

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

3  
4 **MINUTES – FIRST DRAFT**

5  
6 **JUNE 30, 2009**  
7

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9 **Date: Tuesday, June 30, 2009, 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, Lew Sitzler, Alan Weisberg, Peter Van Zant  
15

16 **Directors Absent:** None  
17

18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finance; Heather Wright,  
19 Human Resources; Stephanie Mandel-Austin, Marketing/PR.  
20

21 **Others Present:** Joanne Laracy (she will be Human Resources Manager beginning July 6th).  
22 Please see attached sign-in sheet(s) for others present.  
23

24 **NOTE: Minutes for Board of Directors meetings are recorded digitally and provide**  
25 **details not contained in hard copy documents. For access to digital records, please**  
26 **contact General Manager, Chris Maher.**  
27

28 **I. Call to Order: Opening Quote**

29 The regular meeting of the BOD was called to order at 5:32 p.m. by Debbie Plass,  
30 President of the Board of Directors.  
31

32 Opening Quotation: Mark Fenton presented quotations from various sources. For full  
33 context, please refer to digital records.  
34

35 **II. Approvals:**

36 **1. Approval of Agenda for 6-30-09:**

37 Changes in Agenda: none

38 **2. Approval of Minutes for 5-26-09:**

39 Change in Minutes: None

40 **3. Approval of Closed Session Personnel Decision:**  
41

42 **MOTION: Peter Van Zant moved to approve the Agenda, Minutes and Closed**  
43 **Session Personnel Decision, Malaika Bishop seconded and the motion passed**  
44 **unanimously.**  
45

1 **III. Public Comment:** None

2  
3 **IV. Live Healthy Nevada County: Aimee Retzler**

4 Alan Weisberg talked about Aimee Retzler and the **Live Healthy Nevada County**  
5 organization. At 5:45 p.m., it was decided to move on with the next topic while waiting for  
6 Aimee Retzler to arrive.

7  
8 **V. Nominate & Elect new Officers:** It was decided to re-elect the incumbent officers except  
9 for the position of Secretary (Lew Sitzer stepped down for personal reasons). Jeff Gold was  
10 nominated for Secretary, he accepted, and the following slate of officers was presented:

11		
12	<b>President</b>	<b>Debbie Plass</b>
13	<b>Vice President</b>	<b>Peter Van Zant</b>
14	<b>Treasurer</b>	<b>Alan Weisberg</b>
15	<b>Secretary</b>	<b>Jeff Gold</b>
16		

17 **MOTION:** Joey Jordan moved to accept the above slate of officers, Mark Fenton  
18 seconded and the motion passed unanimously.

19  
20 **MOTION:** Joey Jordan moved to seat the re-elected directors (Malaika Bishop, Mark  
21 Fenton, and Alan Weisberg) and newly elected director (Rick Sheller), Lew Sitzer  
22 seconded and the motion passed unanimously.

23  
24 **IV. Continued from lines 3-6 above.**

25 Aimee Retzler presented slides and narrative regarding the **Live Healthy Nevada**  
26 **County** program. Board members received copies of the Attached **“Growing Healthy Kids”**,  
27 which explains the goals and functions of this program. Aimee Retzler specifically requested  
28 that the BriarPatch match the mini grant of \$300.00 they have received, and also continue to  
29 provide snacks/food on Wednesday evenings for the Live Healthy Nevada County meetings.  
30 For full context of this presentation, please refer to digital recording.

31  
32  
33 **VI. General Manager Report:** Please see attached “General Manager Report – June 2009”.

34 For details and highlights of this report, please refer to digital recording.

35  
36 • Regarding the additional parking spaces issue, Chris will continue to pursue  
37 negotiations and bring a recommendation back to the Board with a final Memorandum  
38 of Understanding and possibly a contract for the Board to review and discuss before the  
39 BriarPatch makes a commitment. This may require a special meeting for the BOD.

40  
41 • The Board asked for more information on the NCGA engagement before giving  
42 approval for a contract commitment. Chris agreed to talk further with CE and make a  
43 recommendation to the Board based upon a business proforma.

44  
45 • Purchase of building – this topic was deferred to closed session.

1 **VII. Committee Reports & Recommendations:**

2  
3 **1. Finance:** Please see attached “Finance Report for the period ending May 31, 2009”.

4  
5 **a. Recommendation:** Finance Training to be held at the July 28th Board meeting.  
6 Mark Warner agreed to conduct Finance Training at the July 28th Board meeting.

7  
8 Complete text of financial discussion may be accessed on digital recording.

9  
10 **2. Governance:**

11 • The Board and Staff had their first Social at the home of Debbie Plass on June  
12 12th. Appreciation was expressed to Debbie for hosting the event. It was suggested  
13 that it could be an annual happening.

14 • A draft of the BriarPatch Bylaws was presented, and the Board was asked to  
15 review the Bylaws by the next Board meeting.

16 • The Policy Manual is underway and a draft may be completed by the August  
17 2009 Board meeting.

