

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES January 29, 2019**
4

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

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

10 **Absent:**
11

12 **Managers & Guests Present:** Kat Bass, Gwen Birk, Andrea Echegaray, LeeAnne
13 Haglund, Tom Ivy, Chris Maher, Mike McCary, Aimee Retzler, Sara Tiffany, Rebecca
14 Torpie
15

16 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at 6:08
17 p.m.
18

19 Kat Bass presented this month's opening quote(s):
20

21 "He remembered a story he'd once heard about a girl throwing starfish into the
22 ocean. "An old man comes along and says to her, 'Don't bother. There's millions of
23 them out here. You can't save them. What you're doing won't make a difference.' She
24 looks at the starfish in her had and says, 'It makes a difference to this one.'" – Bo
25 Burlingham, author of *Small Giants*
26

27 **2.0 Owner Forum: Public Comment/Communications to the Board:**
28

29 **3.0 Reminders and Check-in:**

30 February: NC Sustainable Food & Farm Conference (Feb. 7-10); "Co-op Love"
31 Tabling Survey (Feb. 14); Candidate Application Deadline (Feb. 1); Sac CBL Co-op
32 Café (Feb. 16); Ends Report Preparation;
33

34 March: Candidate Orientation (TBD); Election Notice Mailed to Owners (Mar. 28);
35 Preliminary Board Position Nominations; Board Performance Monitoring Survey
36 Group 2: C Policies (C:1-4) Review; Article for Annual Report Due (BOD President);
37 Ends Report; Admin Request BOD to Bring BOD Binders to April Meeting for
38 Updating; Deliver Evaluation Memo from the Board to GM based on 2018 Monitoring
39 Table;
40

41 April 2019: BOD Candidate Campaign (Apr. 1-May 15); Voter Online Login
42 Information Mailed/Emailed to Owners; Preliminary Board Positions Nominations;
43 2019 CCCD - Sacramento (Apr. 28-29); Candidate Forum (TBD); Confirm
44 Patronage Dividends; Annual Report to Owners by Apr. 30; 1st OEC Election Tabling
45 Event (TBD);
46

47 **4.0 Consent Agenda:**
48

- 1 1. Approve January Agenda
- 2 2. Approve December Minutes

3
4 **MOTION:** Kali Feiereisel moved to approve the 2019-01-29 Consent agenda items,
5 **Katie Turner seconded, and the motion passed unanimously. Mark Fenton and**
6 **Rachel Berry abstained due to being absent from the December Board meeting.**

7
8 **5.0 Study & Engagement:**

9
10 **5.1 Climate Smart Farming / Regenerative Agriculture – Sara Tiffany**

11 Community Alliance with Family Farmers (CAFF) Climate Smart Farming Program
12 Specialist Sara Tiffany came and provided a presentation on climate smart farming
13 throughout the state. Climate smart farming (CSF) systems are those that help
14 sequester more carbon in the soil, conserve natural resources, and integrate practices
15 to minimize greenhouse gas emissions. CSF provides a unique opportunity for farm
16 productivity and resilience, conservation of natural resources, and climate change
17 mitigation and adaptation to all work in concert with each other for farm, societal, and
18 ecological benefits.

19
20 **6.0 Board Business:**

21
22 **6.1 Final Polling of Interest – Candidacy / Positions:**

23 Board Candidacy – Incumbents Katie Turner, Kwong Chew, and Alan Weisberg plan
24 to run in the 2019 Board Election.

25
26 Board Positions - Richard Drace is interested in another term as President, Kwong
27 Chew is interested in another term as Vice President, Alana Lucia is interested in a
28 term as Vice President, Katie Turner is interested in another term as Secretary, and
29 Mark Fenton is interested in another term as Treasurer.

30 The Board will re-visit Board Positions in March for another preliminary poll and then
31 in April formal nominations will be opened and kept open through the May election.

32
33 **6.2 CDS Monthly Call Notes - January:** Richard noted the call notes being very
34 thorough.

35
36 The Board Development Committee was asked to review the two different models for
37 Study & Engagement sessions proposed in the CDS (Cooperative Development
38 Services) monthly call notes to figure how much time to devote to these sessions
39 during the Board meetings.

40
41 **6.3 Active Board Recruitment: Potential Board Candidate Mixer (Jan. 10)**

42 **Debrief:** The 2018 Potential Board Candidate mixer was a success and well attended
43 by the current Board and potential candidates for the 2019 election.

44
45 Kwong suggested creating a template for this event going forward into each year so
46 there is a set program.

1 The Board Development Committee will discuss a follow up outreach plan for
2 potential candidates who either said they were going to attend or expressed interest
3 in running for the Board but did not attend.

