

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

3
4 **MINUTES**

5
6 **AUGUST 5, 2008**
7

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

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

11
12 **Directors Present:**

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

15 **Directors Absent:** None

16
17 **Managers Present:** Paul Harton, General Manager; Heather Wright, Human
18 Resources; Mark Warner, Finance.

19
20 **Others Present:** Please see attached sign in sheets.
21

22
23 **I. Call to Order: Opening Quote**

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

26
27 Opening Quotation: Please refer to cassette and/or digital audio recordings.
28

29 a. Approval of Agenda:

30 **MOTION: Lew Sitzer moved to approve agenda as written, Joey Jordan**
31 **seconded, and the motion passed unanimously.**
32

33 b. Approval of Minutes from July 1, 2008:

34 **MOTION: Alan Weisberg moved to approve the minutes as written, Lew**
35 **Sitzer seconded, and the minutes were approved with one abstention**
36 **(Joey Jordan).**
37

38 Debbie Plass volunteered to forward information from Closed Sessions to the
39 Recording Secretary (Mimi).
40

1 **c. Approval of the Consent Agenda**

2 **i. Nominations & Elections recommendations:**

- 3 1. Voting Procedure Modifications
4 2. Candidate information Sheet
5 3. Policy manual Election Policy changes
6 4. Election Operating Procedures and Committee Role
7

8 The Board determined to remove #2 (Candidate Information Sheet) from the
9 Consent Agenda for discussion.

10 Please refer to attached “BriarPatch Co-op Nomination and Election
11 Committee Report from 7.09.08” for further information.

12 *(Note: The numbers on the Consent Agenda are not all congruent with the
13 numbers on the Report.)*

14 **MOTION: Lew Sitzer moved to approve numbers 1, 3 and 4 on the
15 Consent Agenda, Peter Van Zant seconded, and the motion passed
16 unanimously.**

17
18 **ii. General Managers Report:** Please see attached “General Manager Report –
19 August 2008”.

20
21 **iii. Committee Reports & Actions:**

22
23 **a. Finance:** Please see attached “Finance Report for the period ending June
24 30, 2008”.

25 **i. Recommendation:** The Finance Committee requests a draft of a
26 Patronage refund program for the August meeting.

27 (For more details, please see attached General Manager Report, second
28 paragraph, also see attached “Patronage Dividends: A Primer”.)

29 **MOTION: Alan Weisberg moved to approve recommendation for draft
30 of Patronage Refund program, Lew Sitzer seconded, and the motion
31 passed unanimously.**

32 Paul Harton will present a Patronage Refund program (with a time plan) in
33 September.

34 **ii. Recommendation:** Adopt Pro Forma Plan “B” as the working model.

35 **MOTION: Peter Van Zant moved to adopt the Proforma Plan “B” as the
36 working model, Alan Weisberg seconded and the motion passed with one
37 abstention (Malaika Bishop).**

38 *(Note: This pro forma is a financial projection for operations. “B” refers to the
39 option as presented to the Board, with heading “Financial Projection – whole
40 store summary/Q3 2008”.) (Please see * on page 6, lines 27-31.)*

1 Mark Warner left at 6:43 p.m.

2
3 **b. Nominations/Elections**

4 Lew Sitzer stated that there are four candidates (Mark Fenton, Marshall
5 Goldberg, Julie Hubbard and Louise Jones) for the two vacant positions on
6 the Board of Directors. At the next meeting, two candidates will be
7 recommended.

8 Discussion of item #2 on the “Nomination and Election Committee Report
9 from 7.09.08” (attached herewith) regarding the Renewal Period Shift
10 produced the following decision:

11 **MOTION: Peter Van Zant moved to approve the Renewal Period Shift,**
12 **Alan Weisberg seconded, and the motion passed unanimously.**

13 *(Note: Renewal Period Shift refers to a change in the time of owner/members’*
14 *renewal of membership. Please see attached “Nomination and Election*
15 *Committee Report from 7.09.08” for details of the change.)*

16
17 Discussion of item #3 on the “Nomination and Election Committee Report”
18 regarding the Candidate Information Sheet produced the following decision:

19 **MOTION: Malaika Bishop moved to approve the Candidate**
20 **Information Sheet, Peter Van Zant seconded, and the motion passed**
21 **unanimously.**

22
23 Regarding item #4b on the “Nomination and Election Committee Report”,
24 Lew Sitzer will do more research, re-work and clarify the math, and come
25 back to the next meeting with options and recommendations.

26
27 **c. Personnel:** Please see attached “Personnel Committee Meeting Report,
28 Tuesday, July 29, 2008”.

29 **i. Recommendation:** Change the Committee Name
30 The proposed committee name to be changed from “Personnel” to “Human
31 Resources”.

32 **ii. Recommendation:** Approve the Charter and members
33 Members of the Human Resources Committee to be: Heather Wright,
34 Chairperson, Debbie Plass (Director), Bill Drake (employee), and Michael
35 Brackney (owner/member).

36
37 **MOTION: Peter Van Zant moved to approve Actions 1-4 on the**
38 **“Personnel Committee Meeting Report, Tuesday, July 29, 2008”, Lew**
39 **Sitzer seconded, and the motion passed unanimously.**

1 **d. Governance Ad Hoc Committee:** Please see attached “Meeting Notes,
2 Strategic Plan Ad Hoc Committee, Thursday, July 24, 5 pm”.

