

1 **2. Election of Officers:**

2 **The following slate of nominations was proposed:**

3 **President Debbie Plass**
4 **Vice President Peter Van Zant**
5 **Treasurer Alan Weisberg**
6 **Secretary Lew Sitzer**

7
8 **MOTION:**

9 **Lew Sitzer moved to accept the slate as proposed, Alan Weisberg**
10 **seconded, and the motion passed unanimously.**

11
12 **MOTION:**

13 a. **Set Regular Board Meeting Time & Location: Alan Weisberg moved to**
14 **schedule Board meetings on the first Tuesday of each month at 5:30 p.m.,**
15 **to be located (generally) in the BriarPatch Community Room, Peter Van**
16 **Zant seconded and the motion passed unanimously.**

17
18 **MOTION:**

19 b. **Executive Committee Formation: Lew Sitzer made a motion to form an**
20 **Executive Committee, enumerating the powers, responsibilities and**
21 **restrictions thereof (please see attached Motion 2b for full text). Jeff**
22 **Gold seconded and the motion passed unanimously.**

23
24 The Finance Committee agreed to discuss item 3 (major financial decisions)
25 of attached motion 2b and make a recommendation.

26
27 **3. Filling Board Vacancy (resulting from the resignation of Arthur Katz):**

28 Discussion of this topic produced the following suggestions:

- 29
- 30 • Fill the vacancy. All members were in favor of filling the vacancy.
 - 31 • Follow due process.
 - 32 • Take applications in July, review and vote in August.
 - 33 • Use the same application form as used in the recent election.
 - 34 • Post information on the Web site and on the bulletin board.
 - 35 • Contact previous candidates regarding open Board positions.
 - 36 • Give this task to the new Nominations Committee to oversee the
37 process.
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MOTION:

Peter Van Zant moved that the Board take on the responsibility of filling the vacancy, and follow the process described – basically to take applications through the end of July, and ask the Election/Nominations Committee to make a recommendation to the Board at the August meeting. Jeff Gold seconded, and the motion carried with one nay (Malaika Bishop).

4. Committee Appointments: Please refer to Attachment “Committee Structure and Chairs” for full text regarding committees, chairs and members.

MOTION:

Lew Sitzer made a motion to adopt the proposed committee structure including Strategic Planning as an ad hoc of Governance Committee, Peter Van Zant seconded, and the motion passed unanimously.

Jeff Gold volunteered to chair the Strategic Planning ad hoc committee.

MOTION:

Lew Sitzer made a motion to accept the list of Committee Chairpersons as follows:

- Owners Committee – Joey Jordan**
- Governance Committee – Peter Van Zant**
- Finance Committee – Alan Weisberg**
- Nominations/Elections Committee – Lew Sitzer**
- Merchandizing Committee – Malaika Bishop**
- Personnel Committee – Debbie Plass**

Jeff Gold seconded, and the motion passed unanimously.

Each committee was asked to:

- Meet between now and the August 5th meeting.
- Come up with a list of members that they would like to recommend to the Board that they have in their committee.
- Give date and frequency of their meetings.
- List the topics the committee will be working on.
- Review charters, make suggestions for change and/or improvements and give a report at the August Board meeting.
- If a committee has no charter, one will need to be written.

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2 Malaika Bishop requested and received permission for the Resolution
3 Committee to stay with its present task of refining their recommendations of
4 the outcomes of the Community Forum for the July 1st Board meeting.

5
6 Alan Weisberg suggested that Mark Fenton and Jeff Gold be appointed as
7 members of the Finance Committee. Rod Bedayn is already a member.

8
9 **MOTION:**

10 **Peter Van Zant made the motion that the committee chairpersons will**
11 **select the members and ratification of said members will be put on the**
12 **Board agenda. Debbie Plass seconded and the motion passed**
13 **unanimously.**

14
15 Debbie Plass made the point that the GM report and other committee reports
16 are not to be re-read at the meeting; they need to be read beforehand, so that
17 this time will be more of a question and answer period, and a time for an
18 update.

19
20 **5. General Manager's Report:**

21 The General Manager Report for June 2008 is attached herewith.

22 Update information given by Paul Harton included:

- 23 • Chris Maher is being promoted to Operations Manager, as Jose
24 Martinez is leaving.
- 25 • The positions of Deli Manager and Meat Department are still being
26 considered at this time.

27
28 After some discussion about the recent **car accident**, the Board determined
29 that **this issue is top priority** and a **formal letter should be written**
30 **immediately** to Greg Francis of Calloway Development, with copies to
31 Charlie Litton, attorney Alan Hill (and perhaps TruLine builder Tim Brady),
32 advising them of the urgency in dealing with the matter, to wit, erecting
33 barriers. **Debbie Plass volunteered to write the letter**, which is to be signed
34 by the Board, with the support of Paul Harton. A purpose of the letter is to
35 serve notice that the BriarPatch is aware of the importance of this issue and
36 does require resolution compliant with code standards of safety. Jeff Gold
37 contributed that a reasonable time frame to have the barrier up would be 60
38 days.

