

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

3
4 **MINUTES**

5
6 **JULY 1, 2008**
7

8
9 **Date: Tuesday, July 1, 2008, 5:30 p.m.**

10 **Place: BriarPatch Co-op Community Room**
11

12 **Directors Present:**

13 Quorum present: Malaika Bishop, Jeff Gold, Debbie Plass, Lew Sitzer, Peter
14 Van Zant, Alan Weisberg

15 **Directors Absent:** Rod Bedayn, Joey Jordan
16

17 **Managers Present:** Paul Harton, General Manager; Chris Maher, Operations;
18 Heather Wright, Human Resources; Mark Warner, Finance.
19

20 **Others Present:** Please see attached sign in sheets.
21
22

23 **NOTE:** The reader will notice that the format and function of this document
24 is undergoing change. The goal is to have the full text of the minutes
25 recorded digitally on the store Web site and on cassettes – both of which
26 are available to the owner/members and BriarPatch personnel.

27 **This Minutes document will tend toward being a written record of the**
28 **motions, actions and decisions of the Board of Directors, with Agendas,**
29 **Committee Reports, and other important papers attached.**
30
31

32 **1. Call to Order**

33 The regular meeting of the BOD was called to order at 5:36 p.m. by Debbie
34 Plass, President of the Board of Directors.
35

36 **a. Opening Quotation:** Please refer to audio recordings mentioned above.
37

38 **b. Approval of Agenda:** Item 7 was moved to be between Items 3 and 4.

39 **MOTION: Jeff Gold moved to approve agenda as changed, Peter Van**
40 **Zant seconded, and the motion passed unanimously.**

1 c. Approval of Minutes from June 23, 2008:
2 **MOTION: Lew Sitzer moved to approve the minutes as written, Alan**
3 **Weisberg seconded, and the minutes were approved unanimously.**
4

5 d. Recommendation from the Secretary: Board written minutes shall be a
6 summary of actions taken at the Board meeting and the official minutes shall
7 be the digital and/or taped meeting recording.
8 **MOTION: Lew Sitzer moved to accept above recommendation 1d, Jeff**
9 **Gold seconded, and the motion passed unanimously.**
10

11 e. Recommendation from the Secretary: A consent agenda will be added to
12 the beginning of each Board agenda to expedite Board meetings. Items for the
13 consent agenda will be submitted by a committee chairperson to the Board
14 President in advance of a Board meeting for consideration. These items are
15 intended to be non-controversial and will be voted on together as a group.
16 Any Board member may remove an item from the consent agenda by request.
17 **MOTION: Lew Sitzer moved to add a consent agenda to the beginning of**
18 **each Board agenda, Malaika Bishop seconded, and the motion passed**
19 **unanimously.**
20

21 **2. Board Member Resignation:** Please see attached letter from Rod Bedayn.
22

23 **3. Old Business:**

24 a. Parking Lot Barrier follow-up action: Please see attached letter addressed
25 to Charlie Litton and Greg Francis.
26

27 b. Resolution Ad Hoc Committee report and recommendation to adopt the 8
28 actions. Please see attached Resolution committee recommendations.

29 **MOTION: Peter Van Zant moved to accept items 1-6 (attached) with one**
30 **change: omit the word “monthly” in item #1 so that it reads, “Establish**
31 **regular committee meetings that occur within 2 weeks following each**
32 **Board meeting so that items may be addressed and agenized for**
33 **subsequent Board meeting.” Lew Sitzer seconded and the motion passed**
34 **unanimously.**
35

36 It was recommended that Items 7 and 8 (attached) be separated and discussed
37 at the Personnel committee, and it was moved that Item 7 be replaced as
38 follows:
39

1 **MOTION:** Peter Van Zant moved that the Personnel Committee
2 establish a process to expeditiously address and resolve questions,
3 concerns and recommendations to the BriarPatch that come from owner-
4 members, employees or the community at large. Jeff Gold seconded, and
5 the motion passed unanimously. Note: these questions and concerns
6 mentioned above do not include individual employment questions or concerns
7 with the BriarPatch. These items will be addressed through the processes in
8 place outlined in the personnel employment policies at the BriarPatch.
9

10 c. Governance Committee recommendation: Change the finance manager job
11 description in the Board policies so that the finance manager will continue to
12 report directly to the General Manager.

13 **MOTION:** Peter Van Zant moved to accept the above recommendation
14 3c with one change: omit the word “change” and insert the word
15 “remove” in its place, so that it reads, “Remove the finance manager job
16 description in the Board policies so that the finance manager will
17 continue to report directly to the General Manager.” Lew Sitzer
18 seconded and the motion passed unanimously.
19

20 d. Executive Committee recommendation: Board members may be present at
21 Board meetings via electronic communication (video, phone, web cast) to
22 establish a quorum and to be counted in a vote. The General Manager is
23 requested to appoint someone to prepare policy wording for the next Board
24 meeting in August.

