

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

3  
4 **MINUTES**

5  
6 **SEPTEMBER 2, 2008**  
7

8  
9 **Date: Tuesday, September 2, 2008, 5:30 p.m.**

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

12 **Directors Present:**

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

16 **Directors Absent:** None  
17

18 **Managers Present:** Paul Harton, General Manager; Chris Maher, Operations;  
19 Mark Warner, Finance; Heather Wright, Human Resources.  
20

21 **Others Present:** Please see attached sign in sheets (2).  
22  
23

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

25 The regular meeting of the BOD was called to order at 5:31 p.m. by Debbie  
26 Plass, President of the Board of Directors.  
27

28 Opening Quotation: Please refer to cassette and/or digital audio recordings.  
29

30 **II. Approval of Agenda for 9-2-08 and Minutes of August 2008:**  
31

32 Approval of Agenda for September 2, 2008:

33 **MOTION: Lew Sitzer moved to approve agenda as written, Peter Van**  
34 **Zant seconded, and the motion passed unanimously.**  
35

36 Approval of Minutes from August 5, 2008:

37 **MOTION: Lew Sitzer moved to approve the minutes as written, Alan**  
38 **Weisberg seconded, and the minutes were approved unanimously.**  
39

40 Malaika Bishop arrived at 5:37 p.m.

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

2 **1. Addition of HR Committee members:**

- 3 a. Juliet Erickson – Communications Consultant  
4 b. Robert Schultz – Employee  
5 c. Rahlene Weeden – Employee  
6

7 **Motion: Lew Sitzer moved to approve the addition of Human Resource**  
8 **Committee members listed above, Peter Van Zant seconded, and the**  
9 **motion passed unanimously.**

10  
11 **IV. Approval of Board Applicants:**

- 12 a. Mark Fenton  
13 b. Marshall Goldberg

14 Marshall Goldberg subsequently withdrew his application for candidacy.  
15

16 **Motion: Joey Jordan moved to approve the addition of Mark Fenton to**  
17 **the Board of Directors, Jeff Gold seconded, and the motion passed**  
18 **unanimously.**

19 Mark Fenton was seated as a Director at 5:40 p.m.  
20

21 **V. Public Comment:** There were no speakers.  
22

23 **VI. General Manager Report:** Please see attached “General Manager Report –  
24 September 2008”.

25 Discussion of the Patronage Refund Schedule produced a variety of ideas. No  
26 decisions were made. A recommended course of action was to ask Paul  
27 Harton to send out post cards to owner/members announcing:

- 28 • The Board is considering the Patronage Refund system.  
29 • More information will be presented at the Annual Owner/Member Party  
30 on October 15, 2008, and also at upcoming Forums (no dates set).  
31 • Look for information in the October/November Newsletter and on the  
32 Web site.

33 Debbie Plass will present a general introduction to the idea of the Patronage  
34 Refund system at the Annual Owner/Member Party.

35 The Board will discuss the topic again at November /or December meetings.  
36

37 **VII. Committee Reports & Recommendations:**

38 Human Resource, #3 on Agenda, was moved to first place due to time  
39 requirements.  
40

1 **3. Human Resource:** Please see attached “Human Resource Committee  
2 Meeting Report, Thursday, August 21, 2008”.

3 Motion to approve recommended Committee members is in Consent Agenda,  
4 page 2, lines 7-9 of this document.

5  
6 **1. Finance:** Please see attached “Finance Committee Meeting Report,  
7 Tuesday, August 19, 2008”.

8  
9 **2. Nominations/Elections:** Please see attached “Nomination/Election  
10 Committee Meeting Report, Wednesday, August 13, 2008, and Attachment A,  
11 Nominations/Elections Committee Recommendations”.

12 **a. Recommendation:** (Attachment A)

13  
14 **Motion:** Lew Sitzer moved to adopt Candidate Screening,  
15 Requirements and Expectations (numbers 1 and 2 on Attachment A),  
16 Alan Weisberg seconded and the motion passed with one abstention  
17 (Mark Fenton).

18  
19 **Motion:** Jeff Gold moved to adopt number 3 on Attachment A: to  
20 delete from the Policy Manual on page 5 the statement “To become a  
21 Director of the BriarPatch Board, candidates must receive at least 25% of  
22 the votes cast in the election.”, and replace with “Those candidates  
23 receiving the highest number of ballot votes will be elected.”. Malaika  
24 Bishop seconded, and the motion passed unanimously. Alan Weisberg  
25 was absent.

