

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES June 25th, 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, Andrea Echegaray, Peter
13 Gannett, LeeAnne Haglund, Chris Maher, Tiana Rockwell, Brett Torgrimson, Rebecca
14 Torpie
15

16 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at
17 6:00p.m.
18

19 Alana Lucia presented this month's opening quote(s):
20

21 "Imagination is everything. It is the preview of life's attractions." – Albert Einstein
22

23 "Without magic, there is no art. Without art, there is no idealism. Without idealism,
24 there is no integrity. Without integrity, there is nothing but production." – Raymond
25 Chandler
26

27 "In a world of disorder and disaster and fraud, sometimes only beauty can be trusted.
28 Only artistic excellence is incorruptible. Pleasure cannot be bargained down. And
29 sometimes the meal is the only currency that is real." – Elizabeth Gilbert
30

31 **2.0 Owner Forum: Public Comment/Communications to the Board:**
32

33 **2.1 Owner Facebook Message Regarding Celebration of Pride:** A BriarPatch
34 owner wrote in via Facebook message to the Board to express their feelings on the
35 celebration of Pride within BriarPatch as an organization.
36

37 **3.0 Reminders and Check-in:**

38 July: Board Performance Monitoring Survey Group 3: C Policies (C:5-8)
39 Review; California World Fest (Jul. 11-14); New BOD Member Orientation –
40 Policy Governance (TBD); Invite New Directors to July BDC Meeting;
41 Confidentiality Agreements & Code of Conduct – All Committee Members Sign.
42

43 August: Local Food & Farm Tour; OD Retreat with Mark Goehring of CDS (Aug.
44 10-11); Board Members up for Re-election Weigh in on Intentions for Running
45 in Next Election – Kali, Jonathan, & Alana (2019); Update Election Policies &
46 Election Timeline; Update BOD Candidate Packet; Bounty of the County (Aug.
47 21);
48

1 **September:** Local Food & Farm Tour; SYRCL River Clean Up (Sep. 21); Celtic
2 Festival (Sep. 27-29); Sac CBL 101 & Leadership Training (Sep. 28); BOD
3 Approves 2020 Election Timeline (Governance); BDC Approves BOD Budget &
4 Submits to BOD for Approval; Discuss 2020 Operating Budget Timeline, Key
5 Assumptions, & BOD Budget; Review BOD Stipends; BOD Performance
6 Monitoring Survey Group 1: D Policies (D:1-4) to Board (Due TBD); CBLD
7 Agreement Renewal.

8
9 **4.0 Consent Agenda:**

- 10 1. Approve June 2019 Agenda
11 2. Approve May 2019 Minutes
12

13 **MOTION:** Richard Drace moved to approve the 2019-06-25 Consent agenda items,
14 Alana Lucia seconded, and the motion passed unanimously.
15

16 **5.0 Study & Engagement:**

17
18 **5.1 Board Financial Training on Proformas – Andrea Echegaray, Finance**

19 **Manager:** Andrea presented an example of a sample proforma financial projection
20 summary to the Board to help educate them on how to read proformas in greater
21 detail.
22

23 **6.0 Board Business:**

24
25 **6.1 Confidentiality Agreements & Code of Conduct forms – All Directors to Sign:**
26 Both forms are completed annually by the Board and turned into the Administrative
27 Assistant to file.
28

29 **6.2 Board Leadership Position Election Process Review:** Alan asked the Board for
30 feedback on the board leadership election process. A suggestion was made was to
31 have two counters instead of one for counting votes on each ballot going forward.
32

33 **6.3 Update on Committee Membership:** Alan Weisberg, President requested each
34 Board Committee Chair provide their recommendations for committee membership.
35 Approval of the board committees roster will take place at the July Board meeting.
36

37 Kali is no longer ad hoc on the Board Development Committee
38

39 Alana Lucia to confirm David Edward's membership on the Owner Engagement
40 Committee.
41

42 Finance Committee – Mark Fenton was appointed as the Finance Committee Chair
43 per the Finance Committee charter requirements.
44

45 Owner Engagement Committee – Alana Lucia was appointed the Owner Engagement
46 Committee Chair by Alan Weisberg, Board President.
47

1 The Owner Engagement Committee was noted for having more owner volunteers
2 than allotted in the committee charter and will review this further at the July meeting.

3
4 Board Development Committee – Kali Feiereisel was appointed the Board
5 Development Committee Chair by Alan Weisberg, Board President. No changes
6 requested to the Board Development Committee membership.

7
8 Governance Committee – Katie Turner was appointed as the Governance Committee
9 Chair per the Governance Committee charter requirements. No changes requested to
10 the Governance Committee membership.

11
12 **6.4 2019 CCMA Annual Conference in Durham, NC Debrief:** The 2019 Consumer
13 Cooperative Management Association (CCMA) conference was held in Durham, NC
14 on June 6th-8th. Alan asked each Director and Staff member who attended for a brief
15 summary of their experience and prompted them with the below questions:

- 16 1. What would be your quick elevator summary of the meeting - CCMA 2019 as a
17 whole?
- 18 2. What activities and experiences had most impact on you and were there good
19 ideas, policies and programs you think BriarPatch might consider in the future?
- 20 3. Did you learn anything that you think will help you understand and carry out the
21 Board's role if BriarPatch were to move ahead with further development plans?
22

23 The 2020 CCMA conference will be held in Sioux Fall, Minnesota.

24
25 **6.5 Discuss July Board Meeting:** Current thinking is that the Board will have a July
26 meeting that will take place at the regularly scheduled time on July 30th. A tentative
27 calendar invite will be sent to the Board and key management staff.

