

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES April 30, 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:** Ember Amador, Kat Bass-Pederson, Gwen Birk, Andrea
13 Echegaray, LeeAnne Haglund, Chris Maher, Angelica Niblock, Brett Torgrimson,
14 Rebecca Torpie
15

16 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at
17 6:01p.m.
18

19 Kali Feiereisel presented this month's opening quote(s):
20

21 "Individual commitment to a group effort – that is what makes team work, a
22 company work, a society work, a civilization work." – Vince Lombardi
23

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

26 **2.1 Ancestral Homelands Reciprocity Program – Shelly Covert:** Ember Amador
27 gave a presentation to bring more awareness to the Ancestral Homelands Reciprocity
28 Program. The Ancestral Homelands Reciprocity Program is a community generated
29 initiative to support and uplift the Nevada City Rancheria Nisenan Tribe, the original
30 peoples of this land, through their tribally guided 501(c)(3) nonprofit CHIRP
31 (California Heritage: Indigenous Research Project). Their goal is to raise visibility and
32 awareness so all who work or live here can come together to honor the past and grow
33 the future.
34

35 Ember also gave her appreciation on behalf of CHIRP for BriarPatch's generous
36 sponsorship of their organization.
37

38 **3.0 Reminders and Check-in:**
39

40 May 2019: BOD Candidate Campaign (Apr. 1-May 15); 1st OEC Election Tabling
41 Event (May 1); BOD Retreat with Mark Goehring of CDS (TBD); BOD Election (May
42 1-15); Second OEC Election Tabling Event (May 7); Seat New Board/Board
43 Installation; Giving of BOD Binders; Exiting Directors Interviews & Thank Yous; Elect
44 Board Positions; Board Performance Monitoring Survey Group 3: C Policies (C:5-8)
45 to Board (Due TBD);

46 June: 2019 CCMA - Durham, NC (Jun. 6-8); Tasting Booth at NC Farmers'
47 Market (every other Saturday for 10 weeks); BOD Committees to Review
48 Charters; Update on Committee Membership; New BOD Member Committee

1 Orientation (TBD); Confidentiality Agreement & Code of Conduct – All BOD
2 Members Sign;

3
4 July: Board Performance Monitoring Survey Group 3: C Policies (C:5-8)
5 Review; California World Fest (Jul. 11-14); New BOD Member Orientation –
6 Policy Governance (TBD); Invite New Directors to July BDC Meeting;
7 Confidentiality Agreements & Code of Conduct – All Committee Members Sign.

8
9 **4.0 Consent Agenda:**

- 10 1. Approve April Agenda
11 2. Approve March Minutes

12
13 **MOTION: Katie Turner moved to approve the 2019-04-30 Consent agenda items,**
14 **Kwong Chew seconded and the motion passed unanimously.**

15
16 **5.0 Study & Engagement:**

17
18 **5.1 Cannabis Update & Effect on Local Economy:** Jonathan Collier, Board member
19 and Chair of the board for the Nevada County Cannabis Alliance provided a brief
20 history of cannabis legislation as it has developed from a state and local level. He also
21 provided a speculative analysis of the economic impacts that the cannabis industry will
22 be having on our local economy, citing specific information around Nevada City's
23 rollout of the industry including the number of licensed businesses, development
24 spending and prospective employment numbers, as well as a tentative forecast of
25 cultivation in the unincorporated areas of the County. Overall, the economic projection
26 is a continued moderate decline in revenue from the industry for the next several years
27 until legislation, markets and industry find stability.

28
29 **6.0 Accountability - GM:**

30
31 **6.1 FYI Report:**

32 NCG (National Cooperative Grocers) Peer Visit – Chris reached out to the NCG a few
33 years ago to ask them to become an active part of BriarPatch's business planning
34 process. Within NCG's programming they conduct formal audits. Their recent visit to
35 BriarPatch on April 24th–25th was an informal peer review which is a step below an
36 audit. The peer visit is designed to help Co-ops brainstorm for open ended and/or
37 more focused discussions. NCG's most recent visit included a conversation on
38 internal readiness for expansion, with some resources identified that NCG will
39 forward to Chris.