4
5 **6.4 CDS Co-op Café (Feb. 16) Final Polling of Interest in Attending:** Reminder to
6 the Board that this workshop is the Co-op Café (round table discussion format) that
7 will include content on current trends and opportunities that the cooperative sector is
8 currently facing. BriarPatch's very own Rebecca Torpie is facilitating this workshop.

9
10 Kat will send an email to the Board and the Support Team requesting final poll of
11 interest in attending the CDS Co-op Café and register attendees thereafter.

12
13 **6.5 Approve 2019 Owner Meeting Date:** The Board was asked to approve the date
14 of Thursday, October 24th, 2019 as the Annual Owner meeting date. The location of
15 the meeting is the Miners Foundry. October 24th was selected due to the availability
16 of Jonathan Steinman who is an author of a book on food co-ops throughout the
17 country. This will present the opportunity to shift how the annual owner meeting is
18 structured by having him as a guest speaker.

19
20 **MOTION:** Alana Lucia moved to approve the 2019 Owner Meeting Date of October
21 24th, Rachel Berry seconded, and the motion passed unanimously.

22 23 **7.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

24
25 **7.1 Owner Engagement Committee Report (January):** The Co-op Love tabling
26 event is coming up on February 14th from 10am-6pm in front of the store, weather
27 permitting. A Doodle poll was sent out to the Owner Engagement Committee and the
28 Board for volunteer sign ups. The bylaws update pamphlet and candidate bio
29 pamphlets will be available information to owners during this survey.

30
31 The next Owner Engagement Committee meeting has been changed to 2/1 for the
32 month of February and everyone is welcome to attend.

33
34 **7.2 Board Development Committee Report(s) (December & January):** Chris
35 shared his appreciation for the Board Development Committee for taking on the work
36 of researching and scheduling Study & Engagement material for the Board. The
37 Board Development Committee to further discuss configuration and structure of
38 Study & Engagement sessions at the monthly Board meetings and bring a
39 recommendation back to the Board.

40
41 Richard passed on his compliments for how far along the Board Development
42 Committee has come along in membership and work.

43
44 The review of *Small Giants* will take place in two sessions in February and March
45 during the Study & Engagement sessions. The Board received their chapter
46 assignments and a handout of what each session's review will encompass.

47
48 The Board Development Committee would like to have a debrief on each Study &
49 Engagement session after each Board meeting. This will be done via email to the

1 Board. Kat to catalog feedback received and include it with the brief summary written
2 by Kali Feiereisel for the month of January.

3
4 **8.0 Accountability - GM:**

5
6 **8.1 FYI Report: Operational Points of Interest to the Board**

7 Approve Premium-only Plan for Employee Health Insurance Premium Deductions –
8 Chris requested record of the Board showing acknowledgment that they approve the
9 change in brokers for the Premium-only Plan for Employee Health Insurance
10 Premium Deductions.

11
12 **MOTION: Mark Fenton moved to approve the Premium-only Cafeteria Plan**
13 **presented at this meeting, effective as of February 1, 2019, and to authorize and**
14 **direct management to deliver plan Administrator a properly signed and**
15 **executed Plan Document, Kali Feiereisel seconded and the motion passed**
16 **unanimously.**

17
18 B-9 Policy Word Change & BriarPatch Board Policy Review- CDS (Cooperative
19 Development Services) published a policy register that was utilized years ago in the
20 process of creating policy governance at BriarPatch. CDS has since come out with
21 their recommended update to this policy register. As each of the monitoring reports is
22 reviewed, Chris will compare BriarPatch's current policy language to the updated
23 CDS policy register and bring any recommended less than substantive changes to the
24 Board for approval. If approved the proposed changes would then be effective the
25 next reporting cycle. If there is substantive change recommended it may be passed
26 on to the Governance Committee for further discussion prior to Board approval.

27
28 Chris compared the B-9 policy language currently in the monitoring report to the
29 updated CDS policy register and recommended to the Board that the language of "to
30 protect the Board" be changed to "To protect the cooperative".

31
32 **MOTION: Katie Turner moved to change the B-9 Emergency GM Succession**
33 **Policy replacing the words "To protect the Board" with "To protect the**
34 **cooperative", Kwong Chew seconded and the motion passed unanimously.**

35
36 Preliminary Patronage Dividend – This year the patronage dividend process is being
37 accelerated by 30 days. Chris provided the Board with a handout for their review and
38 asked for approval on the preliminary 2018 dividend calculation methodology.

39
40 The Board will follow up on further questions via email.

