

1                                   **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**  
2                                   **Board of Directors Regular Meeting**  
3                                   **MINUTES August 28, 2018**  
4

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

7   **Directors Present:** Jonathan Collier, Richard Drace, Kali Feiereisel, Mark Fenton, Alana  
8 Lucia, Katie Turner, Alan Weisberg  
9

10 **Absent:** Rachel Berry, Kwong Chew  
11

12 **Managers & Guests Present:** Kat Bass, Malaika Bishop, Margaret Campbell, Andrea  
13 Echegaray, LeeAnne Haglund, Chris Maher, Aimee Retzler  
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15 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at 6:00p.m.  
16

17       Alana Lucia presented this month’s opening quote(s):  
18

19       To be a philosopher  
20       Is not merely  
21       To have subtle thoughts  
22       Nor even to found a school  
23       But so to love wisdom  
24       As to live according to its dictates,  
25       A life of simplicity, independence,  
26       Magnanimity, and trust.  
27       It is to solve  
28       Some of the problems of life,  
29       Not only theoretically,  
30       But practically.  
31

32       - Henry David Thoreau  
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34 **2.0 Owner Forum: Public Comment/Communications to the Board:**

35       Email from Owner Member, Alexander Corondoni – Alexander wrote an email to the Board  
36 regarding opportunities around organic ingredients and happy sustainable meats, and  
37 BriarPatch’s standards around this. Chris responded to Alexander’s email providing  
38 BriarPatch’s Merchandising Policy and some other key documents and offered to meet  
39 with him for further discussion.  
40

41 **3.0 Reminders and Check-in:**

42       September: Celtic Festival (Sep. 28-30); SYRCL River Clean Up (Sep. 15); Sac CBL 101  
43 (Sep. 29); BOD Retreat with Mark Goehring of CDS (TBD); 2019 Election Timeline  
44 Communicated to BOD (BDC); BDC Approves BOD Budget & Submits to BOD for  
45 Approval; Executive Session: BOD Approves RFP & Presents to GM (2018, 2020, 2022);  
46 Discuss 2019 Operating Budget Timeline, Key Assumptions, & BOD Budget  
47

48       October: Annual Owner Meeting (Oct. 11); Updated Candidate Packet Available to Public;  
49 BDC, OEC, GM, Marketing Mgr., and Admin to Review BOD Calendar for Upcoming Year  
50 (2019); NCG Membership Renewal; CBL Agreement Renewal

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November: Final Review of 2019 BOD Calendar; 2019 Budget – Review Draft; Multi-Year Business Plan – Review Draft

Board Retreat – Chris received potential Board Retreat dates from Mark Goehring of CDS (Cooperative Development Services). Chris will vet these dates with his calendar and then have Kat send potential dates to the Board as a Doodle poll.

**4.0 Consent Agenda:**

- 1. Approve August Agenda
- 2. Approve July Minutes
- 3. Approve 2019 Election Dates: Proposed for May 1, 2019 through May 15, 2019
- 4. Accept the Auditors 2018 401(k) Report as Supporting Compliance on B-3 Asset Management Policy
- 5. Approve 2018 Q2 B-1 Monitoring Report

**MOTION: Alana Lucia moved to approve the 2018-08-28 Consent agenda items, Katie Turner seconded, and the motion passed unanimously.**

**5.0 Accountability - GM:**

**5.1 FYI Report: Operational Points of Interest to the Board**

Comprehensive List of Sponsorships & Donations Made in 2017, & 2018 YTD – Chris gave special thanks to Andrea Echegaray, Finance Manager and Margaret Campbell, Marketing Manager for putting together a comprehensive list to show how BriarPatch’s charitable sharing is making progress towards our Ends policies. In this list there are eight areas of giving highlighted: Foods and Agriculture; Local arts and culture; Local area schools; Environmental issues; Organizations in support of co-ops; Community health and wellness; Local business and economy; Social issues. Chris noted the emphasis on agriculture and access to food products – these being the categories with the largest amounts of money and products given.

New Merchandising Manager – Michelle Peregoy has been promoted to Merchandising Manager. Congratulations to Michelle!

Support Team Management Retreat – The Administrative Support Team went to Tahoe last week and participated in a Project Management and Business Planning retreat and training. The training on Project Management was conducted by the American Management Association and was very well received. The planning work provided a fresh look at our business plan and was facilitated by Janet Cohen. As this process continues, Chris envisions bringing a draft of this work back to the Board at the October meeting to request their input. There was a lot of good work done.

2017 NCG Participation Report– The Board will receive a 2017 participation report from NCG (National Cooperative Grocers) by next week. This is a report card on how BriarPatch participates with NCG programs, how BriarPatch’s financial performance compares to recommended benchmarks, and is meant to deepen the relationship with Boards which has been helpful where things have not gone well for some co-ops (i.e. to inform regarding

1 financial performance, etc.). BriarPatch is performing at a very high level from a financial  
2 standpoint and also on the level of our participation in NCG programs.

3 Chris noted that there is a discrepancy in how we report some of our financial metrics  
4 internally and how NCG reports the numbers. We've known about this discrepancy for  
5 many years but haven't pursued it since we don't generally rely on NCG reporting for  
6 internal uses. The NCG's release of this report has inspired us to learn a little more about  
7 this and will be used as an opportunity to become more educated on that difference.

8 Chris will email this report to the Board to give members an opportunity to send any  
9 questions to him. Andrea will be standing in for Chris at the September Board meeting and  
10 will be prepared to answer any questions received.