3 **i. Strategic Planning Report:** Jeff Gold recommended this Committee
4 meeting time to be on the 3rd Wednesday at 5:00 at BriarPatch. The next
5 meeting is to be on August 20 at 5:00 p.m. at the BriarPatch.

6
7 **e. Merchandising Committee:** Please see attached “Merchandising
8 Committee Report to the Board of Directors – July 2008”.

9 **i. Recommendation:** Approve the members.

10 **MOTION:** Lew Sitzer moved to approve the members of the
11 Merchandising Committee, Joey Jordan seconded, and the motion passed
12 with one absentee (Peter Van Zant).

13
14 The Board took a short break at 7:15 p.m. and reconvened at 7:20 p.m.

15
16 **f. Executive Committee:** Please see attached “Executive Committee
17 Meeting Report, Monday, July 28, 2008”.

18 **i. Recommendation:** Adopt the vetting process for “non-election” board
19 vacancies and insert into the Policy Manual under “Filling a Board Vacancy”
20 on P. 22.

21 **MOTION:** Lew Sitzer moved to approve numbers 1 and 2 under
22 “Candidate Vacancy Vetting” (#5) on the Executive Committee Meeting
23 Report, Monday, July 28, 2008, Jeff Gold seconded and the motion
24 passed unanimously.

25 The Executive Committee will recommend two candidates to fill the Board
26 vacancies at the next meeting.

27
28 **IV. Public Comment:** The reader is referred to the audio recordings for the full
29 text of the Public Comment session.

30
31 The public session of meeting adjourned at 7:25 p.m. to go into Closed Session.

32
33 **V. Closed Session: Update on Personnel Issues:** No action

34
35 **VI. Meeting Adjournment**

36 **a.** Next meeting date and time – September 2, 2008 at 5:30 p.m.

37
38 **b.** Upcoming Events – Committee meetings – see individual Committees’
39 schedules.

40 Meeting adjourned at 7:52 p.m.

1 **DECISIONS SUMMARY:**

- 2 1. Approve Agenda for 8-5-08. P. 1, lines 30-31.
- 3 2. Approve Minutes for 7-1-08. P. 1, lines 34-36.
- 4 3. Approve Consent Agenda. P. 2, lines 14-16.
- 5 4. Draft of Patronage Refund program. P. 2, lines 28-30.
- 6 5. Adopt the Pro Forma Plan "B". P. 2, lines 34-36.
- 7 6. Approve Renewal Period Shift. P. 3, lines 11-12.
- 8 7. Approve Candidate Information Sheet. P. 3, lines 19-21.
- 9 8. Approve Actions 1-4 on Personnel Report. P. 3, lines 37-39.
- 10 9. Approve members of Merchandising Committee. P. 4, lines 10-12.
- 11 10. Approve Action/Recommendation items 1 & 2 on Candidate
- 12 Vacancy Vetting. P. 4, lines 21-24.

13
14 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 15 1. D. Plass forward info to Mimi on Closed Session. P. 1, lines 38-39.
- 16 2. P. Harton present Patronage Refund program. P. 2, lines 31-32.
- 17 3. L. Sitzer work on the 25% rule. P. 3, lines 23-25.
- 18 4. Executive Committee recommend two candidates. P. 4, lines 25-26.

19
20 **NEXT REGULAR MEETING WILL BE HELD TUESDAY,**
21 **SEPTEMBER 2, 2008 at 5:30 P.M., in the Community Room of the**
22 **BriarPatch.**

23
24 Minutes prepared by Mimi Malthan on August 7, 2008.

25
26 **APPROVED BY:**

DATE:

27 (These minutes were approved on September 2, 2008 by the Board of
28 Directors. The official signed copy is on file.)
29

30
31 **ATTACHMENTS:**

- 32 Agenda for BOD meeting August 5, 2008
- 33 Sign In Sheets (2)
- 34 General Manager Report – August 2008
- 35 Finance Report for period ending June 30, 2008:
 - 36 Narrative from Mark Warner
 - 37 Profit and Loss Summary – June 30, 2008
 - 38 Balance Sheet as of June 30, 2008
 - 39 Financial Projection – Whole Store Summary (3 pages)
 - 40 Profit and Loss Summary as of May 31, 2008

- 1 Profit and Loss – Quarterly – Last Half of 2007 (4 pages)
- 2 Balance Sheet as of May 31, 2008
- 3 Graph of 7 Day Avg Cash Balance
- 4 Graph of All Sales Per Week
- 5 Patronage Dividends: A Primer
- 6 Nomination and Election Committee Report from 7-9-08
- 7 Personnel Committee Report from 7-29-08
- 8 Strategic Plan Ad Hoc Committee Report from 7-24-08
- 9 Merchandising Committee Report – July 2008
- 10 Executive Committee Report from 7-29-08

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

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

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28 **Plan “B” is a monthly financial projection based on bringing net income to*
29 *a positive position by the end of the year, and the primary means of doing*
30 *this is to maintain pricing in sync with “cost of goods” changes, and to keep*
31 *a flat “dollar for dollar” accounting on all employee payroll and benefits.*
32 *by Director Jeff Gold*