

1                                    **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**  
2                                    **Board of Directors Regular Meeting**  
3                                    **MINUTES March 27<sup>th</sup>, 2018**

4  
5 **Please refer to Digital Recording for additional details of this meeting.**

6  
7 **Directors Present:** Kwong Chew, Richard Drace, Kali Feiereisel, Mark Fenton, Alana Lucia,  
8 Lew Sitzer, Katie Turner, Alan Weisberg

9  
10 **Absent:** Jonathan Collier

11  
12 **Managers & Guests Present:** Kat Bass, Julie Betteridge, Gwen Birk, Margaret Campbell,  
13 Andrea Echegaray, Chris Maher, Brett Torgrimson

14  
15 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at 6:00p.m.

16            Alana Lucia presented this month’s opening quote(s) in Jonathan Collier’s absence:

17  
18            “Only if we understand, will we care. Only if we care, will we help. Only if we help shall we  
19 be saved.” – Jane Goodall

20  
21  
22 **2.0 Owner Forum: Public Comment/Communications to the Board:**

23  
24 **3.0 Reminders and Check-in:**

25  
26            April: BOD Candidate Campaign (4/1/18-5/15/18); 2018 CCCD – San Diego (4/27/18-  
27 4/29/18); Candidate Forum (4/21/18/); Annual Report to BOD Members; Confirm  
28 Patronage Dividends

29  
30            May: BOD Candidate Campaign (Apr. 1 – May 15); BOD Retreat with Mark Goehring of  
31 CDS (TBD); BOD Election (May 1-15); OEC Election Tabling Event (TBD); Giving of BOD  
32 Binders; Exiting Directors Thank Yous; Confirm Officers; 2018 CCMA – Portland, OR (May  
33 31 – Jun. 2)

34  
35            June: 2018 CCMA - Portland, OR (May 31-Jun. 2); Tasting Booth at NC Farmers’ Market  
36 (every other Saturday for 10 weeks); BOD Committees to Review Charters;  
37 New BOD Member Orientation - Policy Governance (TBD); Exiting Directors Interviews;  
38 Confidentiality Agreement & Code of Conduct – All BOD Members Sign

39  
40            Board Retreat – Richard would like to have a date set by May.

41  
42 **4.0 Consent Agenda:**

- 43  
44            1. Approve March Agenda  
45            2. Approve February Minutes

46  
47 **MOTION:** Alana Lucia moved to approve the 2018-03-27 Consent agenda items, Lew  
48 Sitzer seconded, and the motion passed unanimously. Katie Turner and Kali  
49 Feiereisel abstained due to being absent from the March Board meeting.

1 **5.0 Board Business:**  
2

3 **5.1 Board Election Update:** Andrea Echegaray provided the most recent update on the  
4 2018 Board Election from the Board Elections Team. The record date was set as of March  
5 16<sup>th</sup>, and the Notice of Election, a requirement stated in the BriarPatch bylaws, was sent out  
6 to Owners via email and postcard on March 26<sup>th</sup>. Notice of election was sent to 8,000  
7 owners in total.  
8

9 The next communication to owners will take place at the end of April. Owners who have  
10 provided their email addresses will receive an email with their login information and a direct  
11 link to the ballot. All other owners will receive a letter by mail with their login and password  
12 information to access the ballot via smart device, computer, or voting kiosk in the store.  
13

14 Board Candidate Forum - The Board Candidate Forum is scheduled for Saturday, April 21<sup>st</sup>  
15 at 11am in the BriarPatch Community room. Owners are invited to come meet the  
16 candidates. The forum will be conducted in a panel format, and the length and logistics of  
17 the forum will be determined at the April Board Development Committee meeting. Further  
18 communication to follow.  
19

20 **5.2 Board Candidate Orientation Debrief:** The Board Candidate Orientation, hosted by  
21 the Board Development Committee took place on March 8<sup>th</sup> from 5-6pm in the BriarPatch  
22 Community room. A summary of this event, including highlights was provided to the Board.  
23 Four of the six candidates attended, as the incumbent candidates were not required to  
24 attend due their current service on the BriarPatch Board.  
25

26 **5.3 Upcoming Annual Report (article due):** April 20<sup>th</sup> is the deadline for the annual report  
27 article to go to print. Margaret asked that the Board's article be sent to her no later than  
28 April 10<sup>th</sup>.  
29

30 Richard asked the Board if they would like to delegate the Board article for the Annual  
31 Report to him. If so, he requested to receive input from the Board for the topic of the article.  
32 The Owner Engagement Committee provided their input for the topic via their committee  
33 report. A motion of delegation was requested.  
34

