

1                                    **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**  
2                                    **Board of Directors Regular Meeting**  
3                                    **MINUTES May 29, 2018**  
4

5    **Please refer to Digital Recording for additional details of this meeting.**  
6

7    **Directors Present:** Rachel Berry, Kwong Chew, Jonathan Collier (via tele/video conference),  
8    Richard Drace, Kali Feiereisel, Mark Fenton, Alana Lucia, Lew Sitzler, Katie Turner, Alan  
9    Weisberg

10  
11    **Absent:**  
12

13    **Managers & Guests Present:** Kat Bass, Gwen Birk, LeeAnne Haglund, Chris Maher, Brett  
14    Torgrimson  
15

16    **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at 6:00p.m.  
17

18            Richard Drace presented this month's opening quote(s):  
19

20            "Listen to the mustn'ts, child. Listen to the don'ts. Listen to the shouldn'ts, the impossibles,  
21            the won'ts. Listen to the never haves, then listen close to me... Anything can happen, child.  
22            Anything can be." - Shel Silverstein  
23

24    **2.0 Owner Forum: Public Comment/Communications to the Board:**  
25

26    **3.0 Reminders and Check-in:**

27            June: 2018 CCMA - Portland, OR (May 31-Jun. 2); Tasting Booth at NC Farmers' Market  
28            (every other Saturday for 10 weeks); BOD Committees to Review Charters;  
29            New BOD Member Orientation - Policy Governance (TBD); Confidentiality Agreement &  
30            Code of Conduct – All BOD Members Sign  
31

32            July: California World Fest (Jul. 12-15); New BOD Member Orientation – Committee  
33            Engagement (TBD); Invite New Directors to July BDC Meeting (Jul. 11)  
34

35            August: Local Food & Farm Tour; Termed BOD Members Weigh in on Intentions for  
36            Running in Next Election – AW, KC, KT (2019); Updated Election Policies & Election  
37            Timeline; Update BOD Candidate Packet; Closed Session" BOD Draft Request for GM  
38            Compensation Proposal (2018, 2020, 2022); BOD Reviews RFP (2018, 2020, 2022)  
39

40            Board Retreat – Not all directors are able to attend the proposed date in August. Need to  
41            establish a date where all can be present and will look for another opportunity. The  
42            Board's preference is to hold a retreat on weekend days over week days.  
43

44    **4.0 Consent Agenda:**  
45

- 46            1. Approve May Agenda
- 47            2. Approve April Minutes  
48

49    **MOTION:** Kwong Chew moved to approve the 2018-05-29 Consent agenda items, Alana  
50    Lucia seconded, and the motion passed unanimously.

1  
2 **5.0 Board Business:**  
3

4 **5.1 Board Election Results & Installation: Seat New Board Members**

5 The Board reviewed the 2018 Certified BriarPatch Board of Directors Election results.  
6

7 Mark Fenton, Rachel Berry, and Richard Drace all received 3-year terms (ending in 2021)  
8 on the BriarPatch Board. A motion was called to accept the 2018 Simply Voting elections  
9 results and to seat all three Directors onto the BriarPatch Board.  
10

11 **MOTION: Alana Lucia moved to approve the final report from Simply Voting as official**  
12 **results for the 2018 BriarPatch Board of Directors Election and hereby approve the**  
13 **election of Rachel Berry, Mark Fenton, and Richard Drace to three-year terms, Katie**  
14 **Turner seconded, and the motion passed unanimously.**  
15

16 **5.2 Thank You for Exiting Director:** The Board shared their gratitude for Lew Sitzer,  
17 exiting Director for his years of service on the BriarPatch Board.  
18

19 Lew commented that he was very grateful for his 10 years of service on the BriarPatch  
20 Board.  
21

22 **5.3 Giving of Board Binders:** Kat Bass, Administrative Assistant provided the updated  
23 2018 Board of Directors binders to the newly seated BriarPatch Board. The Board binder  
24 encompasses Board contact information, corporate documents, and Board policies and  
25 procedures.  
26

27 **5.4 Elect Officers:** Richard called for Officer nominations from the Board to determine  
28 who will take on the one year term Officer roles of Board President, Vice President,  
29 Treasurer, and Secretary.  
30

