

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

3
4 **MINUTES – FIRST DRAFT**

5
6 **MAY 19, 2008**
7

8
9 **Date: Monday, May 19, 2008, 5:30 p.m.**

10 **Place: Grass Valley Fire Station #2, meeting room, 213 Sierra College Dr.,**
11 **Grass Valley, CA. (across from the BriarPatch by Sierra College)**

12
13 **Directors Present:**

14 Quorum present: Rod Bedayn, Malaika Bishop, Marshall Goldberg, Joseph
15 Guida, Arthur Katz, Mike Pasner, Debbie Plass, Edris Sitzer

16
17 **Directors Absent:** Alan Weisberg

18
19 **New Directors Present:** Jeff Gold, Joey Jordan, Lew Sitzer.

20 **New Directors Absent:** Peter Van Zant

21
22 **Managers Present:** Paul Harton, General Manager; Jose Martinez, Operations
23 Manager; Heather Wright, Human Resources Manager.

24
25 **Others Present:** Guests: about 20-30 employees, members and others. (Please
26 see Attached Sign In Sheets.)

27
28 **AGENDA A:**

29
30 **1.0 Call to Order**

31 The regular meeting of the BOD was called to order at 5:31 p.m. by Marshall
32 Goldberg, Vice President of the Board, meeting Chairperson.

33
34 **2.0 Approval of Minutes:**

35 **March 31, 2008 Minutes: Joseph Guida moved to accept the Minutes as**
36 **written, Eddy Sitzer seconded, and the motion carried by consensus. (At**
37 **this point Directors Malaika Bishop and Alan Weisberg were absent.)**
38 **Vote Tally attached.**

39 **April 28, 2008 Minutes:**

40 **Change: Page 1, line 11: Spelling typo: “Broad St.”**

1 **Eddy Sitzer moved to accept the Minutes as amended, Rod Bedayn**
2 **seconded, and the motion passed with 5 yeas, no nays and two abstentions**
3 **(Arthur Katz and Debbie Plass were absent from 4-28-08 meeting). (At**
4 **this point both Malaika Bishop and Alan Weisberg were absent from**
5 **tonight's meeting.) Vote Tally attached.**
6

7 **3.0 Approval of Agenda:**

8 Marshall Goldberg welcomed everyone, noting that this would be a special
9 meeting tonight due to the recent election. He pointed out that tonight's
10 meeting has two agendas: (A) for the meeting with the existing Board
11 members, and (B) for the portion of the meeting with the new Board
12 members.

13 **Agenda A Review: Joseph Guida made the motion to accept Agenda A as**
14 **written, Debbie Plass seconded and the motion carried by consensus.**
15 **(Two Directors, Malaika Bishop and Alan Weisberg, were absent.) Vote**
16 **Tally attached.**
17

18 **4.0 Nominations/Elections Committee Report:**

19 Stephanie Mandel-Austin noted highlights of the election process, including
20 irregularities, ballot security, voting process, vote-counting process and vote
21 tally sheet (please see Election Committee Report, May 19, 2008, attached
22 herewith). Mike Pasner expressed distrust of the irregularities and urged the
23 Board to be prepared to deal with them in the future. This topic is discussed
24 at length in the Attachment cited on line 21 on this page.

25 The conclusions of the Nom./Elections Committee were that the irregularities
26 did not affect the integrity of the election, and should not affect the prompt
27 seating of the newly elected Directors.

28 Debbie Plass stated that she had accepted the election results from the League
29 of Women Voters and they will be posted on the bulletin board and on the
30 Web site.

31 The total number of voters was 611.
32

33 **4.1 Action: Joseph Guida made the motion that the Board of Directors**
34 **accept the 2008 Board election process, Eddy Sitzer seconded, and the**
35 **motion passed with 5 yeas (Rod Bedayn, Marshall Goldberg, Joseph**
36 **Guida, Debbie Plass and Eddy Sitzer), and 2 nays (Arthur Katz and Mike**
37 **Pasner). (At this point both Malaika Bishop and Alan Weisberg were**
38 **absent.) Vote Tally attached.**
39

1 **Joseph Guida made the motion that the Board of Directors approve the**
2 **2008 Board election results, Eddy Sitzer seconded and the motion passed**
3 **unanimously. (Two Directors, Malaika Bishop and Alan Weisberg, were**
4 **absent). Vote Tally attached.**

5
6 **5.0 Statement by Outgoing President:**

7 The statement by Joseph Guida is quoted verbatim in its entirety on pages 10
8 and 11 of this document.

9
10 Malaika Bishop arrived at 5:58 p.m.