18  
19 **3. Board Development:**

20 **a. Summer Retreat:** This will be a Board Development Session with Janet Cohen to  
21 go over Board roles and communication. The dates selected are July 17 from 3:00 to 5:00  
22 p.m. and July 21 from 5:30 to 7:30 p.m. Jamie will confirm these dates with the Board and  
23 with Janet Cohen.

24  
25 **4. Executive:**

26 **a. Review BriarPatch Vision Statement and June 2008-2009 Board**  
27 **Accomplishments:** Debbie Plass reviewed the Vision Statement and mentioned some of  
28 the major accomplishments of the Board during the past year. These included:

- 29 • **Formation of A Strategic Plan**  
30 • **Installation of Patronage Refund System**  
31 • **More owner/member participation**  
32 • **Successful Transition to new General Manager**  
33 • **Streamlined, organized committee meetings and reports**  
34 • **Administrative assistant**

35  
36 **b. Recommendation:** The GM will release an “Annual Report” once a year for the  
37 prior year no later than May 1st.

38 • Chris Maher requested that the Annual Report commence this year (2009)  
39 rather than be retroactive to 2008. The BOD agreed to have Chris do a modified  
40 2008 Annual Report and do a full 2009 Annual Report due May 1, 2010.

41 • Jamie will send a copy of the “Ashland Annual Report” to Board members.

42  
43 **c. Recommendation:** The Owner/Member and Merchandising Committee be  
44 discontinued as Board committees and transferred to operations.

45 • Chris Maher intends to continue these committees under “Operations” with  
46 Board participation.

- 1                   • Board review and oversight of the Owner/Member meeting, the  
2 Merchandizing Policy review and the Marketing Plan responsibilities will be  
3 included in the Governance Committee charter.  
4

5           **d. Recommendation: The following Board Officers will chair the following**  
6 **committees:**

- 7                   **1. President – Executive**  
8                   **2. Vice President – Governance**  
9                   **3. Treasurer – Finance**  
10                  **4. Secretary – Board Development**

11  
12           **e. Recommendation: Form an Ad hoc Committee co-chaired by the GM and**  
13 **Board President to define, investigate and oversee a process to purchase the building.**  
14

15 **MOTION: Joey Jordan moved to accept Recommendations b, c, d, and e as stated**  
16 **above, Alan Weisberg seconded and the motion passed unanimously.**  
17

- 18                   • It will be necessary to revise the charters for all committees except Finance.  
19                   • Joey Jordan suggested the Board should have a plan for the year which looks  
20 ahead, in addition to having an Annual Report which looks back.  
21

22           **5. Meeting Adjournment:** The meeting was adjourned at 7:43 p.m. to go into Closed  
23 Session.

24           **Closed Session:** Ad hoc Committee member assigned and accepted is Jeff Gold. The Ad  
25 hoc Committee will include Chris, Debbie & Jeff.  
26

27           Public Session resumed and adjourned at 8:45 p.m.  
28

29 **DECISIONS SUMMARY:**

- 30           1. Approve Agenda for 6-30-09. P. 1, lines 35-44 .  
31           2. Approve Minutes for April 2009. P. 1, lines 35-44.  
32           3. Approve Closed Session Personnel Decision. P. 1, lines 35-44.  
33           4. Accept slate of officers. P. 2, lines 17-18.  
34           5. Seat the re-elected and elected Directors. P. 2, lines 20-22.  
35           6. Accept 4 recommendations of the Executive Committee. P. 3, lines 40-44 & P. 4,  
36 lines 1-21.  
37

38 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 39           1. Chris negotiate parking lot issue and make recommendation. P. 2, lines 36-39.  
40           2. Re NCGA, Chris talk to CE and make recommendation. P. 2, lines 41-43.  
41           3. Finance Training to be held at BOD mtg. 7-28-09. P. 3, lines 5-6.  
42           4. BOD review Bylaws by next mtg. P. 3, lines 17-18.  
43           5. Jamie confirm dates of BOD Development Sessions. P. 3, lines 24-26.  
44           6. Jamie send copy of “Ashland Annual Report” to BOD. P. 3, line 44.  
45  
46

1 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, JULY 28, 2009 at**  
2 **5:30 to 7:00 P.M., in the Community Room of the BriarPatch.**  
3 **MEETING WILL INCLUDE FINANCE TRAINING IN CLOSED SESSION.**

4  
5 Minutes prepared by Mimi Malthan on July 2, 2009.

6  
7 **APPROVED BY:** **DATE:**

8  
9

- 10 **ATTACHMENTS:**  
11 Agenda for BOD meeting June 30, 2009  
12 Sign In Sheets (2)  
13 General Manager Report – June 2009  
14 Finance Report for period ending May 31, 2009  
15 Growing Healthy Kids

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17  
18 ~~~~~

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

23  
24 This meeting and all Board meetings are recorded digitally and uploaded to the computer  
25 server for storage. If anyone is interested in listening, please contact Chris Maher,  
26 General Manager.

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