

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES March 26, 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-Pederson, Gwen Birk, John Bivens, Andrea
13 Echegaray, LeeAnne Haglund, Chris Maher, Brett Torgrimson, Rebecca Torpie

14
15 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at
16 6:00p.m.

17
18 Richard Drace presented this month's opening quote(s):

19
20 Capitalism's grow-or-die imperative stands radically at odds with ecology's
21 imperative of interdependence and limit. The two imperatives can no longer
22 coexist with each other; nor can any society founded on the myth that they can
23 be reconciled and hope to survive. Either we will establish an ecological society
24 or society will go under for everyone, irrespective of his or her status.

25
26 - Ursula La Guin

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

29
30 **3.0 Reminders and Check-in:**

31 April 2019: BOD Candidate Campaign (Apr. 1-May 15); Voter Online Login
32 Information Mailed/Emailed to Owners; Preliminary Board Positions Nominations;
33 2019 CCCD - Sacramento (Apr. 28-29); Candidate Forum (Apr. 27); Annual Report
34 to Owners by Apr. 30;

35
36 May 2019: BOD Candidate Campaign (Apr. 1-May 15); 1st OEC Election Tabling
37 Event (May 1); BOD Retreat with Mark Goehring of CDS (TBD); BOD Election (May
38 1-15); Second OEC Election Tabling Event (May 7); Seat New Board/Board
39 Installation; Giving of BOD Binders; Exiting Directors Interviews & Thank Yous; Elect
40 Board Positions; Board Performance Monitoring Survey Group 3: C Policies (C:5-8)
41 to Board (Due TBD);

42
43 June: 2019 CCMA - Durham, NC (Jun. 6-8); Tasting Booth at NC Farmers'
44 Market (every other Saturday for 10 weeks); BOD Committees to Review
45 Charters; Update on Committee Membership; New BOD Member Committee
46 Orientation (TBD); Confidentiality Agreement & Code of Conduct - All BOD
47 Members Sign;

1 **4.0 Consent Agenda:** March Agenda add “ & Ends Report” to “Deliver GM Evaluation”
2 under Closed Session. February Minutes on page 7, line 34 to correct Kali’s name and
3 take off “e”; Page 8, lines 2-3 remove the sentence that begins with “Under the proposed
4 bylaws”.

- 5
- 6 1. Approve March Agenda
- 7 2. Approve February Minutes
- 8 3. Approve Final 2018 Patronage Dividend
- 9

10 **MOTION:** Mark Fenton moved to approve the 2019-03-26 Consent agenda items
11 as amended, Alana Lucia seconded, and the motion passed unanimously.

12
13 **5.0 Board Business:**

14
15 **5.1 Approve 2018 Financial Results, Conference Call with Wegner, CPAs, Auditors:**
16 Bruce Mayer CPA, Partner from Wegner CPAs joined the meeting via
17 conference call and reported that his firm conducted a review of BriarPatch
18 financial statements for the 2018 fiscal year. Full audits are scheduled to occur
19 every four years (with less rigorous financial “reviews” occurring in each of the
20 intervening years). A full audit was conducted last year on the 2017 financials,
21 so this year was a review year. Wegner’s audit report contains a “clean” opinion,
22 which means that no material modifications of the financial results were
23 needed during the audit. Bruce walked the Board through the report, indicating
24 that the Co-op is in excellent financial health by all measures reported.

25
26 **5.2 Closed Session – Board & Wegner CPAs, Auditors Only:** As is customary each
27 year, the Board moved into Closed Session to allow the auditors an opportunity to
28 communicate directly to the Board without Co-op management present.

29
30 **MOTION:** Mark Fenton moved to accept the 2018 Financial Results and Audit
31 Report from Wegner CPAs as third-party verification of compliance with
32 Financial Conditions and Asset Management Policies, Kwong Chew seconded,
33 and the motion passed unanimously.

34
35 **6.0 Study & Engagement:**

36
37 **6.1 Discussion on the Book *Small Giants*:** The Board discussed capturing a
38 summary of each Study & Engagement session for reporting purposes and proposed
39 providing their written comments to Kat ahead of time to be included in the Board
40 packet each month. then hold a discussion at the Board meeting following review of
41 the packet.

42
43 *Small Giants* - The Board continued their discussion and review of the book *Small*
44 *Giants*. During this session they were asked to discuss the application of the book as it
45 pertains to BriarPatch as an organization.