11
12 **6.0 Recognition of Outgoing Board Members:**

13 Eddy Sitzer presented a gift and card to outgoing president Joseph Guida.
14 Stephanie Mandel-Austin presented BriarPatch T-shirts to outgoing Directors
15 Joseph Guida, Eddy Sitzer, Mike Pasner and Marshall Goldberg.

16 **6.1 Action: Recognition of Board Members:** Short speeches were given
17 by outgoing Directors Eddy Sitzer, Mike Pasner and Marshall Goldberg.
18 Appreciation and thanks were expressed all around.

19
20 **7.0 Welcome to New Board Members:**

21 Newly elected Board members Jeff Gold, Joey Jordan, and Lew Sitzer were
22 welcomed and seated, replacing outgoing Board members. Peter Van Zant,
23 newly elected Director, was absent. Debbie Plass was in a special category of
24 being a re-elected Board member.

25 Marshall Goldberg presented each new Director with a copy of the Articles of
26 Incorporation, the recently revised Bylaws, and the recently revised Policy
27 Manual.

28
29 **AGENDA B:**

30
31 **Debbie Plass took over as chairperson (recommended by Joseph Guida) for**
32 **the remainder of the meeting and for the Board until such time as the**
33 **newly elected Board votes on its officers. Debbie thanked the outgoing**
34 **Board members for all the work they have done, and expressed her**
35 **anticipation of building on that work with the new Board. After a few**
36 **brief introductory remarks, she asked the new Board to review Agenda**
37 **B.**

38
39 **1. Welcome New Board Members: See Above 7.0**

40 a. New Board members seated: See Above 7.0

- 1 b. Appointment of new chairperson: See above lines 31-33, page 3.
2 c. Review Agenda B and Appointment of a timekeeper: **Lew Sitzer moved**
3 **to approve Agenda B as written, Joey Jordan seconded, and the**
4 **motion passed unanimously.**
5 **Lew Sitzer was asked to help with timekeeping.**
6

7 **2. General Manager's Report:**

8 A brief discussion of the financials included a recommendation that the
9 Finance Committee work together with Paul Harton to re-establish the best
10 time to send out the financial report packets. This would enable the BOD to
11 maximize efficiency in scheduling meetings. Debbie Plass volunteered to
12 work with Paul Harton on the content of the financial packets for the BOD.
13

14 There will be a one-day board training in Sacramento in October. Paul Harton
15 will provide details as soon as he receives them. Paul also recommended
16 having a board training just for our Board, and he offered to assist with
17 researching a qualified trainer.
18

19 **3. Resolution Committee Report:**

20 Debbie Plass thanked Malaika Bishop for her work in organizing the **Open**
21 **Dialogue/Forum held on April 28, 2008.** Debbie described the event as very
22 organized, thoughtful and comprehensive, and the Board will be looking at
23 some of the issues raised. Malaika Bishop noted that she liked how the
24 meeting focused on processes rather than solutions, and she acknowledged
25 that it was successful. She indicated there will be several Action Items
26 coming out of that meeting, perhaps on the next BOD Agenda.
27

28 The next Owner/Member meeting will be in the fall of 2008.
29

30 **4. Finance Committee:**

31 The chairperson of the Finance Committee, Alan Weisberg, was absent. He
32 had submitted meeting notes from the Finance Committee Meeting on March
33 18, 2008 (please see Attachments).
34

35 Action Item 6.1, from the March BOD meeting Agenda stated: Shall the
36 Board of Directors revise the existing organizational chart/structure to have
37 the Director of Finance (Finance Manager) report directly to the Board?

38 **This item was tabled** until there is more discussion, and until Mark Warner
39 (Finance Manager) is present.
40

1 The Resolution Committee was asked to send an email to BOD members
2 advising the date of its next meeting.

3
4 It was recommended that Jeff Gold be added to the Finance Committee. Jeff
5 volunteered to sit in on the Finance Committee meeting this month. He asked
6 to be advised of the date of the meeting.

7
8 Joey Jordan asked to be invited to any meetings scheduled within the next
9 month.

