

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

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4 **MINUTES – FIRST DRAFT**

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6 **NOVEMBER 24, 2009**  
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9 **Date: Tuesday, November 24, 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, Debbie Plass, Rick  
14 Sheller, Alan Weisberg, Peter Van Zant  
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16 **Directors Absent:** None  
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18 **Managers Present:** Chris Maher, General Manager; Joanne Laracy, HR; Gwen Birk,  
19 Operations and Customer Service.  
20

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

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

24 The regular meeting of the BOD was called to order at 5:30 p.m. by Debbie Plass,  
25 President of the Board of Directors.  
26

27 **Opening Quotation:** Debbie Plass read excerpts from the book “Synchronicity – the Inner  
28 Path of Leadership” by Joseph Jaworski (see Attachment). For details of this presentation,  
29 please refer to digital recording.  
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32 **II. Approvals:**

33 **1. Approval of Agenda for 11-24-09:**

34 Change: None  
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36 **2. Approval of Minutes for 10-27-09:**

37 Change: None  
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39 **3. Approval of Consent Agenda:**

40 **a. Executive Committee Report**  
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42 **MOTION: Alan Weisberg moved to approve the Agenda, Minutes and Consent**  
43 **Agenda, Peter Van Zant seconded and the motion passed unanimously.**  
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1 **III. Public Comment:** None

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

5 The new Produce Manager, David Benson, starts work on December 7, 2009.

6 The following requests were made:

- 7 • In the Snapshot, add a line showing a projection of sales for the whole month.
- 8 • It was suggested that the Finance Committee discuss what numbers are to be shown  
9 in the Snapshot.
- 10 • In the HR Metrics, show voluntary and involuntary separations.
- 11 • In HR Metrics, show the percentage of annual staff performance evaluations that  
12 have been completed on time.
- 13 • In the HR Metrics, show a breakdown of the active employees (full or part time).

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15 For further details of this report, please refer to digital recording.

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

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

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22 **a. Board Draft Budget:** A preliminary budget proposal for 2010 will be presented on  
23 December 15, 2009. It will be presented to the full Board in January 2010.

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25 **Patronage Refund:** Because of the tax implications, it will always be after the books are  
26 closed for March or April before a proposal can be presented for the Patronage Refund.  
27 More information will be given out about the Patronage Refund in order to answer  
28 questions or allay any anxieties of the owner/members.

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

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33 **2. Governance:**

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35 **a. Motion to Approve Policy Revisions:** Several Directors asked for more time to  
36 review the revisions. It was decided that any suggestions for further changes should be  
37 emailed by December 15, 2009 to Chris Maher, General Manager.

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39 • Chris will incorporate the changes into the Policy Manual and send copies to the  
40 BOD, at least a week in advance of BOD meeting on January 26, 2010.

41 • Alan Weisberg volunteered to review the job description for treasurer and give  
42 Chris the changes.

43 • Alan Weisberg volunteered to change the language of Closed Session to make it  
44 more flexible.

45 • Alan Weisberg volunteered to go through the Policy Manual and make the language  
46 more professional. Joey Jordan volunteered to help him.

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**3. Board Development:**

a. CDS Engagement for 2010:

**MOTION: Joey Jordan moved that the BOD enter into an agreement with CDS to enroll in the CBLD program for 2010 to include a board training session in the first quarter and ongoing phone/email consultation at a cost of \$5,350.00. Peter Van Zant seconded and the motion passed unanimously.**

It was decided to ask Jamie Howell to send out requests to the BOD in order to determine which date in February would be best for the board training session.

Regarding the BOD vacancy created by the resignation of Lew Sitzer, it was agreed that the vacancy should be filled.

**MOTION: Joey Jordan moved to fill the board vacancy, Mark Fenton seconded and the motion passed unanimously.**

Regarding the Board Candidate Packet, please email any comments or suggestions to Jeff Gold.

b. Board Recruitment Updates: Closed Session

c. Exit Interviews: Closed Session

**Public Session** adjourned at 7:24 p.m. to go into Closed Session.

**4. Closed Session: Board Recruitment**

**Action: During Open Session a MOTION was made, seconded and passed unanimously to appoint Louise Jones to fill the vacancy left by Lew Sitzer's resignation.**

**5. Meeting Adjournment:** Public Session resumed and adjourned at 7:45 p.m.

**DECISIONS SUMMARY:**

- 1. Approval of Agenda, Minutes and Consent Agenda. P. 1, lines 42-43.
- 2. BOD to enroll in CBLD program for 2010. P. 3, lines 5-8.
- 3. BOD will fill the vacancy left by Lew Sitzer. P. 3, lines 16-17.
- 4. BOD appointed Louise Jones to fill vacancy. P. 3, lines 29-31.

**SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 1. Snapshot to show projection of sales for whole month. P. 2, line 7.
- 2. Finance Committee discuss numbers to be shown in Snapshot. P. 2, lines 8-9.
- 3. In HR Metrics, show voluntary and involuntary separations. P. 2, line 10.
- 4. Show percentage of annual staff evaluations completed on time. P. 2, lines 11-12.

- 1 5. In HR Metrics, show breakdown (full or part time) of active employees. P. 2, line
- 2 13.
- 3 6. Give out more information about Patronage Refund. P. 2, lines 27-28.
- 4 7. Chris incorporate changes into Policy Manual and send copies to BOD. P. 2,
- 5 lines 39-40.
- 6 8. Alan Weisberg review job description for treasurer and give to Chris. P. 2, lines
- 7 41-42.
- 8 9. Alan Weisberg change language of Closed Session. P. 2, lines 43-44.
- 9 10. Alan Weisberg review language in Policy Manual. P. 2, lines 45-46.
- 10 11. Joey Jordan assist with Policy Manual language review. P. 2, line 46.
- 11 12. Ask Jamie Howell to send out requests for date in February for Board training
- 12 session. P. 3, lines 10-11.
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17 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, JANUARY 26, 2010**  
18 **at 5:30 – 7:00 P.M., in the Community Room of the BriarPatch.**

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21 Minutes prepared by Mimi Malthan on November 26, 2009.

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24 **APPROVED BY:**

**DATE:**

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28 **ATTACHMENTS:**

- 29 Agenda for BOD meeting November 24, 2009
- 30 Sign In Sheets (2)
- 31 Flyer regarding the book “Synchronicity”
- 32 General Manager Report – November 2009
- 33 Finance Report for period ending October 31, 2009
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38 The **ATTACHMENTS** are fastened to the Minutes Draft and posted on the bulletin  
39 board, lower left hand corner. (The bulletin board is near Customer Service, in the front  
40 of the store.)

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