40
41 Owner Data Base – Joel Brock, founding member of the Tech Support Cooperative
42 and IT consultant for CDS Consulting Co-op has been hired to help with Phase One
43 (exploratory phase) of the new owner database. The vision is to develop an owner
44 database that goes beyond the current owner database housed in Excel. Ultimately,
45 the new database will be robust, have the ability to provide reporting to increase
46 efficiencies both internally and externally, and will be interactive for owners. Phase
47 One includes assessing the Co-op's needs and recommending next steps for
48 consideration and approval.

1
2 Patronage Dividend – Mark commented about owner feedback received regarding
3 the 2018 patronage dividend letters that went out at the end of April and suggested
4 formatting the letter to show the paid dividend portion on the document prior to
5 showing the dividend retained by the Co-op.
6

7 Chris suggested that this an opportunity to educate owners that the profit retained by
8 the Co-op is essentially the total profit made by the Co-op, not a separate pool of
9 profit set aside for owners. A portion must be retained in order to continue to
10 operate, improve and grow the business.
11

12 **6.2 Spencer Stuart Company Culture Diagnostic Results:** Spencer Stuart
13 conducted an assessment of BriarPatch’s internal culture. This assessment started
14 with a staff survey and culminated in a diagnostic report describing the survey
15 results. The **Spencer Stuart culture** model is depicted on a four-quadrant square,
16 with two axes: Independence vs Interdependence; and Flexibility vs Stability. Within
17 these four qualities there exist eight socio-cultural styles: Results; Order, Purpose;
18 Learning; Authority; Safety; Caring; and Enjoyment. Results showed that BriarPatch’s
19 culture emphasizes Interdependence and Flexibility. The culture is altruistic and
20 focuses on Purpose, Caring and Results.
21

22 **6.3 B-7 Communication to the Board Monitoring Report:** The report focused on
23 the Board’s B-7 policy that states the GM will not cause or allow the Board to be
24 uninformed, misinformed, or unsupported in its work.
25

26 **MOTION:** Rachel Berry moved to approve the B-7 Monitoring Report as presented,
27 Jonathan Collier seconded, and the motion passed unanimously.
28

29 **7.0 : Development Planning (Open Session):**
30

31 **7.1 Development Progress Update:** Chris provided the Board with a summary of the
32 proposed office at 420 Sierra College Drive. He explained that the space would
33 provide additional workspaces for approximately 6-10 Co-op staff. The proposed
34 lease would an addition to the current office space at 140 Litton Drive. As proposed,
35 the lease includes a 3-year commitment with a 3-year extension at the Co-op’s
36 option. Chris added that this expense was included in the budget that the Board
37 reviewed and approved in December 2018.
38

39 Management is still considering alternate configurations, so the decision to sign the
40 lease has not been officially made. However, time is of the essence and this lease
41 appears to satisfy the short-term needs of the Co-op, so Chris asked the Board to
42 authorize him to sign this lease.
43

44 **MOTION:** Alana Lucia moved to authorize the General Manager to commit to a
45 three-year office lease at 420 Sierra College Drive, Suite 220, Grass Valley,
46 California, to include terms as outlined on the Summary of Terms presented to
47 the Board. Katie Turner seconded, and the motion passed unanimously.
48

1 **8.0 Closed Session**

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3 **8.1 Development**

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5 **9.0 Board Business:**

6
7 **9.1 Election Forum Debrief:** The Election Forum took place on Saturday, April 27th
8 from 2-4pm in the BriarPatch Community Room. The first portion of the forum was
9 dedicated to the revised bylaws that are being proposed on this year's election ballot
10 and was followed by a Q&A with the candidates who are running for the BriarPatch
11 Board.

12
13 All five candidates: Alan Weisberg (incumbent), Katie Turner (incumbent), Kwong
14 Chew (incumbent), Angelica Niblock, and Debbie Frederick were present.
15 Candidates were commended for their participation and the robust answers that they
16 brought to this Forum. The YouTube video link for each candidate has been posted
17 the BriarPatch website.

18
19 Kudos were also shared with the Board Elections Team, the Board Development
20 Committee and the Marketing team for the organization and promotion of this event.