10
11 **5. Schedule Date for Information Session on Errors and Omissions Liability**
12 **Policy: Tabled**

13
14 **6. Board Training and Strategy Session:**

15 Debbie Plass noted that she recommends scheduling a Board Training fairly
16 soon (it would get the Board off to a good start). She has some ideas for a
17 facilitator, and Joey Jordan has an idea for a place. Her thought is that the
18 topics of Board roles and responsibilities, Reviewing the Annual Plan, and
19 Strategic Plan for the year 2008-2009, could be addressed during a Board
20 Training weekend. Debbie and/or Malaika will be sending out emails to the
21 Board to ascertain when would be a good time to plan the Board Training and
22 Strategy Session during the summer.

23
24 **7. Board Actions for Consideration:**

25 **a. Tabled** (See Finance Committee, paragraph #2, page 4)

26 **b.** This item was divided into two motions, and separate votes taken.

27 **First motion made by Lew Sitzer and seconded by Jeff Gold: The**
28 **Board of Directors shall retain the services of Independent Legal Counsel**
29 **on an “as needed” basis. Motion passed unanimously by all directors**
30 **present; Peter Van Zant and Alan Weisberg were absent. Vote Tally**
31 **attached.**

32 **Second motion made by Malaika Bishop and seconded by Lew Sitzer:**
33 **The approval of the hiring shall not require unanimous approval of the**
34 **Board of Directors. Motion passed with 6 yeas (Rod Bedayn, Malaika**
35 **Bishop, Jeff Gold, Joey Jordan, Debbie Plass and Lew Sitzer), and one**
36 **nay (Arthur Katz); Peter Van Zant and Alan Weisberg were absent.**
37 **Vote Tally attached.**

38
39 **c. Tabled: Shall the Board of Directors be present (physically or**
40 **electronically) to vote on agenda items at regularly scheduled meetings?**

1 **d. Motion made by Joey Jordan and seconded by Rod Bedayn: The**
2 **Board of Directors shall remove the job descriptions for newsletter**
3 **editor, the finance manager and the operations manager, as well as the**
4 **separation of the general manager and the finance manager, from the**
5 **Policy Manual. The motion passed unanimously by all directors present;**
6 **Peter Van Zant and Alan Weisberg were absent. Vote Tally attached.**
7

8 **8. Merchandising Committee Report:**

9 Kathy Laible, the chairperson of the Merchandising Committee (and former
10 Board member), presented the report to the BOD. Documents relating to the
11 Merchandising Committee are attached herewith and include:

- 12 Report to the Board of Directors – May 2008
- 13 Note from Merchandising Committee Chairperson
- 14 Addendum to Merchandising Policy
- 15 BriarPatch Merchandising Policy
- 16 Merchandising Committee Charter

17
18 **a. Action: Motion made by Lew Sitzer and seconded by Rod Bedayn:**
19 **The Board of Directors shall approve the proposed Addendum to the**
20 **existing Merchandising Policy. The motion passed unanimously by all**
21 **directors present; Peter Van Zant and Alan Weisberg were absent. Vote**
22 **Tally attached.**
23

24 **9. Public Comment:**

25 Speakers from the owner/members in the audience included Michael
26 Brackney, Michael E. Pedone, and Cecilie Hooper. Comments included, but
27 are not limited to, the following:

- 28 • The meeting on April 28 was very enjoyable.
- 29 • Everyone has said positive things about the meeting.
- 30 • I would like to have another meeting like it soon.
- 31 • Welcome to the new Board members.
- 32 • I would like to put my own ballot in the box.
- 33 • My vision was obstructed and I did not see my ballot put into the
- 34 box.
- 35 • I question the irregularity about the keys to the ballot box.
- 36 • Owner/members have the right to question the procedures of the
- 37 elections.
- 38 • Welcome to the new Board members.

- Hopefully, the problems of this election will be addressed by the Election Committee.

