

1 **BRIARPATCH COMMUNITY MARKET**

2
3 **MINUTES – FIRST DRAFT**

4
5 **Board of Directors’ “Forum” Meeting**
6 **A Facilitated Dialogue**

7
8 **APRIL 28, 2008**

9
10 **Date:** Monday, April 28, 2008, 5:30 p.m.

11 **Place:** Nevada City City Hall, 317 Brpad St/. Nevada City, CA.

12
13 **Directors Present:** Not Applicable

14 **Directors Absent:** Not Applicable

15 **Managers Present:** Not Applicable

16
17 **People Present:** Approximately 30-35 Board members, Board candidates,
18 managers, staff, and owner/members.

19
20 **1.0 Call to Order**

21 The Forum meeting of the BOD was called to order at 5:35 p.m. by Marshall
22 Goldberg, Vice President of the Board, meeting Chairperson. He welcomed
23 everyone, gave a brief history of the BriarPatch and read the vision and
24 mission statements. He thanked everyone for coming and introduced Malaika
25 Bishop, Chairperson of the Resolution Committee.

26
27 **2.0 Resolution Committee Comments:** Malaika Bishop stated the purpose of
28 this meeting is to give the *owner/members* a chance to express their
29 considerations and concerns, similar to the August 20, 2007 meeting, which
30 was held to let the *employees* voice their concerns. Malaika introduced Janet
31 Cohen and Deborah York, who had very generously volunteered their time
32 and expertise to co-facilitate the meeting.

33
34 **3.0 Facilitator Comments:** **Janet Cohen and Deborah York** introduced
35 themselves and spoke briefly about their own personal experiences and
36 interests. They gave an overview of guidelines and intentions for the meeting.
37 They had made large visual aid Charts that were posted about the room, and
38 those Charts are reproduced herein in order of presentation and/or usage.

39 **Deborah York** asked, “What do you need from each other, or us, or the
40 Board, or anyone in this room in order to do the work effectively tonight?”

1 The responses to this question established a base for the Ground Rules for the
2 meeting. The accepted Ground Rules are quoted verbatim below.

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GROUND RULES

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1. Any Question is OK.

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2. Everyone listening to One Person at a Time.

8

3. One Person Talking at a Time.

9

4. Direct the Question to a Specific Person.

10

5. Option to Leave.

11

6. We all Love the BriarPatch – that’s Why We Are Here. We Agree
with its Community Emphasis and its Purpose.

12

7. Mutual Respect.

13

8. Correct Inaccuracies – Ask Clarifying Questions.

14

9. Keep Comments Brief.

15

10. Be Fair.

16

11. Consensus by Voting.

17

12. Facilitator may Call Time Out.

18

13. Questions and Comments may be Related to Mission.

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21 **4.0 Organizational Processes:** Marshall Goldberg presented a brief overview
22 of the BP governance structure, roles and responsibilities of owner/members
23 and Board members, and existing procedures for providing input to the Board.
24 **A Chart showing the BriarPatch Co-op Management Structure is**
25 **provided herein on page 16.** (Janet Cohen noted later that **Committees** are
26 not included.)

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27 Marshall explained that the roles and responsibilities of BriarPatch
28 Management Structure are defined in the Bylaws of Nevada County
29 BriarPatch Cooperative, Inc., 2008. He noted details as follows:

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31 **The control of the Cooperative shall be vested in the Owners.** They have
32 the right to elect the Board of Directors, serve on committees, volunteer in the
33 store, etc.

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35 **The Board of Directors** shall be composed of 7-9 members and they shall
36 serve as advocates for the Corporation. Terms of office are 2 years, and terms
37 shall be staggered. The administration of each enterprise of the Co-op is
38 vested in a Board of Directors responsible to the Owners. The management of
39 each enterprise of the Co-op shall be vested in a Manager selected by and
40 responsible to the Board of Directors.

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1 **The Board of Directors has several functions, including:**

- 2 • Financial Oversight
- 3 • Setting policies to carry out the duties of the Board and functions of the
- 4 Co-op.
- 5 • Hiring a General Manager and evaluating him periodically.
- 6 Appoint committees -- the charters of the committees are already written.
- 7 Owners can attend committee meetings; the chair of the committee
- 8 determines who is on the committee.