## 11 12 **6.0 Study & Engagement:**

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14 **6.1 Aimee Retzler & Malaika Bishop of Sierra Harvest:** Aimee Retzler and Malaika  
15 Bishop, Co-Directors of Sierra Harvest came to share Sierra Harvest's latest video and  
16 provide a general update on how they are doing as an organization. They also thanked  
17 BriarPatch for the continuous investment in and support of Sierra Harvest.

18  
19 Aimee and Malaika also discussed how BriarPatch can act to help reduce our carbon  
20 footprint (i.e. packaging issues) and spoke about a few other organizations in the local  
21 community to be aware of that are also doing this good work.

## 22 23 **7.0 Board Business:**

### 24 25 **7.1 Board Members Up for Re-Election in 2019 Weigh in on Intentions for Running 26 Next Election; Alan, Kwong, Katie**

27 Alan Weisberg is currently unsure but is considering re-running in the 2019 election and will  
28 have a better idea by the end of the year. Katie Turner is planning on running for re-election  
29 in the 2019 election. Kwong Chew was absent from the meeting.

30  
31 **7.2 Board Recruitment Group Exercise – Begin Gathering Names for Potential  
32 Candidates:** The Board participated in a candidate recruitment exercise facilitated by the  
33 Board Development Committee. Directors were asked to look at their network of contacts to  
34 develop a master list of potential Board Candidates for the 2019 election.

35  
36 **7.3 Board Recruitment Event – Discussion of Venue and Number of Potential  
37 Candidates Desired:** The potential Board candidate list evolved out of the Board  
38 recruitment group exercise will inform the invitation list for the Board Recruitment social  
39 event that will be scheduled for some time in January, 2019. This event will be hosted by  
40 the Board Development Committee and the date is to be determined. This event will  
41 include a presentation, Q&A session, and light refreshments. The Board decided their  
42 preferred venue for this event will be onsite at BriarPatch.

## 43 44 **8.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

### 45 46 **8.1 Owner Engagement Committee Report (August):**

47 Summer Farm Tours - Due to Summer being the busiest time of year for farmers and the  
48 attendance of the Farm Tours growing year after year, BriarPatch will no longer sponsor  
49 the summer farm tours. BriarPatch would like to direct this attention in further supporting  
50 the Sierra Harvest potlucks, have a few mini farm tours throughout the year, and then have

1 one farm visit at a different time of year (not Summer) with possible video of it so it could be  
2 broadcast.

3 Bounty of the County - Jonathan gave a special thank you from Nevada County Grown for  
4 BriarPatch's support of Bounty of the County. The Marketing team helped out tremendously  
5 with ramping up this event.  
6

7 **8.2 Finance Committee Report (August):** The Finance Committee had two  
8 recommendations for the Board that were approved in the consent agenda section 4.0 of  
9 the meeting:

10 1.) Approval of the Q2 2018 B-1 Monitoring Report as presented. (Motion via consent  
11 agenda)

12 2.) Accept the Auditors' 2018 401(k) Report as supporting compliance with B-3 Asset  
13 Management Policy. (Motion via consent agenda)  
14

15 **8.3 Board Development Committee Report (August):**

16 Board Development Committee Membership – The Board Development Committee is  
17 lacking committee members and would like to invite any director to join who only serves on  
18 one committee that would like to join the Board Development Committee.  
19

20 Board Candidate Recruitment & Vetting – Jonathan agrees with the Board Development  
21 Committee and would like to see more discussion on making the Board candidate vetting  
22 process more robust.  
23

24 The Board would like to see the Board Development Committee discuss further the  
25 possibility of holding a Board and Board candidate only forum as well as the annually  
26 scheduled Board Candidate Forum for Members.  
27

28 **9.0 Development Planning (Open Session):**  
29

30 **9.1 Development Progress Update:**

31 RAD Project - The project is moving along smoothly with the exception of some schedule  
32 delays. The cooler box is now fully installed in the building addition. Electric and  
33 refrigeration will be installed within the next week. There have been some challenges with  
34 concrete due to our sub-contractor being delayed on another project. This may affect the  
35 end date of this project and there is very little that can be done to mitigate this. Once the  
36 cooler's wiring is complete, a roofer will come in and lay a roof membrane on that  
37 extension. While here, he will also take the existing roof over the warehouse and a portion  
38 of the roof up at the top to provide guidance about what repairs are needed, if any.  
39

40 Bollards are being installed in the front of the store to prevent a vehicle from driving onto  
41 the patio. The challenge is to allow enough room for staff to safely move carts in and out.  
42

43 **10.0 Executive Session (Closed Session):**  
44

45 **9.1 Board Draft Request for Compensation Proposal**  
46

47 **11.0 Meeting Evaluation**  
48

49 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:57p.m.  
50

1 **SUMMARY OF DECISIONS:**

- 2 1. Approve August 2018 Consent Agenda Items P. 2, lines 18-19.  
3

4 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 5 1. Kat and Chris to meet to select potential Board Retreat dates to send to the Board via  
6 Doodle poll. Kat to send Board Doodle poll to select preferred retreat date.  
7 2. Chris to email the Board the 2017 NCG Participation Report.  
8 3. Kat to take Recruitment model sheets and compile a candidate recruitment list with the  
9 top 5 of each list in a separate list.

10 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda  
11 page.  
12

13  
14 **NEXT REGULAR MEETING WILL BE HELD Tuesday September 25<sup>th</sup> at 5:30 –**  
15 **8:30p.m., in the Community Room of the BriarPatch.**  
16

17 Minutes prepared by Kat Bass on August 30<sup>th</sup>, 2018.  
18

19 **APPROVED BY:**



**DATE: 10/4/18**

20 (These minutes were approved by the Board of Directors on September 25<sup>th</sup>, 2018. The  
21 official signed copy is on file.)  
22

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