26  
27 **3. Human Resource:** See above lines 5-8.

28  
29 **4. Governance Committee:**

30 Please see attached “Recommended Governance Committee Charter”.

31  
32 **Motion:** Lew Sitzer moved to accept the Governance Committee  
33 Charter, Joey Jordan seconded, and the motion passed unanimously.

34  
35 All Board Committees were advised to check their charters regarding Budget.

36  
37 **a. Strategic Planning Report:** Please see attached “Governance & Strategic  
38 Planning Committee Report, Wednesday, August 20, 2008.”

1 Closed Session, number VIII on Agenda, was held at this time, 7:45 p.m.

2  
3 **VIII. Closed Session: Competitor updates**

4 **Motion: Joey Jordan moved to retain Allan Haley for legal counsel for**  
5 **the BriarPatch Board of Directors, Lew Sitzer seconded, and the motion**  
6 **passed unanimously. Mark Fenton was absent.**

7  
8 Closed Session adjourned and the public session resumed at 8:00 p.m.

9  
10 **5. Merchandising Committee:** Please see attached “Merchandizing  
11 Committee Meeting Report, Wednesday, August 20, 2008”.

12  
13 **6. Owners Committee:**

14 **a. Recommendation:** Redraft Committee Charter. Please see attached  
15 “Owners Committee Meeting Report, Tuesday, August 19, 2008”.

16  
17 **7. Executive Committee:** Please see attached “Executive Committee  
18 Meeting Report, Monday, August 25, 2008”.

19 Motion to approve recommended Board member Mark Fenton is in Consent  
20 Agenda, page 2, lines 16-18.

21 The Board decided to stay with eight Directors.

22 **a. Recommendation:** (Attachment B) Tabled

23  
24  
25 **VIII. Closed Session: Competitor Updates** Please see above lines 1-8.

26  
27 **IX. Meeting Adjournment:**

28 Meeting adjourned at 8:35 p.m.

29  
30 **DECISIONS SUMMARY:**

- 31 **1.** Approval of Agenda and Minutes. P. 1, lines 30-38.  
32 **2.** Approve additions to Human Resource Committee. P. 2, lines 7-9.  
33 **3.** Approve addition of Mark Fenton to Board. P. 2, lines 16-18.  
34 **4.** Adopt Candidate Screening, Requirements and Expectations. P. 3,  
35 lines 15-18.  
36 **5. Policy Manual Change:** Delete 25% statement and replace. P. 3,  
37 lines 20-26.  
38 **6.** Accept Governance Committee Charter. P. 3, lines 33-34.  
39 **7.** Retain Allan Haley for legal counsel. P. 4, lines 4-6.  
40 **8.** The Board will stay with eight Directors. P. 4, line 21.

1 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 2 1. P. Harton send out post cards with information. P. 2, lines 26-32.
- 3 2. D. Plass introduce Patronage Refund idea. P. 2, lines 33-34.
- 4 3. BOD discuss Patronage Refund in Nov./ Dec. P. 2, line 35.
- 5 4. Board Committees check charter Budgets. P. 3, line 36.

6  
7 **NEXT REGULAR MEETING WILL BE HELD TUESDAY,**  
8 **OCTOBER 7, 2008 at 5:30 P.M., in the Community Room of the**  
9 **BriarPatch.**

10  
11 Minutes prepared by Mimi Malthan on September 3, 2008.

12  
13 **APPROVED BY:** **DATE:**  
14 (These minutes were approved on October 7, 2008 by the Board of  
15 Directors. The official signed copy is on file.)

16  
17 **ATTACHMENTS:**

- 18 Agenda for BOD meeting September 2, 2008
- 19 Sign In Sheets (2)
- 20 General Manager Report – September 2008
- 21 Human Resource Committee Meeting Report from 8-21-08
- 22 Finance Committee Meeting Report, 8-19-08
- 23 Nomination/Election Committee Meeting Report, 8-13-08
- 24 Governance & Strategic Planning Committee Meeting Report, 8-20-08
- 25 Recommended Governance Committee Charter
- 26 Merchandising Committee Meeting Report, 8-20-08
- 27 Owners Committee Meeting Report, 8-19-08
- 28 Executive Committee Meeting Report, 8-25-08

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

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