9
10 **Existing procedures for providing input to the Board:**

- 11 • First, decide if the issue should go to the Board or to the Management.
- 12 • Go before the Board, or
- 13 • Go to the General Manager, or
- 14 • Go directly to a Committee chair; ask to have issue put on agenda
- 15 • If there is a disagreement, the Board chair can put the issue on the next
- 16 meeting agenda.

17
18 **How to agendize an issue:** If the issue is for a committee, contact the

19 committee chair; if for the Board, contact the Board chair. The chairperson

20 sets the agendas. The process is for Board members as well as owners.

21
22 **Procedure for employees who have work concerns:** Work concerns are

23 handled within the Personnel Policy; an employee should go to his/her

24 supervisor. A work concern does not go directly to the Board of Directors.

25
26 **5.0 Facilitated Dialogue:**

27 Janet Cohen suggested a generic process could be used to determine what to

28 do with a given topic. Input provided by owners or staff in the form of ideas,

29 suggestions, etc., require definition, which may be accomplished by asking

30 certain questions. The Filtering System shown below charts this process.

31
32 **FILTERING SYSTEM**

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34 **PROVIDE INPUT**

35 **By Owner/Members, Staff**

- 36
- 37 **1. Ideas**
- 38 **2. Suggestions**
- 39 **3. Questions**

- 1 **4. Concerns**
- 2 **5. Issues**
- 3 **6. Complaints**

4

5 **INITIAL FILTERS**

- 6
- 7 **1. How Big is the issue?**
- 8 **For Example, how widespread is the concern?**
- 9 **How many people are affected?**
- 10 **How costly is it?**
- 11 **2. Does the suggestion/concern fall within the scope of our Mission?**
- 12 **3. What resources would be needed (time/money); can we afford it?**
- 13 **4. Is this new, or has this been dealt with recently?**

14

15 After these questions are answered, the information may point to one of the

16 recommendations below:

17

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20 **RECOMMENDATIONS**

21

<p>22 STOP</p> <p>23 (NO GO)</p>	<p>22 EXPLORE</p> <p>23 (REVIEW, STUDY,</p> <p>24 DISCUSS)</p>
<p>28 TABLE</p> <p>29 (LOOK AT LATER)</p>	<p>28 GO</p> <p>29 (MOVE FORWARD)</p>

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36 After the recommendation is established, the issue or topic may need to be

37 sent to other sources for discussion and decisions.

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DISCUSSIONS
Staff, Committees, Board (Minutes)



DECISIONS



IMPORTANT QUESTIONS

BLUE DOT ACTIVITY

The Facilitators, Janet and Deborah, explained an activity in which they invited the audience to participate. They posted 5 charts on the walls, each chart addressing a certain issue and presenting several questions about that issue. Each person in the audience was given 3 blue dots (sticky on one side) and asked to stick the dots next to the question(s) they thought most important to talk about tonight. The Charts are reproduced below. It is noted how many blue dots each question received, and the ranking of the question overall (according to the number of Blue Dots received).

CHART #1

BOARD, MANAGEMENT AND OWNER/MEMBER RELATIONS

- What process would allow the Board to handle Agenda items in a timely and orderly fashion? How can we guarantee efficient follow-through on owner/member concerns? (15 Blue Dots -- second)
- How can owner/members be more involved in the Co-op? Do Board members represent their own views or those of owner/members? (7 Blue Dots -- fifth)
- How can we bring more cooperation and trust into Board members to Board members, and into Board to owner/members relations? (16 Blue Dots -- first)

1 **CHART #2**

2 **EMPLOYEE RELATIONS**

- 3
- 4 • How do we oversee efficiency and effectiveness of employee work
 - 5 without some feeling watched or scrutinized? (No Blue Dots)
 - 6 • “At Will” or “For Cause” employment? (14 Blue Dots – third)
 - 7 • How do we access information about wage ranges and incentives
 - 8 while protecting privacy? (No Blue Dots)
 - 9 • How should we handle grievances with current and terminated
 - 10 employees? (12 Blue Dots – fourth)
- 11