21
22 **9.2 Preliminary Board Position Nominations:** Richard called for preliminary Board
23 position nominations from to determine who is interested in taking on the roles of
24 Board President, Vice President, Treasurer, and Secretary.

25
26 Formal nominations for the Board positions will be kept open until a final vote is held
27 at the May Board meeting. The election process will consist of vote-by-ballot if more
28 than one director is nominated for the same position. The Board Development
29 Committee will further discuss and fine tune the vote-by-ballot process prior to the
30 May Board meeting.

31
32 Mark Fenton was nominated for Board Treasurer by Katie Turner.

33 Katie Turner was nominated for Board Secretary by Alan Weisberg.

34 Kali Feiereisel was nominated for Board Secretary if Katie Turner is not re-elected by
35 Mark Fenton.

36 Alana Lucia was nominated for Board Vice President if Kwong Chew is not re-elected
37 by Katie Turner.

38 Kwong Chew was nominated for Board Vice President by Katie Turner.

39 Richard Drace was nominated for Board President by Alana Lucia.

40 Alan Weisberg was nominated for President by Mark Fenton.

41
42 **9.3 Invite Exiting Director(s) to May Meeting:** Richard invited any potential exiting
43 Director(s) post-election to attend the May 28th Board meeting.
44

1 **9.4 2019 CCCD Conference Debrief:** Katie Turner attended the 2019 California
2 Center for Cooperative Development conference that took place in Sacramento on
3 April 28th-29th and shared the highlights and take-aways from her experience.
4

5 **9.5 Board Meeting Process Review:** Richard discussed and requested the Board's
6 buy-in on Board meeting process in relation to agenda planning, personnel questions,
7 and discussion length and cut off times.
8

9 **9.6 CDS Monthly Call Notes (April):** Richard commended the call notes for being
10 very thorough and complete.
11

12 **10.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

13 **10.1 Owner Engagement Committee Report (April):**

14 2018 Co-op Love Tabling Survey Analyzed Results – The 2018 Co-op Love
15 tabling survey results were analyzed by the following categories of: total # of
16 answers included reference to; % of answers; % of total # of answers and shared
17 the results with the committee. The plan was to analyze 2018 results to the
18 2019 results; however, the 2019 event was cancelled due to weather.
19

20
21 Product offering, staff appreciation, and the Deli were noted as the top three
22 “loves” of BriarPatch.
23

24 **10.2 Board Development Report (April):**

25 The months of April, July, October, and December were noted by the Board
26 Development Committee as poor months to hold Study & Engagement sessions at the
27 Board meeting due to those months containing heavy agenda content. The Board
28 Development Committee is still in discussion on the Study & Engagement process
29 and will report further to the Board.
30

31 Study & Engagement Report (March) – Future book reviews will include chapter
32 summaries written by each Director prior to the Board meeting for inclusion into the
33 Board packet that month. A brief discussion will be held at the Board meeting
34 following distribution of the packet.
35

36 **11.0 Meeting Evaluation**

37
38 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:41p.m.
39

40 **SUMMARY OF DECISIONS:**

- 41 1. Approve April 2019 Consent Agenda Items P. 2, lines 13-14.
- 42 2. Approve the B-7 Monitoring Report P. 3, lines 26-27.
- 43 3. Authorize GM to sign proposed lease for additional office space P. 3, lines 44-47.
44

45 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 46 1. Kat to include “Board Officer Nomination – Vote by Ballot Process” on the May
47 BDC meeting agenda.
48

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

3
4 **NEXT REGULAR MEETING WILL BE HELD Tuesday May 28th at 5:30 –**
5 **8:30p.m., in the Community Room of the BriarPatch.**

6
7 Minutes prepared by Kat Bass on May 1st, 2019.
8

9 **APPROVED BY:** 

DATE: 7/2/19

10 (These minutes were approved by the Board of Directors on May 28th, 2019. The
11 official signed copy is on file.)

12
13 This meeting and all Board meetings are recorded digitally and uploaded to the computer
14 server for storage. To listen to recordings, please contact Chris Maher, General
15 Manager.