46
47 **7.0 Board Business Cont.:**

1 **7.1 Preliminary Board Position Nominations:** Richard called for any updates to
2 determine who is interested in taking on the roles of Board President, Vice President,
3 Treasurer, and Secretary. No changes since the February Board meeting. Formal
4 nominations will be opened at the April board meeting and kept open through the
5 May election and will then be voted on at the May Board meeting.
6

7 **7.2 Board Election Update / Board Candidate Orientation Debrief:**

8 Board Candidate Orientation Debrief – The Board Candidate Orientation, hosted by
9 the Board Development Committee took place on March 12th from 5-6pm. All Board
10 candidates including incumbents were in attendance. A summary of this event was
11 provided to the Board.
12

13 Board Election Update – Andrea Echegaray and Kat Bass-Pederson provided an
14 update from the Elections Team about the 2019 Election. The record date was March
15 18th, which means that active owners as of 5pm on this date are eligible to vote in the
16 election. The Notice of Election, a required notification per our bylaws, will be sent
17 out to Owners via email or postcard on March 28th (6,371 Owners with email
18 addresses will receive an email notification, and 2,498 owners without email
19 addresses will be sent a postcard). The next communication to owners will take place
20 at the end of April and will contain login information for the online ballot. Voters can
21 access the ballot via any smart phone, tablet, computer, or at the voting kiosk in the
22 store. The ballots will be open May 1st-15th and certified election results from Simply
23 Voting will be emailed to Board members the evening of May 15th.
24

25 Bylaws Revision – During the 2019 Election, owners will be asked to approve
26 proposed bylaws changes.
27

28 Candidate Campaign - Candidate campaigning will begin on April 1st and run through
29 May 15th.
30

31 Candidate Forum - The upcoming Board Candidate Forum is scheduled for Saturday,
32 April 27th from 2-4pm in the BriarPatch Community Room. All owners are invited to
33 attend in order to meet the 2019 Board candidates. The forum will be conducted in
34 panel format, and further logistics will be determined at the April Board Development
35 Committee meeting. Further communication to follow.
36

37 **7.3 Board Performance Monitoring Survey Group 2 Review (C Policies – C.1-4):**

38 Richard proposed creating each policy as an individual survey and then send them
39 out consecutively as opposed to sending one survey of grouped policies. The Board
40 agreed and supported this change.
41

42 Chris suggested prioritizing building the Board’s fluency on policy means and the ten
43 principles of policy governance by incorporating these topics into their study and
44 engagement sessions. This would be a great way to develop a leadership position on
45 the subject for the Board. Chris felt this would be well worth some time for a more
46 robust discussion at the upcoming Board retreat in August.
47

48 C-4: Executive Committee – The Board does not currently use Executive Session and
49 would like to change the verbiage in sub-policy C-4.2 to reflect “Closed Session”. The

1 Board agreed to this change and it will be reflected in the Policy Register and also in
2 the Board Performance Monitoring survey. No motion requested on this change.

3
4 **MOTION: Katie Turner moved to approve the Board Performance Monitoring**
5 **Survey as showing that the Board is in compliance with the C:1-4 Policies,**
6 **Jonathan Collier seconded, and the motion passed unanimously.**
7

8 **7.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

9

10 **7.1 Owner Engagement Committee Report (March):**

11 Banner Community Guild - John Pomeroy from the Banner Community Guild
12 attended the meeting to discuss how this organization has been reinvented. John has
13 also become a new member of the Owner Engagement Committee.

14
15 Election Tabling Events - Election tabling events will take place on May 1st and May
16 7th in front of the store from 10am-6pm. A Doodle poll has been sent to the Owner
17 Engagement Committee and Board requesting volunteers for these events.

18
19 The Owner Engagement Committee has been asked to serve as the liaison to owners
20 for the proposed bylaws revision and were provided with the bylaws revision
21 summary pamphlet at their last meeting.

22 **7.2 Board Development Committee Report (No Report):**

23 **8.0 Accountability - GM:**

24

25 **8.1 FYI Report: Operational Points of Interest to the Board**

26
27 Waste Management & Recycling Standards - Chris provided further explanation and
28 clarification on Waste Management enforcing stricter recycling standards.
29

30
31 **8.2 B-8 Board Logistical Support Monitoring Report:** The report focused on the
32 Board's B-8 policy that states the GM will not allow the Board to have inadequate
33 logistical support.