12 **CHART #3**

13 **FINANCIAL REPORTING AND TRANSPARENCY**

- 14
- 15 • What is our contingency plan if projected targets are not met?
 - 16 (3 Blue Dots – tied for seventh)
 - 17 • What is the best method of financial reporting to Board and
 - 18 owner/members? (2 Blue Dots – eighth)
 - 19 • What should process be for accessing financial records? (1 Blue
 - 20 Dot – ninth)
- 21

21 **CHART #4**

22 **OPEN COMMUNICATION**

- 23
- 24 • How can we insure that all viewpoints are included in the news
 - 25 presentation of the Co-op? (3 Blue Dots – tied for seventh)
 - 26 • Should the newsletter and/or Web site include challenges and/or
 - 27 critiques of the Co-op? (3 Blue Dots – tied for seventh)
- 28

29

30 **CHART #5 (This Chart contains spontaneous questions from the audience.)**

31 **ADDITIONAL QUESTIONS AND ISSUES**

- 32
- 33 • Can the chair of committees refuse people who might want to
 - 34 participate? (5 Blue Dots -- sixth)
 - 35 • Financial transparency. (No Blue Dots)
 - 36 • Elimination of Audit Committee. Why? (No Blue Dots)
 - 37 • Should we have competitive bids for expensive projects – for
 - 38 example, the Health Clinic? (No Blue Dots)
 - 39 • Nevada County livable wage. (1 Blue Dot – tied for ninth)

1
2 The question in first place (16 Blue Dots) was: “How can we bring more
3 cooperation and trust into Board members-to-Board members, and into Board
4 members-to-owners relations?”

5 Facilitator Deborah responded to this question by dividing the audience in half
6 and asking one half to make a list of “Trust Builders”, and the other half to make a
7 list of “Trust Busters”. The lists they came up with are shown below.

8 9 **TRUST**

10 11 **TRUST BUILDERS**

- 12
- 13 **1. Facts**
- 14 **2. Honesty**
- 15 **3. Compassion**
- 16 **4. Reporting Back**
- 17 **5. Getting to Know Each Other**
- 18 **6. Civility**
- 19 **7. Patience**
- 20 **8. Assumption of Good Faith and Intent**
- 21 **9. Reaching Out**
- 22 **10. Decision Making Based on Facts Rather Than Loyalty**
- 23 **11. Empathy with Others; Acting Accordingly**
- 24 **12. Not Being Afraid to Speak; Having Courage**
- 25 **13. Discussing Differences**
- 26 **14. Creating Camaraderie**
- 27 **15. Community Events – Food and Drink!!**
- 28 **16. Acceptance of Others and the Majority View**
- 29 **17. Seeing Each Other as Equals**
- 30 **18. Humor – Laughter**
- 31 **19. Freedom of Speech**
- 32 **20. Really Listening**
- 33 **21. Holding a Shared Vision**
- 34 **22. Mutual Respect**
- 35 **23. Objectivity**
- 36 **24. Not Listening to Rumors**
- 37 **25. Communicating Personal Goals -- Self-Disclosure with needs and**
38 **wants**
- 39

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3 **TRUST BUSTERS**
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- 5 **1. Secrecy**
6 **2. Denial of Access**
7 **3. Personalizing the Issue**
8 **4. Misunderstandings**
9 **5. Lack of Clarity**
10 **6. Insufficient Communication**
11 **7. Lack of Follow-Through**
12 **8. Evasiveness**
13 **9. Lying**
14 **10. Micromanagement**
15 **11. Not Publishing Independent Assessment**
16 **12. Lack of Focus**
17 **13. Inconsistency**
18 **14. Failure to Let Go**
19 **15. Willy-nilly Policy Making**
20 **16. Rejection of Outcome**
21 **17. Independent Media Reporting**
22 **18. Accepting Mediocrity When We Could Reach Higher**
23 **19. Inappropriate Behavior at Board Meetings**
24 **20. Character Assassination**
25 **21. Sharing Confidential Information**
26 **22. Holding Illegal Closed Sessions**
27 **23. Incoherent Decision Process**
28 **24. Closed Minded**
29 **25. Assuming the Worst in People**
30 **26. Assuming Bad Intentions**
31 **27. Making Rude Comments**

32
33 It was suggested that these lists could develop some guidelines for how to deal
34 with trust. Deborah stated: “Trust is a fairly reciprocal relationship. I trust
35 you as much as I think you trust me.” Deborah offered to sort the items on the
36 lists and put them into working agreements. **(See Working Agreements,**
37 **page 11-12.)**

38 In the meantime, Facilitator Janet Cohen discussed the processing of the “at
39 will” personnel policy, using it as an example to establish the route and
40 requirements for an issue to achieve closure.

