

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

3  
4 **MINUTES – FIRST DRAFT**

5  
6 **DECEMBER 8, 2008**  
7

8  
9 **Date: Monday, December 8, 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; 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 5:30 p.m. by Debbie  
26 Plass, President of the Board of Directors.

27  
28 Opening Quotation: Quotation was used as a closing; see P. 4. Lines 29-31.  
29

30 **II. Approval of Agenda for 12-8-08 and Minutes of November 2008:**

31 Approval of Agenda for December 8, 2008:

32 Changes: Under II (Approval of Minutes) change October to November; and  
33 under V.3.a., change the word “limits” to “lengths”.

34 **MOTION: Peter Van Zant moved to approve agenda as amended, Joey**  
35 **Jordan seconded, and the motion passed unanimously.**  
36

37 Approval of Minutes from November 11, 2008:

38 *\*Approval of Minutes was inadvertently passed over at this time and inserted*  
39 *after Public Comment, see Page 2, lines 7-12.*  
40

1 **III. Public Comment:** A letter from Michael Brackney was read by Debbie  
2 Plass; Marshall Goldberg submitted his comments in writing (attached) and  
3 read them aloud; and, a letter from Louise Jones (attached) was read by Lew  
4 Sitzer. Please refer to cassette and/or digital recordings for full context of  
5 comments.

6  
7 \*Approval of Minutes from November 11, 2008: (See P. 1, lines 37-39.)

8 Change: On Page 3, lines 21-22, the sentence is changed to read: “At the  
9 December Board meeting, a discussion will take place regarding the  
10 patronage refund system”.

11 **MOTION: Joey Jordan moved to approve the minutes as amended, Lew**  
12 **Sitzer seconded, and the minutes were approved unanimously.**

13  
14 **IV. General Manager Report:** Please see attached “General Manager Report –  
15 November 2008”, together with NCGA final audit report. Please refer to  
16 cassette and/or digital recordings for highlights and updates presented by Paul  
17 Harton.

18 The BOD expressed appreciation for all the detail and coverage provided by  
19 Paul Harton.

20  
21 **V. Committee Reports & Recommendations:**

22  
23 **1. Finance:** Please see attached “Finance Committee Meeting Report,  
24 Tuesday, November 18, 2008”. Please refer to cassette and/or digital  
25 recordings for highlights and updates by Alan Weisberg and Mark Warner.  
26 Mark Warner distributed two graphs (attached) of comparative member  
27 discounts.

28  
29 The D & O Insurance report (#6, Executive Committee item a.) was discussed  
30 at this time. It was decided that no change would be made in the current D &  
31 O Insurance Policy, and the topic will be revisited next September. Please  
32 refer to cassette and/or digital recordings for full context of this discussion.

33  
34 **2. Merchandising Committee:** Please see attached “Merchandising  
35 Committee Meeting Report, Wednesday, November 19, 2008.”

36  
37 **3. Nominations and Elections Committee:** Please see attached  
38 “Nominations & Elections Committee Meeting Report, Wednesday,  
39 November 19, 2008”.

1           **a. Recommendation:** Develop a plan to increase Directors’ term lengths by  
2 a vote of owner-members.

3  
4 Please see attached “BriarPatch Co-op Board of Directors term extensions  
5 timetable” and “Term of BriarPatch Board Members”.

6  
7 **Motion:** Peter Van Zant moved to accept the recommendation to  
8 increase Directors’ term lengths to 3 years (will be placed on May election  
9 ballot for owner-members vote), Lew Sitzer seconded and the motion  
10 passed unanimously.

11  
12           **b. Recommendation:** Develop a process for Board candidate vetting by  
13 February 2009.

14 Lew Sitzer will research this topic and present a proposal to the BOD.

15  
16 **Motion:** Alan Weisberg moved to develop a process for Board candidate  
17 vetting by February 2009, Malaika Bishop seconded and the motion  
18 passed unanimously.

19  
20 **4. Break**

21           The Board took a break at 7:00 p.m. and reconvened at 7:14 p.m.

22  
23 **5. Governance and Strategic Planning Committee:** Please see attached  
24 “Governance & Strategic Planning Committee Meeting Report, Monday,  
25 November 17, 2008” together with “Strategic Plan Schedule”.

26  
27           **a. Board By-Law & Policy Revisions:**

28 **Motion:** Joey Jordan moved to accept the proposed time frame for both  
29 the By-Law and Policy revision and for the Strategic Plan Schedule,  
30 Malaika Bishop seconded and the motion passed unanimously.

