

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES October 30, 2018**
4

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

7 **Directors Present:** Rachel Berry (phone), Kwong Chew, Richard Drace, Kali Feiereisel, Mark
8 Fenton, Alana Lucia, Katie Turner, Alan Weisberg
9

10 **Absent:** Jonathan Collier
11

12 **Managers & Guests Present:** Kat Bass, Gwen Birk, Margaret Campbell, Andrea Echegaray,
13 LeeAnne Haglund, Chris Maher, Brett Torgrimson, Tyson Tucker, Martin Webb
14

15 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at 6:00p.m.
16

17 Rachel Berry presented this month’s opening quote(s):
18

19 “We are not meant to merely function - we are meant to involve ourselves fully in life by
20 activity living accordance with what the soul is seeking.” - Anonymous
21

22 **2.0 Owner Forum: Public Comment/Communications to the Board:**
23

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

25 November: GM Presents Compensation Proposal (2018, 2020, 2022); Board Performance
26 Monitoring Survey: Group 1 – D Policies (Due Nov. 1); Board Retreat with Mark Goehring
27 (Nov. 3); Final Review and Approval of 2019 BOD Calendar; 2019 Budget – Review Draft;
28 Multi-Year Business Plan – Review Draft
29

30 December: BOD Acts on Compensation Proposal (2018, 2020, 2022); 2019 Multi-Year
31 Business Plan & Budget for BOD Approval – Final
32

33 January: Board Performance Monitoring Survey: Group 2 – C Policies (1-4) Sent to Board
34 (Jan. 1); Potential Board Candidate Mixer (Jan. 10)
35

36 **4.0 Consent Agenda:** Addition: Add Tyson Tucker to agenda after Study & Engagement
37

- 38 1. Approve October Agenda
- 39 2. Approve September Minutes
40

41 **MOTION:** Alana Lucia moved to approve the 2018-10-30 Consent agenda items, Kali
42 Feiereisel seconded and the motion passed unanimously.
43

44 **5.0 Study & Engagement: Martin Webb – Update on BriarPatch’s Solar Array**
45 **Performance**

46 Martin Webb, Commercial Design and Sales Manager of Cal Solar provided the Board
47 with an update on the average solar production in the recent past and how BriarPatch’s
48 solar array system compares. Martin also shared his thoughts on how the co-op can
49 further seek energy independence through solar.
50

1 **6.0 Development Planning (Open Session):**

2
3 **6.1 Development Progress Update: Tyson Tucker**

4 Tyson Tucker, Commercial Real Estate Realtor for Coldwell Banker presented a
5 review of the process that was undertaken from 2014 through 2016 that culminated
6 in the purchase of the store. This presentation was requested by the Board
7 Development Committee to help new board members understand the process that
8 the board and management use to accomplish large, co-op development work.
9

10 **7.0 Board Business:**

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12 **7.1 Owner Meeting Debrief:** The Board discussed the 2018 Owner Meeting and provided
13 feedback on what went well and areas of opportunity.

14
15 **7.2 Review Election/Candidate Recruitment Plan for Following Year:** The Board
16 reviewed the updated list of potential Board candidates.

17
18 Potential Board Candidate Mixer (January 10th, 2019) – Kat provided an update on the
19 progress made in planning for the upcoming January 10th Potential Candidate Mixer event
20 that will take place in the BriarPatch Community room from 6-8pm. The Board Development
21 Committee will report further on this in the coming months.
22

23 **8.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

24
25 **8.1 Owner Engagement Committee Report (October):** The BriarPatch Film Festival
26 showing of *Food for Change* that took place at the Nevada Theatre on October 23rd went
27 well and was positively received. The next showing of this film will take place on November
28 8th in the BriarPatch Community room from 5-8pm.

29
30 **8.2 Board Development Committee Report (October):** The Board Development
31 Committee had one recommendation for the Board:

32 1.) Board to approve the continuation of Board stipends for another year.
33

34 **MOTION: Kwong Chew moved to approve the continuation of Board stipends for**
35 **another year, Katie Turner seconded, and the motion passed unanimously.**

36
37 Board Candidate Vetting - Kwong Chew and Katie Turner are up for re-election in 2019
38 and because of this Kali Feiereisel is the only eligible Director on the Board Development
39 Committee to complete the vetting of the potential Board candidates. Kali invited other
40 Directors that are interested in participating in the vetting process to join her. Alana Lucia
41 and Rachel Berry voiced their interest in participating in the vetting of candidates in the
42 Election process.
43