1 The at will policy came to the Board and was assigned to the Compensation
2 Committee. The Compensation Committee recommended “No Change”.
3 Janet pointed out that this issue is still a concern, indicating a lack of closure.
4 Discussion of this lack of closure produced the following key points:
5

- 6 • **Everyone needs real feedback about why a decision is made.**
- 7 • **The Board needs to vote on “No Action” items.**
- 8 • **Does the Co-op need a Personnel Committee?**
- 9 • **Committees need timely meetings prior to Board meetings to keep**
10 **issues moving.**
- 11 • **Committees need regular meeting times and timely agendas.**
- 12 • **There is a need to discuss “For Cause” policy.**
- 13 • **Committees should be prevented from “shunting” issues over to other**
14 **committees. One committee should remain responsible for an issue.**
- 15 • **The Board is responsible for hiring legal counsel as needed.**
16

17 Janet recommended the Co-op have a Personnel Committee. It should be put
18 in the bylaws as a standing committee. She also recommended re-visiting the
19 at will policy issue.

20 Talking through what had happened to the at will policy, Janet suggested the
21 following procedure:
22

- 23 • **Assume the staff raises an issue with Human Resources and General**
24 **Manager.**
- 25 • **They review existing policy and inform staff and members (in a**
26 **timely manner) regarding agenda.**
- 27 • **Issue comes to the Personnel Committee (reports to Board) or input**
28 **is taken from all and is agendized and publicized.**
- 29 • **Have a report of facts.**
- 30 • **Formulate the management recommendation.**
- 31 • **Present recommendation to Board.**
- 32 • **Board assigns to committee and sets timeline.**
33
34

35 Janet recommended that the **Flow Diagram on page 15** be brought to the
36 Board for adaptation. The Chart reproduced below represents considerations
37 to be observed in the Flow process.
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4 **FLOW**
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- 6 **1. Define Topic**
7 **2. History –Where are we with it now?**
8 **3 What would it look like ideally?**
9 **4. What should be done to get there – and by whom? Who is**
10 **responsible?**
11 **5. Next Steps, i.e., send to appropriate Staff or Board Committee; put**
12 **on Board Agenda.**
13
14

15 The AUGUST 20, 2007 Board meeting (which was held to hear the concerns
16 of employees) was the result of a process that went like this:
17

- 18 **1. The Employees Contacted the Managers.**
19 **2. The Management (and Staff) made the Decision to go to the Board.**
20 **3. The Board decided to devote the August 20th meeting to hear the**
21 **concerns of the employees.**
22 **4. The Board asked the Resolution Committee to consider the concerns**
23 **expressed by the employees on August 20th and make**
24 **Recommendations.**
25 **5. The Resolution Committee asked the Compensation Committee for**
26 **Input on the Wages and Benefits Issues.**
27 **6. The Board heard the Recommendations of the Resolution Committee**
28 **and the Compensation Committee; they discussed, decided and voted.**
29 **7. Concerns still exist.**
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34 **PLEASE SEE PAGE 15 FOR A**
35
36 **DIAGRAM**
37
38 **OF THE ABOVE DESCRIBED PROCESS.**
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4 **WORKING AGREEMENTS**
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7 **THE BRIARPATCH CO-OP OWNER/MEMBERS, STAFF, AND THE**
8 **BOARD OF DIRECTORS AGREE TO THE FOLLOWING:**
9