Comments from the new Board members included:

- I appreciate the participation from the community in this election process.
- I enjoyed the community workshop meeting on April 28, and I would like to see those scheduled on a regular basis.
- It has been a year since the new store opened, and we are very close to receiving the final LEEDS certification. We may receive a silver certification.
- Thanks to everyone for participating.
- This is a new Board and this is a new era. I would like to see suspicion and distrust put aside. I think we all need to operate at our highest level of integrity, and I'm sure we are all going to be making efforts to do that.
- I look forward to meetings that are cooperative and accomplish a great deal for the store.
- It is a hard thing to run for an office – to put your name on a ballot and not have any idea what is going to happen.
- With 5 seats and 15 candidates, I admire all the candidates who were willing to take the risk; it is not an easy thing to do.
- This is a very special group of people who care deeply for the BriarPatch, and I thank you very much for that. I am honored to be in this seat, and a little amazed, truthfully.
- We need to learn from the outgoing members – we can benefit from your experience and knowledge. So please stay involved and caring.
- I am honored to be re-elected. I look forward to working with the new Board.
- We will move swiftly toward our vision.
- We will respect your time; we will have two-hour Board meetings.
- We will have Public Comment.
- We will make sure the committees are productive, and that we get through the business of the co-op, because I think that's why you elected us to be here.

Arthur Katz gave the following speech:

“I want to welcome the new Board members, and they certainly know what is involved and the problems they are facing in the BriarPatch to be dealt with, and to make it easier for them to deal with it, **I am submitting my**

1 **resignation**, so that we won't have the 8-1 votes. I do wish them success. I
2 think there are a number of issues that remain to be solved that have not been
3 solved yet, and I hope that they can do this for the benefit of the BriarPatch
4 and all the people who are interested in these outcomes.”

5
6 Debbie Plass accepted Arthur's resignation and asked for his ongoing input
7 and support. She expressed appreciation for the time, concern and dedication
8 he has given to the Board.

9

10 **10. Closing:**

11 Debbie announced that the next BOD meeting will be on June 23, 2008. The
12 location is uncertain at this time, but it will be announced when it is known,
13 and the agenda will be posted.

14 She thanked everyone for coming and for participating.

15

16 **ADJOURNMENT:**

17 Lew Sitzer made the motion to adjourn, Rod Bedayn seconded, and the
18 meeting was adjourned at 7:10 p.m.

19

20 **DECISIONS SUMMARY:**

- 21 1. 4.1 Action: BOD accepts election process. P. 2, lines 33-38.
- 22 2. 4.1 Action: BOD approves election results. P. 3, lines 1-4.
- 23 3. BOD shall retain services of Legal Counsel. P. 5, lines 27-31.
- 24 4. Hiring Legal Counsel shall not need unanimous approval of BOD.
25 Page 5, lines 33-37.
- 26 5. BOD shall remove job descriptions. P. 6, lines 1-6.
- 27 6. BOD approves Addendum to Merch. Policy. P. 6, lines 18-22.
- 28 7. Arthur Katz resigned; D. Plass accepted resignation. P. 7, lines 34-39,
29 P. 8, lines 1-6.

30

31 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 32 1. D. Plass will post election results. P. 2, lines 29-30.
- 33 2. P. Harton give details on Board training in Oct. P. 4, lines 14-15.
- 34 3. Resolution Com. send date of meeting to BOD. P. 5, lines 1-2.
- 35 4. Finance Com. advise Jeff Gold of meeting date. P. 5, lines 4-6.
- 36 5. Invite Joey Jordan to any meetings. P. 5, lines 8-9.
- 37 6. Debbie /or Malaika send emails re Board training date. P. 5, lines 20-
38 22.
- 39 7. D. Plass send agenda and location of next meeting. P. 8, lines 10-11.

40

1 **UNFINISHED BUSINESS:**

- 2 1. Action 6.1 Finance Manager report to Board? P. 4, lines 35-39.
3 2. Schedule Date for information session on Errors and Omissions
4 Liability Policy. P. 5, lines 11-12.
5 3. Shall BOD be present to vote? P. 5, lines 39-40.

6
7 **NEXT REGULAR MEETING WILL BE HELD MONDAY, JUNE 23,**
8 **2008 at 5:30 P.M., in the Community Room of the BriarPatch.**

9
10 Minutes prepared by Mimi Malthan on May 23, 2008.

11
12 **APPROVED BY:**

DATE:

13
14
15
16 **ATTACHMENTS:**

- 17 BOD Meeting Agendas A and B for May 19, 2008
18 Sign In Sheets for May 19, 2008
19 Election Committee Report, May 19, 2008
20 General Manager Report, May 2008
21 Meeting Notes, Finance Committee Meeting, March 18, 2008
22 Merchandising Committee:
23 Report to the Board of Directors – May 2008
24 Note from Merchandising Committee Chairperson
25 Addendum to Merchandising Policy
26 BriarPatch Merchandising Policy
27 Merchandising Committee Charter
28 Vote Tally Sheets (6)

29
30
31
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.)

