **Alan Weisberg seconded and the motion passed unanimously.**
39

40 Meeting adjourned at 6:34 p.m. to go into Closed Session.
41

42 **5. Closed Session:** No action
43

44 **6. Meeting Adjournment:**

45 Public session resumed and adjourned at 7:55 p.m.
46

1 **DECISIONS SUMMARY:**

- 2 1. Approve Agenda and Minutes. P. 1, lines 42-43.
- 3 2. BOD meeting date changed to fourth Tuesday of month. P. 2, lines 32-33.
- 4 3. Change Nominations & Elections Committee To Board Development Committee
- 5 and expand charter. P. 3, lines 4-6.
- 6 4. Approve Annual Board Calendar for 2009. P. 3, lines 18-20.
- 7 5. Incorporate voting procedure into election policy. P. 3, lines 36-38.

8
9 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 10 1. D. Plass write letter of thanks to reset workers. P. 2, lines 10-11.
- 11 2. D. Plass host get-acquainted party in June. P. 2, lines 13-14.
- 12 3. Lew Sitzer submit expanded charter for Board Development Committee. P. 3,
- 13 lines 12-13.
- 14 4. Board Development Committee submit wording for incorporating voting
- 15 procedure into election policy. P. 3, lines 36-38.

16
17 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, MAY 26, 2009 at 5:30**
18 **P.M., in the Community Room of the BriarPatch.**

19
20 Minutes prepared by Mimi Malthan on April 9, 2009.

21
22 **APPROVED BY:**

DATE:

23
24
25 **ATTACHMENTS:**

- 26 Agenda for BOD meeting April 7, 2009
- 27 Sign In Sheets (2)
- 28 General Manager Report – April 2009
- 29 Finance Report for period ending February 28, 2009
- 30 Board Annual Calendar for 2009
- 31 Election Policy

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

39
40 This meeting and all Board meetings are recorded digitally and uploaded to the computer
41 server for storage. If anyone is interested in listening, please contact Chris Maher,
42 Interim General Manager.
43 (The use of cassettes for recording of BOD meetings has been discontinued as of January
44 2009.)