

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

3  
4 **MINUTES**

5  
6 **JULY 28, 2009**  
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9 **Date: Tuesday, July 28, 2009, 5:30 p.m.**

10 **Place: BriarPatch Co-op Community Room**  
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12 **Directors Present:**

13 Quorum present: Malaika Bishop, Mark Fenton, Jeff Gold, Joey Jordan, Debbie Plass, Lew  
14 Sitzer, Alan Weisberg, Peter Van Zant  
15

16 **Directors Absent:** Rick Sheller  
17

18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finance; Joanne Laracy,  
19 Human Resources.  
20

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

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

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

28 The regular meeting of the BOD was called to order at 5:35 p.m. by Debbie Plass,  
29 President of the Board of Directors.  
30

31 Opening Quotation: Lew Sitzer read from "The Book of Awakening" by Mark Nepo.  
32 Please refer to digital recording for complete text.  
33

34 **II. Approvals:**

35 **1. Approval of Agenda for 7-28-09:**

36 Changes in Agenda: none

37 **2. Approval of Minutes for 6-30-09:**

38 Change in Minutes: None  
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40 **MOTION: Lew Sitzer moved to approve the Agenda and Minutes, Peter Van Zant**  
41 **seconded and the motion passed unanimously.**  
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1 **III. Public Comment:** Mike Pasner commented briefly. For full text, please refer to digital  
2 recording.

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5 **IV. Consent Agenda:**

6 **a. Board Development Committee:**

7 **1. Recommendation:** Board review and adopt the Board Development Committee  
8 Charter.

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10 **b. Finance Committee:**

11 **1. Recommendation:** Finance Committee will continue to work with management in  
12 developing criteria for the patronage refund.

13 **2. Recommendation:** Add Peter Lockyer as a member of the Finance Committee.

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15 **MOTION: Joey Jordan moved to accept the Consent Agenda, Jeff Gold seconded**  
16 **and the motion passed unanimously.**

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18 The Board agreed to do fine tuning as needed on Consent Agenda recommendations for  
19 works in progress.

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21  
22 **V. General Manager Report:** Please see attached “General Manager Report – July 2009”.  
23 For additional details and highlights of this report, please refer to digital recording.

24  
25 Chris mentioned that he is using 3 key points as a basis for changes to the organizational  
26 structure:

- 27  
28
  - Areas of responsibility
  - Flow of information
  - Chain of Command

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31  
32 Chris will draft his ideas/plans for organizational structure changes and present it to the  
33 BOD.

34  
35 Debbie referred to the Minutes of the BOD meeting on June 30, 2009, Summary of  
36 Assignments/Commitments, page 4, lines 38-44, and added the following points:

- 37  
38
  - The M.O.U. for the parking lot was received today.
  - Chris is working on a second proposal from CE and will present it in August.
  - Chris will review the key points in the Strategic Plan to determine whether those  
39 metrics are still valid, and if not, the Governance Committee will be advised. The  
40 Board will be updated in August.

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

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3 **1. Finance:** Please see attached “Finance Report for the period ending June 30, 2009”.  
4 It was noted that the initial work of Auditing will begin in December 2009, and the  
5 majority of the work will be completed in spring 2010.  
6 Complete text of financial discussion may be accessed on digital recording.

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9 **2. Governance Committee:**

10 **a. Get feedback on the Board Bylaws:**  
11 After much discussion it was decided that Peter Van Zant will resubmit the Bylaws at the  
12 next meeting with details of recommended changes, i.e., whether the changes involve  
13 content, format or rephrasing. If the agenda is full for August, the topic can wait until  
14 September.

15  
16 Joey Jordan volunteered to send a format for changes to Peter Van Zant.

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19 **3. Executive Committee:**

20 **a. Discuss Committee Charter Draft:**  
21 Debbie Plass will make changes in the Committee Charter Draft and send it out again.

22  
23 Debbie Plass will be out of the country for 2 weeks in August and Peter Van Zant will be  
24 acting in her place.

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26 **b. Recommendation:** Board support and develop an exploratory committee for “Healthy  
27 Food”.

28 It was agreed that Chris will be in charge of this topic, and will make recommendations to  
29 the BOD as needed.

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32 **4. Board Building Purchase Sub-committee:**

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34 **a. Recommendation:** Board review and adopt the sub-committee charter.  
35 The Board reviewed the charter and suggested an amendment.  
36 For details of this subject, please refer to digital recording.

37  
38 **MOTION: Joey Jordan moved to approve the Building Purchase Board Sub-**  
39 **committee charter as amended, Lew Sitzler seconded and the motion passed**  
40 **unanimously.**

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43 **VII. Finance Review:**

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45 **1. Closed Session:**

46 The meeting was adjourned at 6:50 p.m. to go into Closed Session.

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Public Session resumed and adjourned at 8:30 p.m.

**DECISIONS SUMMARY:**

- 1. Approve Agenda for 7-28-09. P. 1, lines 40-41.
- 2. Approve Minutes for June 2009. P. 1, lines 40-41.
- 3. Approve Consent Agenda. P. 2, lines 15-16.
- 4. Approve Building Purchase BOD Sub-committee charter. P. 3, lines 38-39.

**SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 1. BOD fine-tune items on Consent Agenda as needed. P. 2, lines 18-19.
- 2. Chris present second proposal from CE in August. P. 2, line 39.
- 3. Chris review Strategic Plan key points, determine if still valid. P. 2, lines 40-42.
- 4. Peter Van Zant resubmit Bylaws with details of changes. P. 3, lines 10-14.
- 5. Joey Jordan send format for changes to Peter Van Zant. P. 3, line 16.
- 6. Debbie Plass make changes in Committee Charter Draft, resubmit. P. 3, line 21.
- 7. Peter Van Zant sub for Debbie Plass 2 weeks in August. P. 3, lines 23-24.
- 8. Chris will be in charge of "Healthy Food" committee. P. 3, lines 26-29.

**NEXT REGULAR MEETING WILL BE HELD TUESDAY, AUGUST 25, 2009 at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

Minutes prepared by Mimi Malthan on July 29, 2009.

**APPROVED BY:**

**DATE:**

(These minutes were approved by the Board of Directors on August 25, 2009. The official signed copy is on file.)

**ATTACHMENTS:**

- Agenda for BOD meeting June 30, 2009
- Sign In Sheets (2)
- General Manager Report – July 2009
- Finance Report for period ending June 30, 2009

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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 digitally and uploaded to the computer server for storage. If anyone is interested in listening, please contact Chris Maher, General Manager.