25 **MOTION:** Peter Van Zant made a motion with 3 parts:

- 26 • Change the policy wording so that Board members can participate
27 electronically; the General Manager is requested to appoint
28 someone to prepare policy wording for the next Board meeting in
29 August.
- 30 • Ask the General Manager to establish a conference calling phone
31 service;
- 32 • Ask the General Manager to look into the purchase of a conference
33 phone system complete with all the accouterments, and make a
34 recommendation.

35 Alan Weisberg seconded and the motion passed with one abstention
36 (Malaika Bishop).
37
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1 e. Executive Committee recommendation: Begin strategic planning for the
2 Board in November and include Board team building training.

3 **MOTION: Peter Van Zant moved to begin Team Building Training for**
4 **the Board on Thursday, November 6, 2008, from 5:00 to 9:00 p.m., and**
5 **Strategic Planning for the Board on Friday, November 7, 2008, from 9:00**
6 **a.m. to 6:00 p.m., location: BriarPatch. Alan Weisberg seconded, and**
7 **the motion passed unanimously.**

8 Jeff Gold and Lew Sitzer will organize the event.
9

10 **7. Strategic Planning Ad Hoc Committee:**

11 a. Establish timeline and process and report to the Board in August.

12 Jeff Gold will work with Peter Van Zant to invite and solicit members for this
13 committee, and put together a kickoff meeting in July on Thursday, July 24th
14 at 5:00 p.m. at the BriarPatch.

15 The Board took a 10-minute break at 6:45 and reconvened at 6:55 p.m.
16

17 Jeff Gold left at 7:05 p.m.
18

19 **4. Executive Committee Report:**

20 a. Committee Charter; Frequency – monthly (2nd week).

21 **MOTION: Peter Van Zant moved that motion 2b (attached) be accepted**
22 **as the Executive Committee Charter, Alan Weisberg seconded, and the**
23 **motion passed unanimously.**
24

25 b. Recommendation: General Manager will work with the Board committee
26 chairs to assign appropriate staff to attend and support the Board committees.

27 **MOTION: Peter Van Zant moved to accept above recommendation 4b,**
28 **Lew Sitzer seconded, and the motion passed unanimously.**

29 Staff members assigned to attend and support Board committees' meetings:

- 30 • Owners Committee – Paul Harton or Stephanie Mandel-Austin
- 31 • Governance Committee – Paul Harton
- 32 • Finance Committee – Paul Harton
- 33 • Nominations/Elections Committee – Stephanie Mandel-Austin
- 34 • Merchandizing Committee – Chris Maher
- 35 • Personnel Committee – Heather Wright

36 Staff members will not be voting members on the committees. They are more
37 of a support and resource.

38 Debbie Plass will help Paul Harton write a job description for the staff
39 position.

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c. Recommendation: General Manager to appoint a staff member to provide administrative assistance to the Board of Directors.

MOTION: Peter Van Zant moved to accept above recommendation 4c, Alan Weisberg seconded, and the motion passed unanimously.

Debbie Plass will work with Heather Wright to provide a job description for the Board administrative assistant.

d. Recommendation: The Board will approve the current management structure as it stands and to hold this structure for 90 days. Any proposed changes to the structure within the 90 days will be brought to the Board by the General Manager.

Paul Harton is to bring a proposal to the August meeting regarding hiring of Deli Manager.

e. Recommendation; The Finance Committee will work with the General Manager on the initial data collection for the strategic plan to include:

- i. Two example plans from co-ops of similar size
- ii. Financial projections for sales and net margin
- iii. Deli profit and loss statement and business plan
- iv. Store discount program review
- v. Operations cost analysis with price adjustment review

MOTION: Peter Van Zant moved to accept above recommendation 4e, Malaika Bishop seconded, and the motion passed unanimously.

Report back on this item in 60 days; does not need to be finished by then.

6. Finance:

a. Board/Finance Manager Report for May 2008. The reader is referred to the audio recordings for the text of this report.

b. Recommendation: Confirm new committee members and meeting frequency.

MOTION: Alan Weisberg moved that the Board approve the addition of Jeff Gold and Mark Fenton to the Finance Committee, and the meeting time of last Tuesday of each month at 8:00 a.m. at the BriarPatch. Peter Van Zant seconded, and the motion passed unanimously.

