

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

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4 **MINUTES – FIRST DRAFT**

5  
6 **AUGUST 25, 2009**

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9 **Date: Tuesday, August 25, 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, Rick Sheller, Lew  
14 Sitzer, Peter Van Zant

15  
16 **Directors Absent:** Debbie Plass, Alan Weisberg

17  
18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finance; Stephanie  
19 Mandel-Austin, Marketing/PR.

20  
21 **Others Present:** Please see attached sign-in sheet(s) for others present.  
22  
23

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

25 The regular meeting of the BOD was called to order at 5:33 p.m. by Peter Van Zant, Vice-  
26 President of the Board of Directors.

27  
28 Opening Quotation: Rick Sheller gave a brief quote from George Bernard Shaw. Please  
29 refer to digital recording for full text.  
30

31 **II. Approvals:**

32 **1. Approval of Agenda for 8-25-09:**

33 Changes in Agenda: Item V.3, Governance: 30 Min. in place of 10 min.  
34

35 **MOTION: Mark Fenton moved to approve the Agenda as amended, Jeff Gold**  
36 **seconded and the motion passed unanimously.**

37  
38 **2. Approval of Minutes for 7-28-09:**

39 Change in Minutes: None  
40

41 **MOTION: Lew Sitzer moved to approve the Minutes, Joey Jordan seconded and the**  
42 **motion passed unanimously.**

43  
44 **3. Consent Agenda:** None  
45

1 **III. Public Comment:** None

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3  
4 **IV. General Manager Report:** Please see attached “General Manager Report – August  
5 2009”.

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7 When the General Manager is out of town, the chain of command is as follows:

- 8 1. Operations and Customer Service Manager (Gwen Birk)
- 9 2. Human Resources Manager (Joanne Laracy)
- 10 3. Director of Finance (Mark Warner)

11  
12 It was requested that Chris include in his monthly report a spreadsheet that would show the  
13 membership tallies.

14  
15 For additional details and highlights of this report, please refer to digital recording.

16  
17  
18 **V. Committee Reports & Recommendations:**

19  
20 **1. Finance:** Please see attached “Finance Report for the period ending July 31, 2009”.  
21 Since Alan Weisberg (treasurer) was absent, Chris gave a synopsis of the BriarPatch  
22 finances.

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

24  
25 **2. Board Development:** There was no meeting last month. Jeff Gold presented Board  
26 Development Session Notes which focused on suggestions for improvements to Board  
27 Communications. For details please refer to digital recording.

28  
29 **3. Governance Committee:**

30 **a. Recommendation:** Board review and accept changes to Bylaws to date pending legal  
31 review.

- 32 • Chris gave a brief overview of the major areas of change.
- 33 • Some directors had been unable to review changes in the document because the  
34 notations were not dark enough and did not print clearly.
- 35 • Chris will re-send copies to the BOD.
- 36 • Approval of changes will be planned for next month.

37  
38 Complete details of this issue are available on digital recording.

39  
40 **b. Introduction to Board Policy Manual changes:** Chris reviewed some of the basics of the  
41 rules governing changes in the Policy Manual. Please refer to digital recording.

42  
43 The point was made that the difference between the Bylaws and the Board Policy Manual  
44 is this: The Bylaws make it legal for the BriarPatch to operate as a co-op; the Policy  
45 Manual establishes the details of how to operate the business.

- 1 c. Review Marketing Plan: Chris reviewed some basics of the Marketing Plan, e.g.:
- 2 • The Strategic Plan calls for a marketing plan.
  - 3 • A Marketing Plan is both operational and strategic.
- 4

5 Please refer to digital recording for complete text of this discussion.

6

7

8 **4. Executive Committee:**

9

10 **a. Recommendation:** Approve the Executive Committee Charter:

11 It was agreed to amend the Executive Committee Charter by changing the first sentence  
12 thus: delete “*serve to review the activities of all Board Committees and the General*  
13 *Manager to*”; and change the word “*for*” to “*the*”. The revised first sentence will be:  
14 “The Executive Committee (EC) will plan the Board meeting agenda.”

15

16 **MOTION: Lew Sitzer moved to approve the Executive Committee Charter as**  
17 **amended, Jeff Gold seconded and the motion passed with one nay (Peter Van Zant).**

18

19

20 **5. Purchase Sub-committee – Closed Session**

21

22 The meeting was adjourned at 6:57 p.m. to go into Closed Session.

23

24 **6. Meeting Adjournment:**

25 No decisions were made.

26 Public Session resumed and adjourned at 7:04 p.m.

27

28

29 **DECISIONS SUMMARY:**

- 30 1. Approve Agenda for 8-25-09. P. 1, lines 35-36.
  - 31 2. Approve Minutes for July 2009. P. 1, lines 41-42.
  - 32 3. Approve Executive Committee Charter as amended. P. 3, lines 16-17.
- 33
- 34

35 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 36 1. Chris include membership tallies in monthly report. P. 2, lines 12-13.
  - 37 2. Chris re-send copies of Bylaws to BOD. P. 2, line 35.
- 38
- 39
- 40

41 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, SEPTEMBER 29,**  
42 **2009 at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

43

44 Minutes prepared by Mimi Malthan on August 27, 2009.

45

46

1 **APPROVED BY:**

**DATE:**

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6 **ATTACHMENTS:**

7 Agenda for BOD meeting August 25, 2009

8 Sign In Sheets (2)

9 General Manager Report – August 2009

10 Finance Report for period ending July 31, 2009

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

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

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