41
42 **MOTION: Rachel Berry moved to approve the preliminary 2018 patronage**
43 **dividend calculation methodology, as follows: (a) the declared dividend shall be**
44 **equal to the amount of net income attributable to owner sales, (b) distribution of**
45 **an amount equal to 20% of the declared dividend will be paid out to owners as a**
46 **credit toward purchases, with the balance retained for investment in the co-op,**
47 **and (c) as allowed by the bylaws, only dividends of \$2 or greater will be paid,**
48 **Mark Fenton seconded and the motion passed unanimously.**

1 NCG (National Cooperative Grocers) Board Meeting in Grass Valley – Last week the
2 NCG Board came to Grass Valley to hold their quarterly Board meeting and the
3 meeting went very well. It was great to share BriarPatch and our community with the
4 NCG Board. Chris hopes to share the decision of the new NCG Chief Executive
5 Officer by the February Board meeting.
6

7 Reconciliation of Owner Equity - After two years of hard work by the Finance
8 department BriarPatch is the only co-op with a reconciled owner equity balance
9 between our point of sale and Finance systems.
10

11 **8.2 B-9 Emergency GM Succession Monitoring Report:** The report focused on the
12 Board's B-9 policy that states that the GM shall not fail to provide a succession plan
13 that designates not less than one other manager sufficiently familiar with Board and
14 GM issues and processes to enable her/him to take over with reasonable proficiency
15 as an interim GM.
16

17 **MOTION: Mark Fenton moved to approve the B-9 Monitoring Report, Katie Turner**
18 **seconded, and the motion passed unanimously.**
19

20 **9.0 Development Planning (Open Session):**

21

22 **9.1 Development Progress Update:**

23 RAD (Refrigeration, ADA Access, Dock) Project – Currently waiting for final
24 inspection and billing. There have been some challenges with the store sprinklers due
25 to changes made in what is allowable to fire suppression and the store's current
26 system does not conform to these changes. This project does not mandate we update
27 the sprinkler system but there may be some cost savings in doing so in junction with
28 this project. Temporary occupancy has been obtained and the cooler is up and
29 running. Chris hopes to have final approval prior to the February Board meeting.
30

31 **10.0 Executive Session (Closed Session):**

32

33 **10.1 Development Update**

34

35 **10.2 Board Previews GM Evaluation Process, Previews Prior Year's Monitoring** 36 **Table (2018)** 37

38 **11.0 Meeting Evaluation**

39

40 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:30 p.m.
41

42 **SUMMARY OF DECISIONS:**

- 43 1. Approve January 2019 Consent Agenda Items P. 2, lines 4-6.
- 44 2. Approve 2019 Owner Meeting Date of October 24 P. 3, lines 20-21.
- 45 3. Approve Premium-only Cafeteria Plan presented at this meeting, effective as of
46 February 1, 2019, and to authorize and direct management to deliver plan
47 Administrator a properly signed and executed Plan Document P. 4, lines 12-15.
- 48 4. Approve the change to the B-9 Monitoring Policy Language P. 4, lines 31-33.

- 1 5. Approve the preliminary 2018 patronage dividend calculation methodology P. 4,
2 lines 41-47.
- 3 6. Approve B-9 Monitoring Report P. 5, lines 17-18.

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

- 6 1. BDC to discuss Study & Engagement session structure and bring a
7 recommendation back to the Board.
- 8 2. Kat to send out email to the Board for definite answers on who would like to
9 attend the Feb. 16 CDS Co-op Cafe.
- 10 3. Andrea to add Co-op Love Tabling Survey to the Elections Team agenda for this
11 week for further discussion about what information to make available to owners.
- 12 4. Kat to include Study & Engagement configuration discussion on the February
13 Board Development Committee agenda.
- 14 5. Kat and Chris to make approved change to the B-9 policy in the Policy
15 Governance register and the GM B-9 monitoring report.
- 16 6. Kat to send the Board the updated CDS Policy register.
- 17 7. Chris and Andrea to provide a general overview on the wage scale revision at the
18 next Finance Committee meeting in February.

19
20 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
21 page.

22
23 **NEXT REGULAR MEETING WILL BE HELD Tuesday February 26th at 5:30 –**
24 **8:30p.m., in the Community Room of the BriarPatch.**

25
26 Minutes prepared by Kat Bass on February 6th, 2019.

27
28 **APPROVED BY:** 

DATE: 3/6/19

29 (These minutes were approved by the Board of Directors on February 26th, 2019.
30 The official signed copy is on file.)

31
32 This meeting and all Board meetings are recorded digitally and uploaded to the computer
33 server for storage. To listen to recordings, please contact Chris Maher, General
34 Manager.