- 10 1. We will treat each other with mutual respect, demonstrating civility
11 and valuing the contributions of each person. We do recognize that
12 individuals have different roles and responsibilities, yet we see each
13 other as equal contributors. We will assume that people have good
14 intentions. We will be patiently accepting of one another and work to
15 build trusting relationships.
16
- 17 2. We will speak openly and honestly, and, as clearly as possible, state our
18 own goals and desires. We will seek to understand the facts first, really
19 listening to each other and asking questions to assure clarity.
20
- 21 3. We encourage the expression of new ideas from all owner/members
22 and will continually strive to develop excellence and not settle for
23 anything less.
24
- 25 4. We will discuss our differences and focus on achieving outcomes,
26 follow-through on commitments and work to effectively communicate
27 progress and results.
28
- 29 5. We appreciate humor, laughter, camaraderie, empathy and
30 opportunities to know one another as we work toward our shared
31 vision for the BriarPatch.
32
- 33 6. We will strive to have a transparent and coherent decision-making
34 process based on facts versus loyalties and objectively addressing issues
35 versus individuals. We will accept the outcomes when suggestions and
36 concerns have been appropriately addressed and will “let go” when the
37 majority wants to move on.

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6.0 Closing; Janet and Deborah asked the audience for feedback about tonight’s meeting, and the results are shown below:

CRITIQUE of MEETING

POSITIVES

- Honest Dialogue**
- Valiant Effort**
- Flushing out lots of issues**
- Revealed some inefficiencies**
- Blue dots**
- Working hard to get solutions**
- Respectful listening**
- Knowledgeable facilitators**
- Great facilitators**
- “ “**
- “ “**
- “ “**
- “ “**

- See how the Board acts after this meeting to see whether they’ve gained from it**
- Filtering and working through issues, processes**
- Specific process laid out**
- Definition in process versus people**
- Lots of agreement**
- Good focus on one issue first**
- Trust busters and builders**

NEEDS IMPROVEMENT

- Some blaming**
- Too much information**
- Move faster**

1 **Too many topics**
2 **Felt some hostility at Staff for doing job**

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7 **ADJOURNMENT:**

8 The meeting was adjourned at 9:05 p.m.

9

10 **DECISIONS SUMMARY:**

11 Not Applicable

12

13 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

14 Not Applicable

15

16 **UNFINISHED BUSINESS:**

17 Not Applicable

18

19 **NEXT REGULAR MEETING WILL BE HELD MONDAY, MAY 19,**
20 **2008 at 5:30 P.M. (Location is uncertain at this time.)**

21

22 Minutes prepared by Mimi Malthan on May 4, 2008.

23

24 **APPROVED BY:**

DATE:

