

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

3
4 **MINUTES**

5
6 **JULY 27, 2010**
7

8
9 **Date: Tuesday, July 27, 2010, 5:30 p.m.**

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

12 **Directors Present:**

13 Quorum present: Malaika Bishop, Mark Fenton, Jeff Gold, Louise Jones, Peter Lockyer,
14 Rick Sheller, Peter Van Zant, Alan Weisberg
15

16 **Directors Absent:** Kerry O'Regan
17

18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finance Manager, Gwen
19 Birk, Operations and Customer Service, Joanne Laracy, HR.
20

21 **Others Present:** Please see attached sign-in sheet(s) for others present.
22

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

24 The regular meeting of the BOD was called to order at 5:36 p.m. by Jeff Gold, President of
25 the Board of Directors.
26

27 **Opening Quotation:** Jeff Gold read a quotation regarding Policy Governance written by
28 John Carver. For details of this presentation (and entire meeting), please refer to digital
29 recording.
30

31 **Jeff Gold** requested that Jamie Howell confirm her list of Board members who have
32 requested hard copies in their mailboxes.
33

34 **II. Approvals:**

35 **1. Approval of Agenda for 7-27-10:**

36 Changes: Two: Move VI. 1(Finance Committee Report) to follow IV (GM report), and
37 Add 5 minutes immediately after VI (Committee Reports & Recommendations) for **Alan**
38 **Weisberg** to report on "Live Healthy Nevada County".
39

40 **2. Approval of Minutes for June 29, 2010:**

41 Changes: None
42

43 **MOTION: Peter Van Zant moved to approve the Agenda as amended and Minutes**
44 **as written, Louise Jones seconded and the motion passed unanimously.**
45

1 **III. Public Comment:** None

2
3
4 **IV. General Manager Report:** Please see attached “General Manager Report – July 2010”.

5
6 Highlights:

- 7 • Continued strong sales growth.
- 8 • **Robert Schultz** has been promoted to position of Meat & Seafood Manager. He
- 9 will be present at the next Board meeting to meet everyone.
- 10 • The Annual General Membership meeting will be held on October 19, 2010 at St.
- 11 Joseph’s Cultural Center.

12
13 **Jeff Gold** requested that a baseline of membership demographics be included in the

14 monthly GM report. **Chris Maher** responded that he may not be able to get it by the next

15 BOD meeting in August, but will have it in September.

16
17 For further details, please refer to digital recording.

18
19
20 **Finance Committee Report:**

21 **Peter Lockyer** reviewed some of the topics underway in the Finance Committee.

22 For further details, please refer to digital recording.

23
24 The next meeting of the Finance Committee will be at 9:00 a.m. on August 24,2010.

25
26
27 **V. Google Site Presentation:**

28 **Chris** presented video instructions on use of the new online message/document site. It was

29 suggested that each Director log on and send a message to the group this month. Ask

30 **Jamie Howell** if there are any questions or problems.

31 **Jeff Gold** asked **Chris** to ask **Jamie Howell** to set up sub-groups (such as committees) on

32 this site.

33
34 The BOD took a 10 minute break at 6:40 p.m. and reconvened at 6:53 p.m.

35
36
37 **VI. Committee Reports & Recommendations:**

38
39 **Live Healthy Nevada County:**

40 **Alan Weisberg** reported that people involved in this organization are energetic and moving

41 forward. They are waiting to hear (in October) whether they will receive a grant that will

42 fund a full time coordinator.

43 **Tim Brady of TruLine Builders** will be designing and mobilizing the construction of the

44 small mobile farm stands (carts) to be used in schools across the county.

- 45
46 1. Finance Committee: Moved to time slot shown above, lines 20-24.

1 **2. Board Development:**
2

3 **The Board Development Committee members are: Malaika Bishop, Chair; Rick**
4 **Sheller and Bill Neff.**
5

6 **a. Board Evaluation Presentation/Exit Interviews:**

7 Thanks to **Jamie** for a great tabulation of the evaluation issues. The work of this Board
8 for the next four or five months will be to address some of the areas indicated in this
9 tabulation.
10

11 **Jeff** noted that the Board Evaluation and Exit Interviews will probably develop into an
12 annual occurrence and will become more streamlined over the years.
13

14 **Jeff Gold** noted the importance of developing a General Manager succession plan. In
15 an emergency, if Chris unexpectedly requires time off, the store needs a backup plan in
16 order to continue operations.

17 **Peter Van Zant** stated that a GM succession plan needs to be considered on 3 levels:

- 18 1. If Chris is not available, who steps in?
- 19 2. There needs to be a training program for managers, which there is. The program
20 is not as formalized as it could be.
- 21 3. The organizational chart needs to be updated as the store grows.

