

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

3
4 **MINUTES**

5
6 **SEPTEMBER 29, 2009**
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9 **Date: Tuesday, September 29, 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, Joey Jordan, Debbie Plass, Lew Sitzer,
14 Alan Weisberg, Peter Van Zant
15

16 **Directors Absent:** Jeff Gold, Rick Sheller
17

18 **Managers Present:** Chris Maher, General Manager; Mark Warner, Finance; Stephanie
19 Mandel-Austin, Marketing/PR; Joanne Laracy, HR; Gwen Birk, Operations and Customer
20 Service.
21

22 **Others Present:** Please see attached sign-in sheet(s) for others present.
23
24

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

26 The regular meeting of the BOD was called to order at 5:31 p.m. by Debbie Plass,
27 President of the Board of Directors.
28

29 **Announcement:** Congratulations to Malaika Bishop for successfully entering, finishing
30 and placing in a recent running marathon at Scott's Flat Lake.
31

32 Opening Quotation: Alan Weisberg read a poem from the Garden Club of America as
33 published in The New Yorker. Poem is attached herewith.
34

35 **II. Approvals:**

36 **1. Approval of Agenda for 9-29-09:**
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38 **2. Approval of Minutes for 8-25-09:**
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40 **3. Approval of Consent Agenda:**

41 **a. Executive Committee Minutes**
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43 **MOTION: Joey Jordan moved to approve the Agenda, Minutes and Consent**
44 **Agenda, Mark Fenton seconded and the motion passed unanimously.**
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1 **III. Public Comment:** None

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

6 No major events, no crises, nothing unusual for September.

7 For details of this report, please refer to digital recording.
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10 **V. Committee Reports & Recommendations:**

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12 **1. Finance:** Please see attached “Finance Report for the period ending August 31, 2009”.

13
14 The Finance Committee will develop a preliminary budget and present it for approval at the
15 December Board meeting.

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17 Complete text of financial discussion may be accessed on digital recording.
18

19 **2. Board Development:**

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21 **a. Annual Ownership Meeting (Oct. 28, 2009)**

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23 Joey Jordan plans to use a Halloween theme for the Annual Owner/Member meeting. It
24 will be like a “trick or treat” for adults. The meeting is scheduled to take place at the
25 Rough & Ready Grange Hall. Debbie Plass asked for an Agenda for the meeting.
26

27 **b. Recommendation:** Board adopt Board Development Calendar

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29 **MOTION: Joey Jordan moved to adopt the BriarPatch Board Calendar for 2009-**
30 **2010 with changes as recommended, Lew Sitzer seconded and the motion passed**
31 **unanimously.**
32

33 **c. Recommendation:** Board adopt Board Development Committee Charter

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35 A motion was made by Joey Jordan and seconded by Lew Sitzer to adopt the Board
36 Development Committee Charter, but said motion was subsequently withdrawn due to a
37 large number of changes recommended. It was decided to send the Board Development
38 Committee Charter back to the Board Development Committee for further work, with Peter
39 Van Zant to be involved. Malaika Bishop was asked to email a copy of the amended
40 Charter to Directors as soon as possible.
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42 In order to fill possible Board vacancies, it was requested that each Director submit two
43 names of potential candidates at the October Board meeting.
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1 **3. Governance Committee:**

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3 **a. Policy and Bylaw Recommendations**

- 4 • After extensive discussion of recommended Bylaw changes, during which
5 Peter Van Zant explained in detail the changes recommended, it was agreed that the
6 Governance Committee would work on the Bylaws and present them again at the
7 next BOD meeting.
8 • It was agreed that legal consultation was needed to finalize the Bylaws.
9 • Joey Jordan recommended having a special pre-meeting for owner/members
10 to ask questions about the Bylaws.

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

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15 **4. Closed Session: Personnel Topic**

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17 The meeting was adjourned at 7:43 p.m. to go into Closed Session.

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19 **ACTION: The BOD unanimously approved the GM compensation package as**
20 **discussed. Motion made by Lew Sitzler and seconded by Malaika Bishop.**

21
22 Lew Sitzler resigned his position as Director for personal reasons, and Debbie Plass
23 accepted his letter of resignation. The BOD extended thanks and appreciation for all his
24 service and wished the best for him and Eddy.

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26 **5. Meeting Adjournment:**

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28 Public Session resumed and adjourned at 8:40 p.m.

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31 **DECISIONS SUMMARY:**

- 32 1. Approve Agenda for 9-29-09. P. 1, lines 34-43.
33 2. Approve Minutes for August 2009. P. 1, lines 34-43.
34 3. Approve Consent Agenda. P. 1, lines 34-43.
35 4. Adopt Board Development Calendar. P. 2, lines 29-31.
36 5. Approve GM compensation package. P. 3, lines 19-20.

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39 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 40 1. Peter Van Zant to help with Board Dev. Comm. Charter. P. 2, lines 37-39.
41 2. Malaika Bishop email copy of amended Charter to BOD. P. 2, lines 39-40.
42 3. Directors each submit 2 names of potential candidates. P. 2, lines 42-43.

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45 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, OCTOBER 27, 2009**
46 **at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

1 Minutes prepared by Mimi Malthan on September 30, 2009.

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4 **APPROVED BY:**

DATE:

5 (These minutes were approved by the Board of Directors on October 27, 2009. The
6 official signed copy is on file.)

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12 **ATTACHMENTS:**

13 Agenda for BOD meeting September 29, 2009

14 Sign In Sheets (2)

15 General Manager Report – September 2009

16 Finance Report for period ending August 31, 2009

17 Speech to Garden Club of America

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

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

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