34
35 Kat Bass-Pederson, Administrative Assistant to the General Manager and the
36 Board wrote the B-8 Monitoring report and included any relevant data that
37 reflected her current support role to the Board of Directors. The Board and
38 Chris shared their appreciation for Kat's work and support in her role.
39

40 **MOTION: Rachel Berry moved to approve the B-8 Monitoring Report as amended,**
41 **Alan Weisberg seconded, and the motion passed unanimously.**
42

43 **8.3 Ends Report:** The annual Ends Report measures BriarPatch's progress towards
44 achievement of the Ends policies for fiscal year 2018. Chris presented the report to
45 the Board and invited them to make any comments or questions for clarification.
46

47 Each Director was assigned an individual End at the March Board meeting to
48 consider during their review of the Ends Report. Directors provided feedback and
49 suggested changes for consideration by Management for future Ends Reports.

1
2 **MOTION:** Rachel Berry moved to accept the 2018 Ends Report as representing
3 progress towards the BriarPatch Ends policies, Kali Feiereisel seconded, and the
4 motion passed unanimously.
5

6 **9.0 Development Planning (Open Session):**
7

8 **9.1 Development Progress Update:**

9 RAD (Refrigeration, ADA Access, Dock) Project – The RAD project has come to a
10 close and overall project costs have not changed significantly. Chris will bring a final
11 cost summary to the May 14th Finance Committee meeting. BriarPatch has obtained
12 final occupancy permit and the new cooler is running well.
13

14 Additional Office Space – Management is seeking additional office space and has
15 looked into two different configurations. One configuration would move some
16 support staff into a secondary off-site office space. The other would relocate all
17 support staff into a single, larger space. LeeAnne and Chris are working through the
18 pros and cons of each configuration and expect to have more to share with the Board
19 by the April Board meeting.
20

21 Loans and Loan Guarantee Limitation – Interest in BriarPatch’s farm loan programs
22 have increased. Chris advised the Board that he expects to max the \$50k limit
23 documented in the B-1 Financial Conditions & Activities Monitoring report in the near
24 future and may have another loan guarantee request soon which would require Chris
25 to come back to the Board for approval in the short term. In the long term, Chris
26 would like to discuss at the May 14th Finance Committee meeting an increase to \$50K
27 limit. This would require modification to the limitation policy, which would then go to
28 the Board for approval thereafter. Due to the great track record of successful loan
29 guarantees and the overall growth in BriarPatch business volume, Chris believes that
30 the current limit is too restrictive to adequately support this important community
31 support.
32

33 Cooking School – The future of the cooking school has been undergoing some critical
34 analysis by Management. The losses attributed to this activity have reached \$100K
35 per year, which could be used in other ways to support the community. In addition,
36 this activity has been shown to benefit a small number of returning class participants.
37 After careful consideration, Chris has decided not to renew the cooking school lease
38 when it expires in July.
39

40 **10.0 Executive Session (Closed Session):**
41

42 **10.1 Development Update:**
43

44 **10.2 GM Evaluation – Deliver Evaluation Memo from the Board to GM Based on**
45 **Data from Monitoring Table and Ends Report:**
46

47 **11.0 Meeting Evaluation**
48

49 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 9:32 p.m.

1
2 **SUMMARY OF DECISIONS:**

- 3 1. Approve March 2019 Consent Agenda Items P. 2, lines 10-11.
4 2. Accept the 2018 Financial Results and Auditors' Report P. 2, lines 30-33.
5 3. Approve the Board Performance Monitoring Survey – Group 2 (C.1-4) P. 4, lines
6 6-8.
7 4. Approve the B-8 Monitoring Report P. 4, lines 42-43.
8 5. Accept the 2018 Ends Report p. 5, lines 5-7.
9

10 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 11 1. Kwong to send Kat Summary of March Study & Engagement session for report.
12 2. Kat to put "Review of process on Study & Engagement Reports" on April Board
13 Development Committee agenda.
14 3. Kat to reformat the Group 3 Board Performance Monitoring surveys as separate
15 policy surveys and send them out consecutively.
16 4. Kat to change C-4.2 "Executive Session" to "Closed Session" in the Board
17 Performance Monitoring survey and also in the Policy Register.
18 5. Chris to break out School Rebates information (pg. 22 of 2018 Ends Report) and
19 communicate further to the Board (Katie in particular).
20

21 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
22 page.
23

24 **NEXT REGULAR MEETING WILL BE HELD Tuesday April 30th at 5:30 –**
25 **8:30p.m., in the Community Room of the BriarPatch.**
26

27 Minutes prepared by Kat Bass on March 27th, 2019.
28

29 **APPROVED BY:** 

DATE: 5/9/19

30 (These minutes were approved by the Board of Directors on April 30th, 2019. The
31 official signed copy is on file.)
32

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