31 **MOTION: Alana Lucia moved to nominate and elect Mark Fenton for Treasurer, Kwong**  
32 **Chew seconded, and the motion passed unanimously.**  
33

34 **MOTION: Kwong Chew moved to nominate and elect Katie Turner for Secretary, Alana**  
35 **Lucia seconded, and the motion passed unanimously.**  
36

37 Both Kwong Chew and Alana Lucia were nominated for the Officer role of Vice President.  
38 Ballots were passed out to each Director for a vote, and Kat Bas tallied totals and  
39 announced the result of Kwong Chew as Vice President.  
40

41 **MOTION: Alan Weisberg moved to nominate Alana Lucia for Vice President, Katie**  
42 **Turner seconded.**  
43

44 **MOTION: Mark Fenton moved to nominate and elect Kwong Chew for Vice President,**  
45 **Kali Feiereisel seconded, and the motion passed unanimously**  
46

47 **MOTION: Alan Weisberg moved to nominate and elect Richard Drace for President,**  
48 **Kwong Chew seconded, and the motion passed unanimously.**  
49

50 **5.5 Recruitment & Elections Process Debrief:** Great thanks were given to the Board  
51 Candidates who ran, the Board Elections Team, BriarPatch staff, and Board of Directors

1 who worked so hard on the 2018 BriarPatch Board Election. A brief report was given to the  
2 Board regarding the process, highlights, and areas of opportunity / ideas for next year.

3  
4 Directors were given the opportunity to share their feedback and highlight any areas of  
5 opportunity that arose in the 2018 election. This process has been refined each year and is  
6 working more fluidly than before.

7  
8 Lew would like to see potential Board candidates invited to CDS Co-op Café with the Board  
9 and management team to help engage them prior to their running in the election.

10  
11 A comment was made about staying in contact with potential candidates who chose not to  
12 run in this election but showed interest in running through the candidate recruitment  
13 process. This would fall under the responsibility of the Board Development Committee to  
14 keep in contact and follow up on these relationships.

15  
16 Two recommendations were made: 1.) Remove vote percentage totals due to the  
17 calculation methodology; 2.) Publish vote totals for each candidate to BriarPatch  
18 ownership. This will be discussed further at the August Board Election Team meeting. The  
19 Board agreed that all vote numbers should be communicated to ownership.

20  
21 **5.6 CCCD Conference Debrief:** Alan Weisberg attended the 2018 California Center for  
22 Cooperative Development conference that took place in San Diego on April 28<sup>th</sup>-29<sup>th</sup> and  
23 shared the highlights and take aways from his experience.

24  
25 **5.7 Board Election Tabling Debrief (4/28):** The Board Election tabling event was put on  
26 by the Owner Engagement Committee to ramp up owner participation in the 2018 Board  
27 Election and to answer any questions.

28  
29 The New Food and Farm Guides were noted as a nice segue to get people's attention.

30  
31 This outreach event could prove more effective if it were moved to a date during the  
32 election. Owner Engagement Committee to review the possibility of hosting two outreach  
33 events, one prior to and one during the election.

34  
35 **5.8 Board Performance Monitoring Survey: C-2**

36 The Board reviewed the results from the most recent Board self-evaluation surveys; C-2  
37 regarding the Board's role to the Co-op.

38  
39 Chris reminded the Board that they are evaluating the time period since they took the last  
40 survey, and monitoring performance over a given time period not necessarily policy;  
41 primarily evaluating performance. Policy change requests should be referred to the  
42 Governance Committee.

43  
44 The recommendation received from the monthly CDS call with Mark Goehring was to have  
45 the Board evaluate more policies in less frequency by grouping them into three to four  
46 groups that are monitored three to four times a year rather than monthly. Mark also talked  
47 about potential ways to group these policies.