35 **MOTION: Katie Turner moved to delegate the annual report to the Board Chair, Alana**  
36 **Lucia seconded and the motion passed unanimously. Katie Turner and Kali**  
37 **Feiereisel abstained due to being absent from the last Board meeting.**  
38

39 **5.4 Ends Report Preparation:** Richard asked each Director to reflect on the  
40 accomplishments of their assigned End when reading the 2017 Ends Report. The Board  
41 will have the time between the April Board packet being sent out and the Board meeting to  
42 review the Ends Report and bring their feedback to the April meeting.  
43

44 Questions that Chris asked the Board to think about when it comes to their assigned Ends:  
45 What stood out?  
46 What surprised you?  
47 What thoughts did it stimulate?  
48

49 The assigned Ends were as follows -

- 1        END #1: MARK FENTON
- 2        END #2: KWONG CHEW
- 3        END #3: ALANA LUCIA & JONATHAN COLLIER
- 4        END #4: KATIE TURNER
- 5        END #5: ALAN WEISBERG
- 6        END #6: KALI FEIEREISEL

7        LEW SITZER:  
8        Evaluate our progress on the goal of “Everyone Welcome.”

9

10       **5.5 Board Performance Monitoring Surveys: C-3 & C-5**

11       C-5 – The comments on C-5 were interesting. Multiple Directors stated they were not  
12       comfortable stating “Always” due to the ambiguity of the statement applying to all Directors,  
13       and not Directors as individuals. A great way to address this is ambiguity is for Directors to  
14       ask Chris for clarification. C-5.3 was highlighted as an example as it states, “Directors do  
15       not attempt to exercise individual authority over the organization...”.

16

17       The Board Performance monitoring process should be synonymous to the monitoring  
18       reports that the GM completes.

19

20       The Board would like to establish a threshold of compliance for these performance  
21       monitoring surveys in relation to the scoring. Chris will bring this to CDS (Cooperative  
22       Development Solutions) Consultant; Mark Goehring for further discussion on their April call.

23

24       **MOTION: Lew Sitzer moved to approve the Board Performance Monitoring Surveys as**  
25       **showing that the Board is in compliance with policies C-3 & C-5, Katie Turner**  
26       **seconded and the motion passed unanimously.**

27

28       **6.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

29

30       **6.1 Owner Engagement Committee Report (March):** The Owner Engagement  
31       Committee agendas have been packed full and the committee is working to stay on  
32       agenda.

33

34       Discussion took place on the tabling outreach event on April 28<sup>th</sup> for the Board election  
35       promotion. Lew wanted to make sure that there isn’t an overlapping of the Owner  
36       Engagement Committee and the Board Development Committee roles with respect to the  
37       Board election and its coinciding events.

38

39       **6.2 Governance Committee Report (March):**  
40       General Committee Guidelines & Code of Conduct / Confidentiality Agreement - The  
41       Governance Committee presented the General Committee Guidelines from the Procedures  
42       Manual including the proposed changes for the Board to review and provide their feedback.  
43       The existing confidentiality agreement has been expanded to include a code of conduct for  
44       Board Committee members, also provided to the Board for review and feedback. The major  
45       changes in the General Committee Guidelines highlighted by Richard were the addition of  
46       the word “annually” to number seven, and the reference of the Code of Conduct /  
47       Confidentiality Agreement for Board Committees.

48

1 Final review and recommendation of these documents for inclusion into the Procedures  
2 Manual will take place at the April Governance Committee meeting, and then brought back  
3 to the Board.  
4

5 The proposed changes were in response to how to deal with Board Committee term limits,  
6 and a disruptive committee member. All committee members have been asked to stay on  
7 agenda, keep to the time allotted for the agenda, and come ready to discuss the agenda  
8 without bringing their own personal agenda to the monthly committee meetings. These  
9 changes would empower the Chair of each committee the ability to make sure there is  
10 room for a prospective candidate on a committee, and to also be able to take action if a  
11 problem arises with a committee member.  
12

13 Two questions arose out of this discussion:

14 Can someone join a committee mid-annual cycle?

15 What is the committee chair to do if someone is removed from the committee mid-annual  
16 cycle?  
17

18 Volunteer Discount for Committee Members – A suggestion was made for each committee  
19 member to receive one 10% discount voucher per meeting they attend and/or per event  
20 they volunteer at, rather than a 10% standing discount without particular detail to  
21 attendance.  
22