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2 **5. Nominations and Election Committee:**

3 a. Recommendation: Confirm committee members

4 Lew Sitzer proposed the addition of Michael Brackney and Eddy Sitzer to the
5 Nominations/Elections Committee, and the meeting time to be the second
6 Wednesday of each month at 4:00 p.m. at the BriarPatch.

7 **MOTION: Lew Sitzer moved that the Board confirm those committee**
8 **members and accept the scheduled time of meeting. Peter Van Zant**
9 **seconded and the motion passed unanimously.**

10
11 b. Recommendation: Send the procedural recommendations for the 2009
12 Election to the committee. Lew Sitzer stated his intent to review the
13 recommendations (made by the former Nom/Elec Committee) with the new
14 Nominations/Elections Committee, and present revised recommendations at
15 the Board meeting in August.

16
17 **MOTION: Lew Sitzer moved to have applications for the two Board**
18 **vacancies due by the end of July, recommendations to the Board in**
19 **August, and the new Board members to be seated in September. Peter**
20 **Van Zant seconded, and the motion passed unanimously.**

21
22 **8. Public Comment:** The reader is referred to the audio recordings for the full
23 text of the Public Comment session.

24
25 **ADJOURNMENT:** Meeting adjourned at 7:50 p.m. to go into Closed Session.

26
27 **CLOSED SESSION:** The Board came out of Closed Session after discussing the
28 General Manager compensation and voted unanimously to approve an increase
29 (unspecified) in the General Manager compensation.

30
31 **DECISIONS SUMMARY:**

- 32 1. Approve agenda for 7-1-08. P.1, lines 39-40.
33 2. Approve Minutes for 6-23-08. P. 2, lines 2-3.
34 3. Board Minutes shall be summary of actions. P. 2, lines 5-9.
35 4. Add Consent Agenda to each Board agenda. P. 2, lines 11-19.
36 5. Accept Resolution Committee Items 1-6. P. 2, lines 27-34.
37 6. Personnel Committee and staff establish process. P. 3, lines 1-8.
38 7. Finance Mgr will report directly to General Mgr. P. 3, lines 10-18.
39 8. Board members participate electronically, establish conference phone,
40 purchase phone system. P. 3, lines 20-36.

- 1 9. Strategic Planning and Team Bldg for Board in Nov. P. 4, lines 1-8.
- 2 10. Accept Executive Committee Charter. P. 4, lines 19-23.
- 3 11. Assign staff members to Board committees. P. 4, lines 25-39.
- 4 12. Appoint Board administrative assistant. P. 5, lines 2-7.
- 5 13. Finance Committee and GM collect data. P. 5, lines 16-25.
- 6 14. Confirm addition of Jeff Gold and Mark Fenton to Finance
- 7 Committee and meeting time. P. 5, lines 32-37.
- 8 15. Confirm addition of Michael Brackney and Eddy Sitzer to the
- 9 Nomiations/Elections Committee and meeting time. P. 6, lines 1-8.
- 10 16. Applications for 2 Board vacancies. P. 6, lines 16-19.

11
12 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 13 1. Paul Harton appoint someone to prepare policy wording. P.3, lines
- 14 25-29.
- 15 2. Paul Harton look into purchase of conference phone. P. 3, lines
- 16 32-34.
- 17 3. Jeff Gold and Lew Sitzer organize event in November. P. 4, line 8.
- 18 4. Jeff Gold establish timeline and process for ad hoc committee. P.
- 19 4, lines 10-15.
- 20 5. D. Plass and P. Harton write job description. P. 4, lines 38-39.
- 21 6. D. Plass and Heather Wright provide job description. P. 5, lines 6-
- 22 7.
- 23 7. Paul Harton bring proposal re hiring of Deli Mgr. P. 5, lines 13-
- 24 14.
- 25 8. Finance Committee and GM prepare data for strategic plan. P. 5,
- 26 lines 16-25.
- 27 9. Lew Sitzer review Nom/Elec recommendations and report back.
- 28 P. 6, lines 10-14.

29
30 **UNFINISHED BUSINESS:**

31 None

32
33 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, AUGUST**
34 **5, 2008 at 5:30 P.M., in the Community Room of the BriarPatch.**

35
36 Minutes prepared by Mimi Malthan on July 4, 2008.

37
38 **APPROVED BY:**

DATE:

39 (These minutes were approved on August 5, 2008 by the Board of Directors.
40 The official signed copy is on file.)

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ATTACHMENTS:

- Agenda for BOD meeting July 1, 2008
- Sign In Sheets (2)
- Letter of Resignation from Rod Bedayn
- Parking Lot Barrier Letter to Charlie Litton and Greg Francis, June 30, 2008
- Resolution Committee Recommendations 1-8 based on Open Forum in April
- Creation of Executive Committee, Motion 2b for Board meeting 6-23-08

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

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