48  
49 **MOTION: Kali Feiereisel moved to approve the Board Performance Monitoring Survey**  
50 **as showing that the Board is in compliance with policy C-2, Katie Turner seconded,**  
51 **and the motion passed unanimously.**

1  
2 **5.9 May 9 2018 CDS Call Notes:**

3 Minor Non-Compliance – This issue came up on the May CDS call with Mark Goehring. If  
4 overall compliance is based on too much specificity, the potential to report non-compliance  
5 for immaterial matter increases. Under the proposed process, management takes on the  
6 burden of making case to the Board.  
7

8 Mark liked Chris' suggestion that the GM consult the Board President to propose suggested  
9 motion language when minor non-compliance issues arise, so the Board doesn't have to  
10 take time away from the meeting to do so.  
11

12 **6.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

13  
14 **6.1 Owner Engagement Committee Report (May):**

15 Community Beyond Bias – Jamal continues to express interest, however is having some  
16 challenges with scheduling.  
17

18 Chris followed up to a comment card received about diversity and will continue to pursue  
19 this conversation with the owner who wrote it.  
20

21 **6.2 Finance Committee Report (May):** The Finance Committee had two  
22 recommendations for the Board:  
23

- 24 1.) Board to approve the Q1 2018 B-1 Financial Monitoring report. Motion under  
25 Accountability – GM.  
26  
27 2.) Board to approve that the 401(k) Plan be amended to allow mid-year distributions.  
28 Motion under Accountability – GM.  
29

30 **6.3 Board Development Committee Report (May):** The Board Development Committee  
31 had two recommendations; One for the Board Elections Team, and one for the Owner  
32 Engagement Committee.  
33

- 34 1.) Board Elections Team to publish individual vote totals to members.  
35  
36 2.) Owner Engagement Committee to offer members who are prospective Board  
37 candidates the opportunity to attend the CDS Co-op Café with Board members and  
38 staff.  
39

40 **6.4 Governance Committee Report (May):**

41 Bylaws Review - Richard would like to see a Board discussion and recommendation take  
42 place on Household vs. Singular Membership prior to making a directional decision.  
43

44 Chris received the review of the bylaws completed by Michael Hutchings who also  
45 completed the bylaws review for PCC Community Market. This will be discussed at the  
46 June Governance Committee meeting.  
47

48 **7.0 Accountability - GM:**

49  
50 **7.1 FYI Report: Operational Points of Interest to the Board**

1 The Board was asked to review and approve the provided amendment of the 401(k) Plan to  
2 allow for mid-year distributions.  
3

4 **MOTION: Mark Fenton moved to amend the BriarPatch Cooperative of Nevada County,  
5 Inc. 401(k) Profit Sharing Plan, as described in the written Resolution, Kwong Chew  
6 seconded, and the motion passed unanimously.**  
7

8 Highlight on BriarPatch signing on as a major sponsor of the Nevada City Farmers Market.  
9

10 The C.A.U.S.E. program changed from each chosen organization having a two-month  
11 donation period to having a one-month donation period. Donations have gone up since this  
12 change was implemented, and positive responses have been received by Front End staff  
13 from customers regarding the change in frequency.  
14

15 Appreciation was shared for the new page on the BriarPatch website that shows all local  
16 vendors being purchased from each month.  
17

18 The cooking class structure is currently under review. The lease for the cooking school was  
19 noted to expire a year from July. The Board would like to revisit this topic to discuss further.  
20

21 **7.2 B-1 Financial Conditions & Activities Q1 Monitoring Report:** The report focused  
22 on the Board's B-1 policy that states the GM shall not cause or allow the development of  
23 fiscal jeopardy or material deviation of actual expenditures from Board priorities established  
24 in the Ends policies for the first quarter of 2018. The Finance Committee reviewed the  
25 report at its last meeting and recommends approval.  
26

27 B-1.6 - In 2019 generally accepted accounting principles will change so that leases will  
28 need to be recorded as a liability with a corresponding asset on the balance sheet.  
29

30 The Board discussed if there is a need to have a clause that requires Board approval for  
31 leases. The current B-1 policy does not limit the GM's ability to enter into lease  
32 agreements. As a matter of practice, Chris has always included the Board before entering  
33 significant lease agreements. The Finance Committee would like to consider whether to  
34 add a limitation to B-1.6 related to entering lease agreements. The Board agreed that there  
35 is no down side with codifying this.  
36