44 **8.3 Governance Committee Reports (October):**

45 Bylaws Draft Review - The Board was invited to provide their feedback on the summary of
46 proposed changes to the BriarPatch bylaws. Chris requested that all additional feedback be
47 sent to him by November 9th. A Governance Committee meeting will be held on November
48 12th and any Directors with significant comments were invited to attend.
49

50 **9.0 Accountability - GM:**

1
2 **9.1 FYI Report: Operational Points of Interest to the Board**

3 Corrections: 1.) Sales for the third quarter were \$8.9M, which is 6% growth over last year
4 and higher in budget by about \$73k. This growth came almost equally from the increase in
5 number of transactions and the increase in the average basket; 2.) Shawn Bailey & John
6 Bivens attended Rising Stars in Boise ID this year.
7

8 November Board Meeting - Chris will call into the November Board meeting due to his prior
9 obligations to NCG (National Cooperative Grocers) to participate in the interview process of
10 their search for a new Chief Executive Officer.
11

12 **9.2 B-4 Membership Rights and Responsibilities:** The report focused on the Board's B-
13 4 policy that states the GM will not under-inform or misinform Member Owners of their
14 rights and responsibilities most notably in regards to the Articles of Incorporation and
15 Bylaws.
16

17 Mark Fenton asked for clarification on the operational definition in section B-4.2. He asked
18 why patronage dividends would be discussed at the January Board meeting, rather than at
19 the February meeting as has been the practice in the past. Through the bylaws review
20 process, management learned that California law requires us to produce our Annual Report
21 no later than 120 days after the close of the calendar year (by April 30th). We have been
22 finalizing and mailing the Annual Report in May of each year, which has not been in
23 compliance with this requirement. As a result, the 2019 Board Calendar will be accelerated
24 by 30 days for all matters related to patronage dividends, Ends Report, and auditors' report.
25

26 Chris noted that the B-4 Monitoring report is one of several monitoring reports that will
27 require changes if the current bylaws revision is approved by the Board and owners.
28

29 **MOTION: Alan Weisberg moved to approve the B-4 Treatment of Customers**
30 **Monitoring Report, Alana Lucia seconded, and the motion passed unanimously.**
31

32 **10.0 Development Planning (Open Session):**
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34 **10.1 Development Progress Update:**

35 RAD Project – The refrigeration, ADA access, and receiving dock project is almost
36 complete. Refrigeration is now up and running and stocked with product, although a
37 substantial amount of space in the cooler is being reserved for incoming turkeys for the
38 holiday season. The outside of the building will be painted to match the rest of the building.
39 Our contractor has vacated most of the construction yard at the end of the parking lot, but
40 has been replaced by ChargePoint, the company installing the EV charging stations. Chris
41 will plan to bring an update of RAD project costs in the next development report provided to
42 the Board.
43

44 ChargePoint EV (Electric Vehicle) Chargers – Construction has begun and is expected to
45 last for three weeks. If they are not completed with the project before the week of
46 Thanksgiving, construction will halt through the holiday season and will be finished in
47 January.
48

49 **11.0 Executive Session (Closed Session):**
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1 **11.1 Development**

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3 **12.0 Meeting Evaluation**

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5 **13.0 Meeting Adjournment:** Board Meeting was adjourned at 8:35 p.m.

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7 **SUMMARY OF DECISIONS:**

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1. Approve October 2018 Consent Agenda Items P. 1, lines 41-42.

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2. Approve Continuation P. 2, lines 34-35.

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3. Approve B-4 Monitoring Report P. 3, lines 29-30.

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12 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

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1. Martin to send Chris solar PowerPoint Presentation, and Chris to forward via email to the Board.

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2. All nominators were asked to communicate any missing contact information for their potential candidates to Kat by 12pm on 10/31. Kat to send invites out via mail and email on 11/1.

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3. Kat to communicate Board Development Committee meeting dates where potential candidate vetting will take place to Alana Lucia and Rachel Berry.

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

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NEXT REGULAR MEETING WILL BE HELD Tuesday November 27th at 5:30 – 8:30p.m., in the Community Room of the BriarPatch.

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Minutes prepared by Kat Bass on October 31st, 2018.

28

29

APPROVED BY: 

DATE: 11/28/18

30

(These minutes were approved by the Board of Directors on November 27th, 2018. The official signed copy is on file.)

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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.

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