31  
32           **b. Strategic Plan Report:** Jeff Gold asked for 20-30 minutes to discuss the  
33 Strategic Plan Schedule (attached) at the next Board meeting.

34  
35 **6. Executive Committee:** Please see attached “Executive Committee  
36 Meeting Report for Tuesday, November 25, 2008”.

37 **Notes:**

- 38           • The Confidentiality Agreement will be rewritten for clarity. The  
39 Agreement should define clearly what is confidential. Debbie Plass  
40 will work with Jamie and Mark on this task.

- 1 • Regarding the BOD meeting time, it was decided to stay with the
- 2 first Tuesday of the month until June, 2009.
- 3 • Anything sent to Jamieh needs to be sent to Stephanie also.
- 4 • Please notify Jamieh in advance when a committee meeting time is
- 5 changed.

6  
7  
8 a. Recommendation: D & O Insurance report: See P. 2, lines 29-31.

9  
10 b. Recommendation: Patronage Refund (see attached proposal).

11 It was agreed to amend the Recommended Annual Discount Program

12 (attached) as follows:

13 (1) Omit item #3: “Reduce the Board of Directors’ discount to the 10%

14 volunteer level.”

15 (2) In item #4, the last subtitle “Investigate the financial impact of low income

16 discount within the first three months of 2009” shall be revised to say:

17 “Develop a low income discount program by the end of the first quarter of

18 2009.”

19 (3) In item #5: Omit the words “may select” at the end of line 2, and insert

20 the words “will amendize”.

21 Also, add this sentence to item #5: The BOD will prioritize the allocation of

22 funds and assign a high priority to returning a portion of the member sales

23 profit for the annual member discount.

24  
25 **Motion: Peter Van Zant moved to accept the Annual Discount Program,**

26 **amended as noted above in these minutes (P. 4, lines 10-23), Jeff Gold**

27 **seconded and the motion passed unanimously.**

28  
29 **Closing Statement:**

30 Jeff Gold read “The Art of Possibilities”. Please refer to audio recordings for

31 full context of this reading.

32  
33 **Meeting Adjournment:**

34 Meeting adjourned at 8:40 p.m.

35  
36 **DECISIONS SUMMARY:**

37 1. Approval of Agenda and Minutes. P.1, lines 31-35 and P.2, lines 7-12.

38 2. Accept term length change for Directors. P. 3, lines 7-10.

39 3. Develop BOD vetting process. P. 3, lines 16-18.

- 1 4. Accept time frames for By-Law revisions and Strategic Plan. P. 3,  
2 lines 27-30.
- 3 5. Accept Annual Discount Program. P. 4, lines 10-27.

4  
5 **SUMMARY OF ASSIGNMENTS/COMMITMENTS:**

- 6 1. Lew Sitzer research & propose Board candidate vetting. P. 3, line 14.
- 7 2. Debbie Plass rewrite confidentiality agreement. P. 3, lines 38-40.

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10 **NEXT REGULAR MEETING WILL BE HELD TUESDAY, January 6,**  
11 **2009 at 5:30 P.M., in the Community Room of the BriarPatch.**

12  
13 Minutes prepared by Mimi Malthan on December 18, 2008.

14  
15 **APPROVED BY:** **DATE:**

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18  
19 **ATTACHMENTS:**

- 20 Agenda for BOD meeting December 8, 2008
- 21 Sign In Sheets (2)
- 22 Annual Discount Program response from Marshall Goldberg
- 23 Letter of comments from Louise Jones
- 24 General Manager Report – November 2008
- 25 Member Discounts Graphs (2)
- 26 Finance Committee Meeting Report, 11-18-08
- 27 Merchandising Committee Meeting Report, 11-19-08
- 28 Nominations & Elections Committee Meeting Report, 11-19-08
- 29 Term of BriarPatch Board Members
- 30 Board of Directors term extensions timetable
- 31 Governance & Strategic Planning Committee Meeting Report, 11-17-08
- 32 Strategic Plan Schedule, 12-1-08
- 33 Executive Committee Meeting Report, 11-25-08
- 34 BP BOD Recommended Annual Discount Program

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36 ~~~~~

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

4  
5 This meeting and all Board meetings are recorded both digitally and on  
6 cassettes. If anyone is interested in listening, please ask Debbie or Mimi for  
7 details.