39 It was suggested that signs could be put up in the parking lot advising drivers
40 to "Check Your Brakes".

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2 Regarding the NCGA Board training program in Sacramento on Saturday, Oct
3 11, 2008, Paul Harton was asked to register the BriarPatch Board members.
4 Debbie Plass expressed a preference for the Board/GM Relationship session.
5

6 **6. Finance Committee Report:**

7 Alan Weisberg presented notes from the Finance Committee meeting on June
8 17, 2008 (Attached), and gave the following additional information:

- 9 • Attention was given to how the committee will operate, i.e., what kind
10 of reports will be made.
- 11 • Financial status of BriarPatch was discussed. Alan stated that it appears
12 the store is now in a decent cash flow situation, and has roughly
13 \$400,000 in the bank. Some of that will be needed for capital
14 expenditures.
- 15 • Labor costs are stable.
- 16 • Other expenses continue to be high, especially employee benefits.
- 17 • The discount structure will be examined.
- 18 • There was discussion about the Deli, the parking lot, and actual
19 purchase of the building.
- 20 • Committee meeting reports will be due one week before the Board
21 meetings.
- 22 • Discussion of the threshold for the GM expenditures will be on the next
23 meeting agenda.
- 24 • Discussion of capitalization plans will be on the next meeting agenda.
25

26 Mark Warner's comments about the store's finances included:

- 27 • The financial reports for May will be coming out later this week.
- 28 • Cash in the bank is averaging about \$350,000 (not a reserve). Reserves
29 amount to about \$250,000.
- 30 • Capital expenditures (on leased equipment) are about \$10,000 per
31 month.
- 32 • Financials show a "paper loss" which is due to depreciation and interest
33 costs. Cash flow is even or on the positive side.
- 34 • Options for purchasing the building were discussed.
35

36 Alan Weisberg left at 7:10 p.m.
37

38 **MOTION:**

1 **Peter Van Zant moved to accept the General Manager’s Report and the**
2 **Finance Committee’s Report, Debbie Plass seconded and the motion**
3 **passed unanimously.**

4 Mark Warner left at 7:23 p.m.

5
6 **7. Board Training & Strategic Planning:** It was decided that the Board would
7 set a date now for the Board Training Retreat, attend the NCGA training in
8 October, and after that resume discussion of the Board Training Retreat. Lew
9 Sitzer was asked to find a date in early November, 2008, that would be
10 acceptable to the Board members.

11 Regarding **Strategic Planning**, Debbie stated that in the Board packet there
12 will be a thumbnail sketch of things to consider (contributed by Jeff Gold) and
13 it is important to begin thinking about these things now.

14
15 **8. Public Comment:**

- 16 • Congratulations to the Board on their team focus and energy.
- 17 • Opposition to the formation of an Executive Committee.
- 18 • Request that committee meetings’ times and dates be made available to
19 all owner/members, perhaps via email.
- 20 • “At will” and “for cause” personnel policy. See Bill Drake Attachment.

21
22 **ADJOURNMENT:** The meeting was adjourned at 7:36 p.m. to go into closed
23 session.

24
25 **CLOSED SESSION:** The closed session reviewed the GM Evaluation, focusing
26 on the value of communication and teamwork. Lew Sitzer, Secretary

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28
29 **DECISIONS SUMMARY:**

- 30 1. Approve Agenda and May Minutes. P. 1, lines 32-39.
- 31 2. Approve slate of officers. P. 2, lines 1-10.
- 32 3. Change of date for Board meetings: P. 2, lines 12-16.
- 33 4. Form Executive Committee. P. 2, lines 18-22.
- 34 5. Fill the vacancy. P. 3, lines 1-7.
- 35 6. Adopt proposed committee structure. P. 3, lines 12-15.
- 36 7. Accept list of Committee Chairpersons. P. 3, lines 19-28.
- 37 8. Committee chairpersons will select members. P. 4, lines 8-12.
- 38 9. Write formal letter regarding car accident. P. 4, lines 27-37.
- 39 10. Accept GM Report and Finance Report. P. 5, lines 37-40.
- 40 11. Set date for Board training retreat. P. 6, lines 4-8.

1 12. Board to attend NCGA training in October. P. 6, lines 4-8.
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4 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 5 1. Finance Committee to discuss Executive Committee major financial
6 decisions. P. 2, lines 24-25.
7 2. Jeff Gold to chair Strategic Planning Committee. P. 3, line 17.
8 3. Debbie Plass to write formal letter. P. 4, lines 32-33.
9 4. Paul Harton to register Board members for NCGA. P. 5, lines 1-3.
10 5. Lew Sitzer to find date for Board Training Retreat. P. 6, lines 4-8.

11
12 **UNFINISHED BUSINESS:**

13 None from this meeting.
14

15 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, JULY 1,**
16 **2008 at 5:30 P.M., in the Community Room of the BriarPatch.**

17
18 Minutes prepared by Mimi Malthan on June 26, 2008.
19

20 **APPROVED BY:**

DATE:

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23
24 **ATTACHMENTS:**

25 Agenda for June 23, 2008
26 Sign In Sheets for June 23, 2008
27 Committee Appointments
28 General Manager Report – June 2008
29 Finance Committee Notes
30 Bill Drake Comments
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34 The **ATTACHMENTS** are fastened to the Minutes Draft and posted on the
35 bulletin board, lower left hand corner. The bulletin board is near Customer
36 Service, in the front of the store.)
37

38 This meeting and all Board meetings are recorded both digitally and on
39 cassettes. If anyone is interested in listening, please ask Debbie or Mimi for
40 details.

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