25

26

27

28 **ATTACHMENTS:**

29 Board Meeting Agenda for April 28, 2008

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

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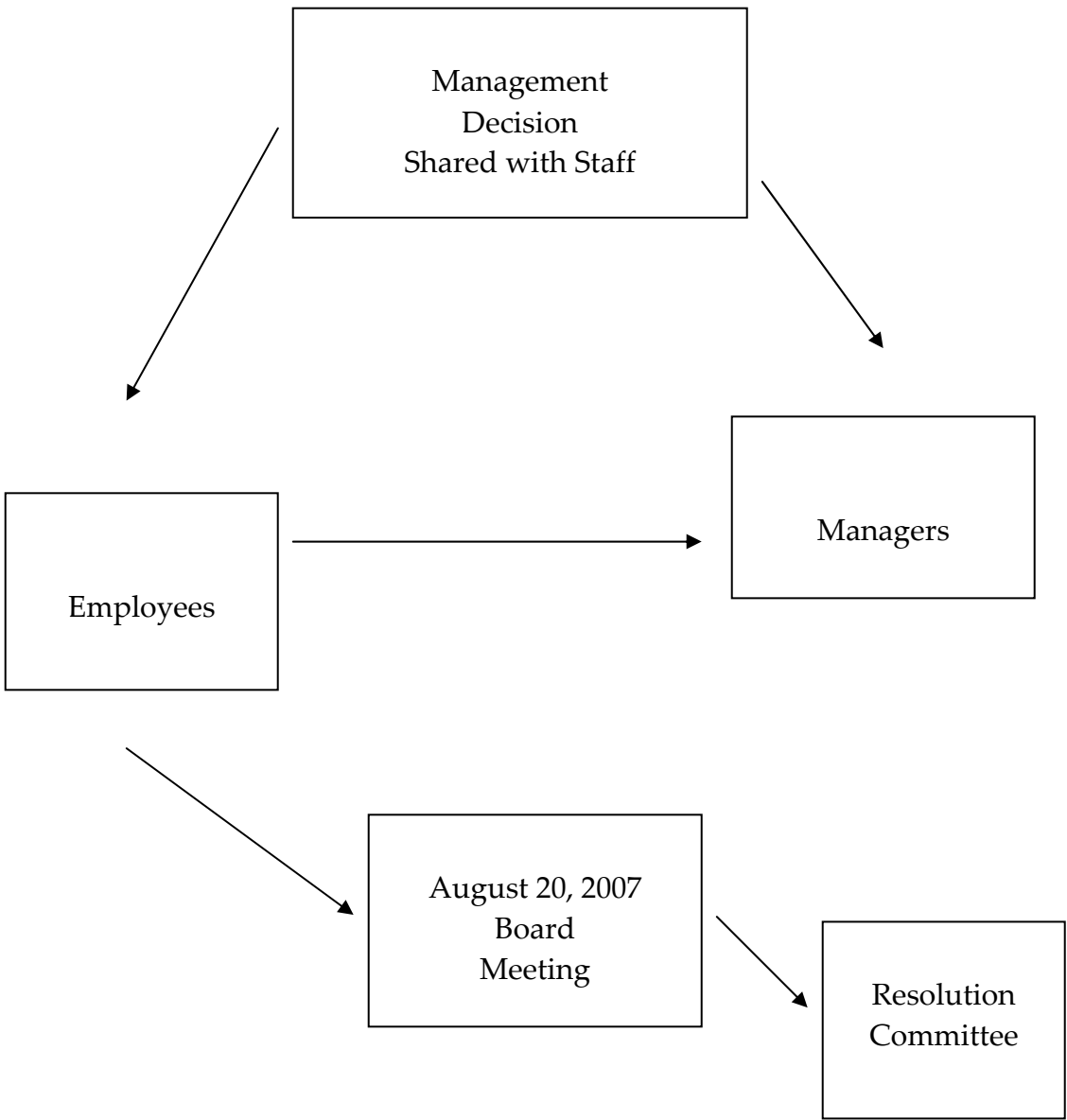
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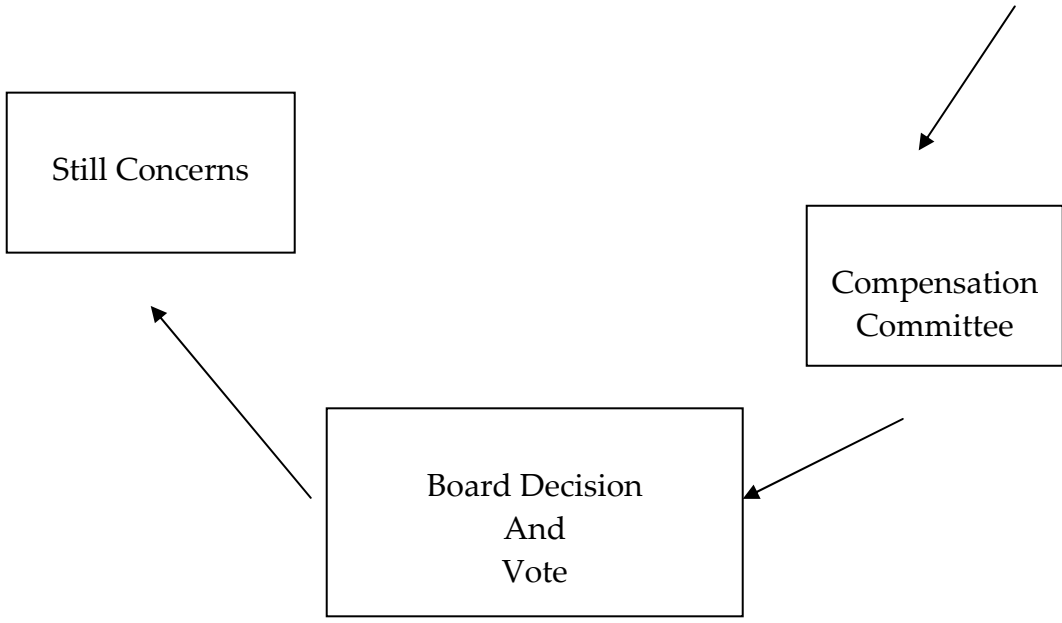