37 **MOTION: Alana Lucia moved to approve the Q1 2018 B-1 Monitoring Report as  
38 presented, Rachel Berry seconded, and the motion passed unanimously.**  
39

## 40 **8.0 Development Planning (Open Session):**

### 41 **8.1 Development Progress Update:**

42 R.A.D. (Refrigeration, Access, and Dock) Project - The receiving dock and delivery yard  
43 area will gain an additional 500 square feet of refrigeration and freezer space.  
44

45 Simultaneously an expansion will take place of the whole dock area which will allow the  
46 continuation of all activities that currently take place there in a more efficient manor  
47 (garbage, recycling, compost, uniform services, all deliveries, etc.). This will also allow  
48 deliveries to take place two trucks at a time depending on their size. This work is to be  
49 completed in tandem with the ADA Compliance work required by the City of Grass Valley.  
50 Mark Tintle is the General Contractor and we have moved into contract with MK & Sons  
51 Construction to begin the process of building, with Tim Brady is the project manager. This

1 is a two-month project starting on June 11<sup>th</sup> extending right up until the end of August to  
2 complete.

3  
4 The last six months have been dedicated to the design of this work, in combination with  
5 brainstorming and strategically planning how to proceed without impacting customer  
6 experience. The full scope of this work can be done for \$759,000 including all costs already  
7 incurred. Approximately \$157,000 of this will be for the mandatory ADA compliance work.  
8 The remaining \$602,000 will go toward the delivery yard and warehouse. The combined  
9 total includes 10% contingency. This is a feasibility number and upon board approval, we  
10 will begin soliciting bids and continue value-engineering this number downward. Chris  
11 reported the variance in cost to the Board via email and requested a motion be approved.  
12 The motion was approved and passed unanimously by the Board.

13  
14 Richard Drace moved, and voted to approve.

15 Lew Sitzler seconded, and voted to approve.

16 Kwong Chew voted to approve.

17 Kali Feiereisel voted to approve.

18 Jonathan Collier voted to approve.

19 Alan Weisberg voted to approve.

20 Alana Lucia voted to approve.

21 Mark Fenton voted to approve.

22 Katie Turner voted to approve.

## 23 24 **9.0 Executive Session (Closed Session):**

### 25 26 **9.1 Exiting Director Interview – Lew Sitzler**

## 27 28 **10.0 Meeting Evaluation**

### 29 30 **11.0 Meeting Adjournment:** Board Meeting was adjourned at 8:53p.m.

## 31 32 **SUMMARY OF DECISIONS:**

- 33 1. Approve May 2018 Consent Agenda Items P. 1, lines 49-50.
- 34 2. Approve 2018 Board Election Results P. 2, lines 11-14.
- 35 3. Approve Nominations & Election of Officers P. 2, lines 31-32, 34-35, 41-42, 44-45, 46-  
36 47.
- 37 4. Approve Board Performance Monitoring Survey C-2 P. 3, lines 49-51.
- 38 5. Approve 401(k) Amendment to Allow Mid-Year Distributions P. 5, lines 4-6.
- 39 6. Approve B-1 Q1 2018 Monitoring Report P. 5, lines 37-38.

## 40 41 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 42 1. Kat and Chris to connect with Board via Doodle poll regarding options for Board retreat  
43 date post CCMA conference.
- 44 2. Kat to make sure that a disclosure is included in the Board Candidate Application  
45 about individual vote numbers being published to ownership.
- 46 3. Governance Committee to oversee the Board Election. Kat to include "Oversight of  
47 Board Election" on June Governance committee agenda.
- 48 4. Kat to include "Discuss Board Member Representative on Board Elections Team" on  
49 the June Board Development and Governance committee agendas.
- 50 5. Chris to come to the Board within the next few months with a recommendation of  
51 policy monitoring frequency and which policies to group together.

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

**NEXT REGULAR MEETING WILL BE HELD Tuesday June 26 at 5:30 – 8:30p.m., in the Community Room of the BriarPatch.**

Minutes prepared by Kat Bass on June 6, 2018.

**APPROVED BY:** 

**DATE: 7/2/18**

(These minutes were approved by the Board of Directors on June 26, 2018. The official signed copy is on file.)

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