23 Bylaws Review – The proposed timeline has the completion of the bylaws review slated for  
24 September, then taking it to an owner vote in October. It is very likely that an owner vote  
25 will be required if the rights of the owner are meaningfully changed in the bylaws. Chris  
26 feels that the timeline is generous and that the subsequent changes will be completed  
27 sooner than the time allotted.  
28

29 Alan would like to provide his comments on the bylaws review and was asked to send any  
30 additional comments to Kali, who is also doing a further review of her own.  
31

## 32 **7.0 Accountability - GM:** 33

### 34 **7.1 FYI Report: Operational Points of Interest to the Board**

35 The Board noted how wonderful it was that two additional BriarPatch Adopt-a-Highway  
36 signs have been ordered for the sponsored section of Highway 49.  
37

38 Alan noted how impressive the sponsorship content for the month of March was under “A  
39 Community Hub where people feel a sense of connectedness”.  
40

41 **7.2 B-8 Board Logistical Support Monitoring Report:** The report focused on the  
42 Board’s B-8 policy that states the GM will not allow the Board to have inadequate  
43 logistical support.  
44

45 Kat Bass; Administrative Assistant to the GM and the Board wrote the B-8 Monitoring  
46 report and included any relevant data that reflected her current support role to the  
47 Board of Directors. Chris and the Board shared their appreciation for Kat’s support  
48 for the Board. Alana and Richard highlighted and shared their appreciation for Kat’s  
49 work and her contribution of consistency to the Board committees.  
50

1 **MOTION: Lew Sitzer moved to approve the B-8 Monitoring Report as presented, Kali**  
2 **Feiereisel seconded and the motion passed unanimously.**

3  
4 **8.0 Development Planning (Closed Session):**

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6 **8.1 Development Progress Update:** The RAD (refrigeration, ADA, and delivery yard)  
7 project team came upon a few minor setbacks that had not been anticipated, which  
8 resulted in putting this project slightly behind on the timeline. The challenge of this may be  
9 a missed window of opportunity to get competitive bids from sub-contractors. The bulk of  
10 the costs for this project are the concrete cast panels to create the structure of building, and  
11 the refrigeration and box equipment itself. The financial feasibility should be established  
12 fairly quickly, and Chris anticipates that he will be able to bring this back to the Board in  
13 April.

14  
15 **9.0 Executive Session (Closed Session):**

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17 **9.1 GM Evaluation:**

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19 **10.0 Meeting Evaluation**

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21 **11.0 Meeting Adjournment:** Board Meeting was adjourned at 8:33 p.m.

22  
23 **SUMMARY OF DECISIONS:**

- 24 1. Approve March 2018 Consent Agenda Items P. 1, lines 47-49.  
25 2. Approve the Delegation of Board Article for Annual Report to Board President P. 2,  
26 lines 35-37.  
27 3. Approve Board Performance Monitoring Surveys; C-3 & C-5 P. 3, lines 24-26.  
28 4. Approve B-8 Monitoring Report P. 5, lines 1-2.

29  
30 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 31 1. Board to email feedback for Annual Report article to Richard within the next week.  
32 2. Kat to send the Owner Engagement Committee's input for the Annual Report to  
33 Richard.  
34 3. Chris, Richard, and Alana to discuss threshold of compliance for the Board  
35 Performance Monitoring surveys on their next call with Mark Goehring.  
36 4. Board members were asked to provide their feedback on the Code of Conduct /  
37 Conflict of Interest Agreement for Board and General Committee Guidelines prior to  
38 the 4/17 Governance Committee meeting.  
39 5. Kali to forward Chris her contact for owner data analysis work referenced in the Owner  
40 Engagement Committee report.  
41 6. Alan to send Kali any feedback that has materialized out of his individual review of the  
42 bylaws.  
43 7. Chris, Margaret, and Hilary to get together and draft a detailed proposal to bring back  
44 to the Board regarding the volunteer discount for committee members.  
45 8. Chris to put rough cost of Simply Voting services for the Board election in his April FYI  
46 report.

47  
48 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda  
49 page.

50

1 **NEXT REGULAR MEETING WILL BE HELD Tuesday April 24<sup>th</sup> at 5:30 – 8:30p.m., in**  
2 **the Community Room of the BriarPatch.**

3

4 Minutes prepared by Kat Bass on March 29<sup>th</sup>, 2018.

5

6 **APPROVED BY:** 

**DATE: 4/30/18**

7 (These minutes were approved by the Board of Directors on April 24<sup>th</sup>, 2018. The official  
8 signed copy is on file.)

9

10 This meeting and all Board meetings are recorded digitally and uploaded to the computer  
11 server for storage. To listen to recordings, please contact Chris Maher, General Manager.