1
2
3 **Statement by Outgoing President Joseph Guida**
4

5 **Good Afternoon, Everyone,**

6 **It's now over ten years that I have served the BriarPatch. I**
7 **started in the 1997 election and was seated in January 1998. Before**
8 **that I was on the Governance Committee for a year – an**
9 **owner/member of the Governance Committee, and now I've been on**
10 **the Governance Committee over 11 years. I really love the**
11 **BriarPatch. I love the whole co-op way of business.**

12 **I've learned so much about co-ops' way of business in the past**
13 **ten years. I learned even more two years ago when I went to a co-op**
14 **conference, and realized it was a global ideal. I realized that the land**
15 **of my ancestors has more co-op businesses than any other country in**
16 **the world – that's Italy. And Japan has the second most.**

17 **The co-op movement is spreading throughout the United States in**
18 **a groundswell movement. Local people are starting a buying club,**
19 **and getting bigger and bigger, just like we have done here. A person**
20 **in this audience was part of that buying club, and became the first**
21 **employee of the BriarPatch many years ago – that I've come to**
22 **know.**

23 **I want to thank the people who started this – the Baileys . . .**
24 ***[audience chimed in, remembering names]* and a whole group of**
25 **people. Since that time, there have been so many people coming and**
26 **going from the BriarPatch.**

27 **Just to be a part of it for the past ten years on the Board has been**
28 **a really deep, deep, privilege, and it's been so much of an honor to be**
29 **elected every two years and to be supported by my peers on the**
30 **Board for over ten years. It's just been a wonderful experience.**

31 **It was eight years ago (I know I've said this several times). It was**
32 **eight years ago that the Board did a retreat in a Board member's**
33 **house (Rod was there) when we decided to make a vision statement**
34 **for a new store. Eight years ago. And the trials and tribulations, the**
35 **good times, the fun and the laughter – and the hard work – has**
36 **resulted in what we have now on Sierra College Drive. And when I**
37 **stand at the check-out line, I can look around and see the whole store**
38 **– there's not anything blocking the sight lines – and see so many**
39 **people interested in good food, and their own individual health, for**
40 **themselves and their families. And with all the employees willing to**

1 help, and willing to work so hard, it really makes me feel wonderful;
2 and to know that we do have a future. Not only the people involved
3 in co-ops have a future, but humanity has a future. And that may be
4 the co-operative way – another way of doing business in our future.

5 I know there are a lot of staff people present, current and former,
6 and I want to thank you all. All the staffs for all the many years –
7 anybody who's ever even volunteered one day. I would be amiss if I
8 didn't thank our special guest, the Chief of Police of Grass Valley,
9 for coming. Thank you, Chief.

10 I want to thank everybody who ran in this election, and who voted
11 in this election. And to the new Board members, if you ever need to
12 call me up and ask me any question about history, or if you have
13 difficulty interpreting something in the Bylaws, Articles of
14 Incorporation, or Policy Manual, I can help you. Whoever becomes
15 the next president, when you call the first Governance Committee
16 meeting, I'd like to be able to attend, and just sort of give you some
17 background on some of the issues.

18 I want to thank all the current Board members, too, for all their
19 help; and all their gifts; all their time and energy and intelligence
20 and work for the BriarPatch. Rod. And Debbie, in the ten years
21 I've been here, has been the greatest secretary (and there have been
22 some really good secretaries). But the one thing that Debbie has
23 done that has made the secretary role much bigger, is her research –
24 and her support of the president. So I want to thank Debbie. And I
25 want to thank Marshall for becoming chair – because I just got tired
26 of doing all the work. I thought last year that I would resign last
27 year, but then I got voted in and I thought I might as well just stay in
28 until the store opened. And I just feel that I have played my part,
29 and it's time for me to play another role at the BriarPatch. Thank
30 you, Eddy. Thank you, Mike. Thank you, Arthur. Thank you,
31 everybody. *[applause]*

32 And as my last official act, I'd like to recommend that the Board
33 appoint Debbie Plass as chair for the rest of this meeting, and chair
34 for the Board until such time as the newly elected Board votes on its
35 officers. That's what I recommend. Thank you.