22 It was asked that **Chris** formulate a succession plan and present it to the Board within
23 the next 6 months.
24

25 It was agreed that **Bill Neff** did a good job on the Exit Interviews.
26

27 **b. Policy Governance Retreat:**

28 Workshop is confirmed on August 27-29 in the BriarPatch Community Room.

29 Friday Aug. 28: Kick-off meeting from 5:00 to 8:00 p.m. with dinner.

30 Saturday, Aug. 29, from 9:00 a.m. to 5:00 p.m., and

31 Sunday, Aug. 30, from 9:00 a.m. to 1:00 p.m. Most of the work will be done
32 around the Policies themselves during these two days.
33

34 **c. Board/Member Linkage:**

35 A study is being made of how best to increase communication between the Board and
36 Coop members. The first plan is to have a “Harvest Dinner” in September, inviting the
37 Board, staff and 16 key volunteers/top shoppers. The idea is to express appreciation to,
38 and solicit feedback from, the volunteers/shoppers.
39

40 **d. Finance Training:** Setting a date is in process.
41

42 **e. Board Annual Calendar:** It was suggested that this calendar be put on the Web site.
43 **Jeff** is in process of reformatting the calendar into one more oriented toward categories
44 with a built-in development thread that runs through the year.
45

46 For further details, please refer to digital recording.

1 **3. Governance Committee:**

2 **The members of the Governance Committee are: Jeff Gold, Chair; Louise Jones and**
3 **Peter Van Zant.**

4 **Jeff Gold** will post Committee meeting times for August and forward.
5

6 Regarding the ByLaws, **Malaika Bishop** stated that the goal is: Both the Articles of
7 Incorporation and ByLaws will have been reviewed by the Board at the next meeting, and
8 will be ready by the October Fest for the owner/members vote.
9

10 **Peter Lockyer** asked for clarification from the Governance Committee on the treatment of
11 unclaimed patronage refunds and historic potentially lapsed memberships that affect the
12 revenue and balance sheet. **Jeff Gold** responded that these topics have been addressed and
13 are presently in the hands of the lawyer, who will be sending a draft that will be forwarded
14 to the Board for study. The topic will be high priority at next meeting of the BOD.
15

16 **Malaika Bishop** asked whether employees on the staff of the BriarPatch could be on the
17 Board of Directors. Peter Van Zant moved to NOT allow employees on the BOD, and a
18 straw vote was taken: Aye 6, Nay 1 (Malaika Bishop) and Abstention 1 (Peter Lockyer).

19 The motion was not seconded and was later withdrawn.

20 Conclusion: Postpone this topic until next month; it needs more study, thought and weigh-
21 in from CDS.
22

23 **Jeff Gold** recommended that the BOD be refreshed on Parliamentary procedure, and
24 Secretary **Malaika Bishop** said the subject is to be on the Agenda of the next Board
25 Development Committee Meeting. She will include procedural rules with the Board packet
26 for the next meeting.
27

28 **4. Executive Committee:**

29 The BriarPatch is in process of installing a guardrail along the parking lot facing the south
30 side to prevent possible accidents in that area.
31

32 **5. Meeting Feedback:**

33 Process got a thumbs up and medium.

34 Content got a thumbs up.

35 It was suggested the Board needs to stay on task and on schedule more.

36 The schedule was too ambitious, the meeting should be kept to an hour and a half.
37

38 **6. Closed Session:** The BOD approved a compensation adjustment for the GM.

39 **Malaika Bishop** had to leave and did not attend the Closed Session.
40

41 **7. Meeting Adjournment:** The Public Session was adjourned at 7:55 p.m. The Closed
42 Session was adjourned at 8:40 p.m., Public Session reconvened, and adjourned at 8:45 p.m.
43 **During reconvened Public Session, a Motion was made by Peter Van Zant to approve**
44 **a compensation adjustment for the General Manager. It was seconded by Alan**
45 **Weisberg and passed unanimously.**
46

1 **DECISIONS SUMMARY:**

- 2 1. Approval of Agenda and Minutes: P. 1, lines 43-44.
- 3 2. Closed Session: Adjust compensation for GM. P. 4, line 38.
- 4 3. Board approved compensation adjustment for GM. P. 4, lines 43-45.

5
6 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 7 1. Jamie Howell confirm Board members needing hard copies. P. 1, lines 31-32.
- 8 2. Chris membership demographics in monthly report. P. 2, lines 13-15.
- 9 3. Each Director log on to Google site and send message. P. 2, lines 28-29.
- 10 4. Jamie set up sub-groups in Google group. P. 2, lines 31-32.
- 11 5. Chris form succession plan within 6 months. P. 3, lines 22-23.
- 12 6. Jeff post Committee meeting times. P. 4, line 4.
- 13 7. Jeff forward lawyer’s draft to Board. P. 4, lines 10-13.
- 14 8. Add to Agenda for Aug.: Disposition of Patronage Dividend residue, etc., P. 4, line 13.
- 15 9. Add to Agenda for Aug.: Employees can be on Board? P. 4, lines 15-20.
- 16 10. Malaika include procedure rules in Board packet next month. P. 4, lines 22-25.
- 17 11. Chris forward to lawyer revised bylaws with updated comments from Committee,
- 18 and request to proceed with Articles of Incorporation. (Special request from Jeff Gold.)

19
20 **Announcements & Dates:**

21 **Policy Governance Workshop: Friday-Sunday; August 27-29**

22
23 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, AUGUST 31, 2010 at**
24 **5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

25
26 Minutes prepared by Mimi Malthan on 7-31-10, 2010.

27
28 **APPROVED BY:**

DATE:

29 (These minutes were approved by the Board of Directors on August 31, 2010. The
30 official signed copy is on file.)

31
32
33 **ATTACHMENTS:**

- 34 Agenda for BOD meeting July 27, 2010
- 35 Sign In Sheets (2)
- 36 General Manager Report – July 2010

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38 ~~~~~

39
40 The **ATTACHMENTS** are fastened to the Minutes Draft and posted on the bulletin
41 board, lower left hand corner. (The bulletin board is near Customer Service, in the front
42 of the store.)

43
44 This meeting and all Board meetings are recorded digitally and uploaded to the computer
45 server for storage. If anyone is interested in listening, please contact Chris Maher,
46 General Manager.