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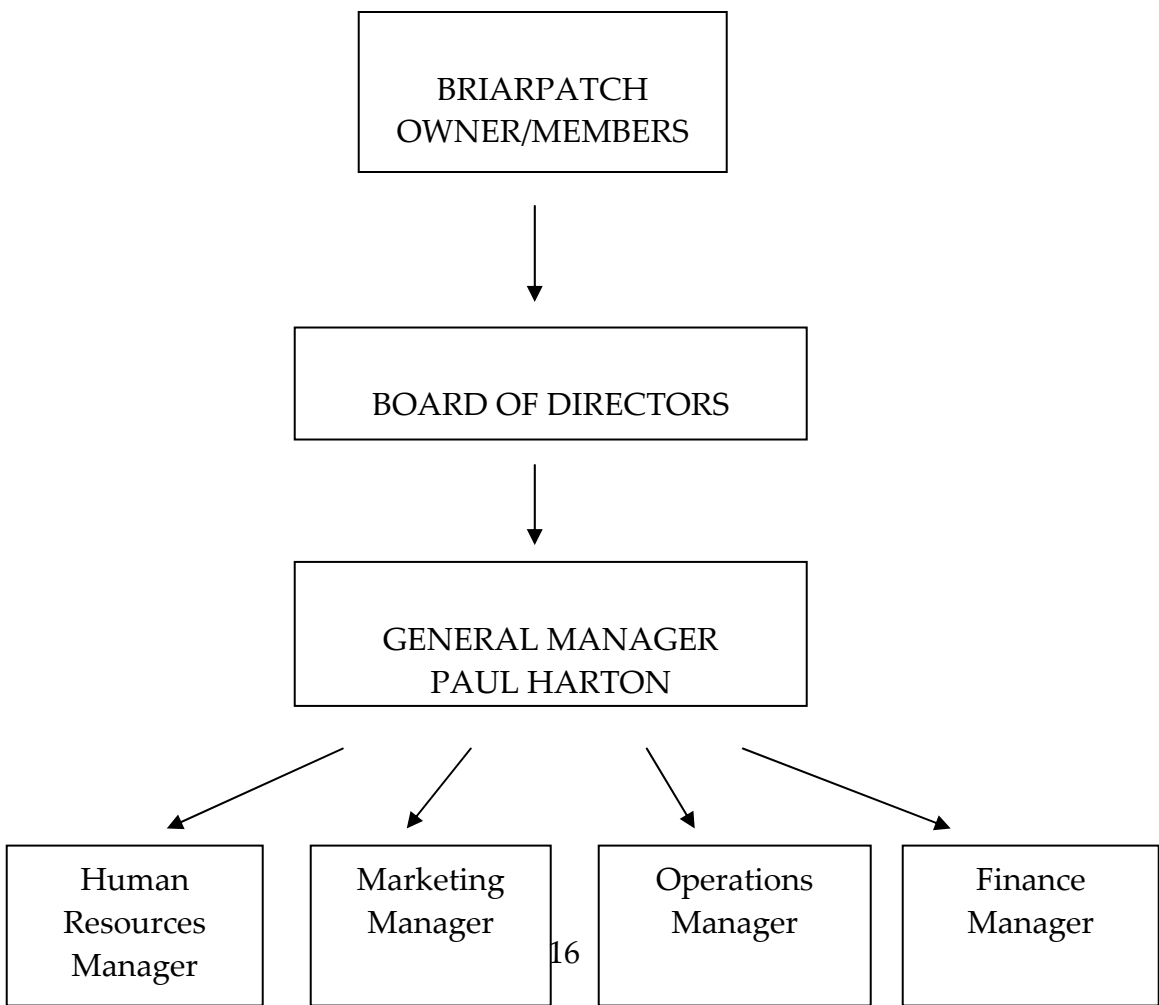
FLOW DIAGRAM



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BRIARPATCH COOPERATIVE MANAGEMENT STRUCTURE



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