

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

3
4 **MINUTES**

5
6 **NOVEMBER 11, 2008**
7

8
9 **Date: Tuesday, November 11, 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, Debbie Plass, Lew
14 Sitzer, Peter Van Zant, Alan Weisberg
15

16 **Directors Absent:** Joey Jordan
17

18 **Managers Present:** Paul Harton, General Manager; Chris Maher, Operations;
19 Mark Warner, Finance; Heather Wright, Human Resources; Stephanie
20 Mandel-Austin, Marketing/PR.
21

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

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

25 The regular meeting of the BOD was called to order at 5:40 p.m. by Debbie
26 Plass, President of the Board of Directors.
27

28 Opening Quotation: None
29

30 **II. Approval of Agenda for 11-11-08 and Minutes of October 2008:**
31

32 Approval of Agenda for November 11, 2008:

33 Two changes were made: Under II, Approval of Minutes, change September
34 to October, 2008; and under IV, General Manager's Report, change 10
35 minutes to 15 minutes.

36 **MOTION: Peter Van Zant moved to approve agenda as amended, Jeff**
37 **Gold seconded, and the motion passed unanimously.**
38
39
40

1 Approval of Minutes from October 7, 2008:

2 **MOTION: Lew Sitzer moved to approve the minutes as written, Peter**
3 **Van Zant seconded, and the minutes were approved unanimously.**

4
5 **III. Public Comment:** 3 people spoke: Susan Snider, Mike Pasner and Antar
6 Heera. Please refer to cassette and/or digital recordings for full context of
7 speeches.

8
9 **IV. General Manager Report:** Please see attached “General Manager Report –
10 November 2008”, and two special Drafts. Please refer to cassette and/or
11 digital recordings for highlights and updates presented by Paul Harton.
12 **Paul Harton** announced that the Newsletter would be increased from 24 to 32
13 pages to accommodate a request for special advertising.

14
15 **V. Committee Reports & Recommendations:**

16
17 **1. Finance:** Please see attached “Finance Report for the Period Ending
18 September 30, 2008” and “Finance Committee Meeting Report, Tuesday,
19 October 28, 2008”. Please refer to cassette and/or digital recordings for
20 highlights and updates presented by Alan Weisberg and Mark Warner.

21
22 **a. Recommendation:** That we enter into an engagement with Gilbert and
23 Associates for a review for 2008 and an audit for 2009.

24 **Motion: Alan Weisberg moved that the BriarPatch enter into an**
25 **engagement with Gilbert and Associates for a review for 2008 and an**
26 **audit for 2009. Malaika Bishop seconded and the motion passed**
27 **unanimously.**

28
29 **b. Recommendation:** That the Finance Committee form a sub-committee to
30 work on audit related matters. **This recommendation was tabled and sent**
31 **back to the Finance Committee.**

32
33 Mark Warner offered to lead a two-hour financial training session for the
34 Board during the week after Thanksgiving.

35
36 **2. Human Resource:** Please see attached “HR Committee Meeting Report,
37 Tuesday, October 14, 2008” and “HR Committee Recommendation”.

38
39 Mark Warner left at 6:50 p.m.

40

1 a. Recommendation: The Board take no action in regard to the employment
2 relationship status.

3 **MOTION: Peter Van Zant moved that the Board keep the Personnel**
4 **Policies as they are written, Jeff Gold seconded and the motion passed**
5 **with one abstention (Malaika Bishop).**

6
7 The Board took a break at 6:55 p.m. and reconvened at 7:10 p.m.

8
9 **3. Executive Committee:** Please see attached “Executive Committee
10 Meeting Report for Tuesday, October 28, 2008”.

11 a. Recommendation: One officer of the Board be responsible within their job
12 description to assist the Co-op with processing the liquor license.

13 **Motion: Lew Sitzer moved that the Chairperson of the Board assist the**
14 **Co-op with processing the liquor license, Mark Fenton seconded and the**
15 **motion passed unanimously.**

16
17 b. Patronage Refund: Selection Matrix of Options

18 After a lengthy discussion of various options, the Board agreed to:

- 19 • Continue the program of offering information about the Patronage
20 Refund to the owner/members;
- 21 • At the December Board meeting, a discussion will take place regarding
22 the Patronage Refund System;
- 23 • At the January Board meeting, a vote will be taken on this topic.

24
25 Please refer to the audio recordings of the meeting for the full text of the
26 Patronage Refund discussion.

27
28 **4. Merchandising Committee:** Please see attached “Merchandising
29 Committee Meeting Report, Wednesday, October 15, 2008.”

30
31 **5. Owners Committee:** Owner-member meeting: Joey Jordan, Chairperson
32 of the Owners Committee, was absent. Debbie Plass reported that the owner-
33 member meeting on October 15, 2008 at the Center for the Arts was very
34 successful. Please refer to the audio recordings of the meeting for the full text
35 of the report.

36
37 **VI. Review Outcome of Retreat:** Peter Van Zant reported that the Retreat was a
38 great session. Jeff Gold reported that Janet Cohen will put together a draft of
39 the objectives and goals for the Board, and it will come back to the Strategic
40 Planning Committee in December or January.

1 The public session of the meeting adjourned at 8:13 p.m. to go into Closed
2 Session.

3

4 **VII. Closed Session: Personnel Issue**

5

6 Closed Session adjourned and the public session resumed at 8:55 p.m.

7

8 **VIII. Meeting Adjournment:**

9 Meeting adjourned at 9:00 p.m.

10

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12 **DECISIONS SUMMARY:**

- 13 1. Approval of Agenda and Minutes. P. 1, lines 30-37 and P.2, lines 1-3.
- 14 2. Engage Gilbert and Associates for review and audit. P. 2, lines 24-27.
- 15 3. Sub-Committee to work on audit – tabled. P. 2, lines 29-31.
- 16 4. Keep Personnel Policy as it is written. P. 3, lines 3-5.
- 17 5. Chairperson of Board assist with liquor license. P. 3, lines 13-15.

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19

20 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 21 1. Mark Warner lead financial training. P. 2, lines 33-34.
- 22 2. Board agreements regarding Patronage Refund. P. 3, lines 18-23.
- 23 3. Janet Cohen prepare draft of retreat. P. 3, lines 38-40.

24

25

26 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, December**
27 **2, 2008 at 5:30 P.M., in the Community Room of the BriarPatch.**

28

29 Minutes prepared by Mimi Malthan on November 12, 2008.

30

31 **APPROVED BY:**

DATE:

32 (These minutes were approved by the Board of Directors on December 8,
33 2008. The official signed copy is on file.)

34

35 **ATTACHMENTS:**

36 Agenda for BOD meeting November 11, 2008

37 Sign In Sheets (2)

38 General Manager Report – November 2008

39 Draft of Worst Case Scenario Contingency Plan 2009

40 Draft of 2009 Discounts for BriarPatch Owner/Members

- 1 Finance Report for the Period Ending September 30, 2008
- 2 Finance Committee Meeting Report, 10-28-08
- 3 Human Resource Committee Meeting Report, 10-14-08
- 4 HR Committee Recommendation
- 5 Executive Committee Meeting Report, 10-28-08
- 6 Merchandising Committee Meeting Report, 10-15-08

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

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