28
29 Katie Turner and Kali Feiereisel noted that they would not be present for the July
30 meeting.

31 32 **7.0 Accountability - GM:**

33 34 **7.1 FYI Report:**

35 Sierra Harvest – There is a meaningful network in the community that supports local
36 food and the economy that presents a greater need for BriarPatch. Sierra Harvest,
37 and other likeminded local organizations to think in terms of what can be done as a
38 group to have more impact. Chris will meet with Sierra Harvest next week and would
39 like to see a strategy developed that is collaborative and cooperative, rather than just
40 iterative.

41
42 Amend B-3 Asset Protection Policy – Chris asked the Board to approve the addition
43 of the word “unnecessary” to sub-policy B-3.2 and to approve an addition to sub-
44 policy B-3.3 which will read in full “Allow deposits or investments to be unreasonably
45 risked”.

1 **MOTION:** Katie Turner moved to amend the B-3 Asset Protection Policy to add the
2 word “unnecessary” to sub-policy B-3.2 and to add an additional sub-policy B-
3 3.3 which will read in full “Allow deposits or investments to be unreasonably
4 risked”, Rachel Berry seconded, and the motion passed unanimously.
5

6 **7.2 B-3 Asset Protection Monitoring Report:** The report focused on the Board’s B-3
7 policy that states the GM shall not cause or allow assets to be unprotected,
8 unreasonably risked, or inadequately maintained.
9

10 **MOTION:** Alana Lucia moved to approve the B-3 Monitoring Report, Richard
11 Drace seconded, and the motion passed unanimously.
12

13 **8.0 Development Planning (Open Session):**

14 **8.1 Development Progress Update:**

15 Expanded Office Space – Chris asked the Board to approve the rental of additional
16 office space at 140 Litton Drive suite 110. The proposed lease combined the existing
17 lease for suite 210 and the new space into one document for a 5-year term beginning
18 on June 1, 2019 through May 31, 2024. The lease was signed following Board
19 approval via email. The move into the additional space will be phased in the coming
20 months. This process is expected to be complete by September 2019.
21
22

23 **EMAIL MOTION:** Kwong Chew moved to authorize the GM to execute a 5-year
24 lease for 5,688 square feet of office space at 140 Litton Drive suite 110,
25 including incorporation of the existing 2,808 square feet of office space
26 currently leased at 140 Litton Drive suite 210, as per the terms of the lease
27 agreement provided to the Board, Alana Lucia seconded, and the motion passed
28 unanimously.
29

30 **9.0 Closed Session**

31 **9.1 Development:**

32 **10.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

33
34 **10.1 Owner Engagement Committee Report (June):** The Owner Engagement
35 Committee had one recommendation for the Board:
36

- 37
38 1.) The Owner Engagement Committee would recommend the Board approve the
39 proposed change to reflect the requirement of having one director on the
40 committee to be consistent with the BriarPatch bylaws.
41

42 As mentioned above in section *6.3 Update on Committee Memberships*, the Owner
43 Engagement Committee will further review their charter at the July meeting and
44 discuss owner volunteer maximum number. No motion was passed.
45

46 **10.2 Board Development Committee Report (June):**

1 **10.3 Governance Committee Report (June):** The Governance Committee had four
2 recommendations for the Board:

3 1.) The Governance Committee would like to recommend the approval of the revised
4 B-7 policy.

5
6 Changes - In B-7.2 add "Fail to report" so it will read "Fail to report any actual or
7 anticipated...".

8
9 **MOTION:** Rachel Berry moved to approve the revised B-7 policy as amended,
10 Katie Turner seconded, and the motion passed unanimously.

11
12 2.) The Governance Committee would like to recommend the approval of the
13 proposed GM Evaluation Procedures for inclusion in the Procedures Manual.

14
15 Changes - In the first paragraph, second sentence change to "...on the GM's
16 performance as per the job description" and remove "graciously" and add "/have not"
17 so the third to last paragraph of the procedure reads "..., which you have/have not
18 provided."

19
20 **MOTION:** Alana Lucia moved to approve the GM Evaluation Procedures for
21 inclusion in the Procedures Manual as amended, Mark Fenton seconded, and the
22 motion passed unanimously.

23
24 3.) The Governance Committee would like to recommend the approval of the
25 proposed board leadership nomination and election procedures for inclusion in
26 the Procedures Manual.

27
28 Changes - Under March first bullet point, second sentence amend to read "During
29 this review. The Board will assess both the effectiveness of the policy and the current
30 leader's performance."; In May under the second sub-bullet amend to read "Board will
31 vote on each leadership position individually and Chief Financial Officer/Finance
32 Manager and one additional staff member will count the votes for each leadership
33 position and then have results verified by the GM."

34
35 **MOTION:** Rachel Berry moved to approve the Board Leadership Nomination &
36 Election Procedure for inclusion in the Procedures Manual as amended, Richard
37 Drace seconded, and the motion passed unanimously.

38
39 4.) The Governance Committee would like to recommend the Board approve the
40 proposed change to reflect the requirement of having one director on the
41 committee to be consistent with the BriarPatch bylaws.

42
43 **MOTION:** Alana Lucia moved to approve the recommended change referenced
44 above to the Governance Committee charter, Katie Turner seconded, and the
45 motion passed unanimously.

46
47 **11.0 Meeting Evaluation**
48

1 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:44 p.m.
2

3 **SUMMARY OF DECISIONS:**

- 4 1. Approve June 2019 Consent Agenda Items P. 2, lines 13-14.
- 5 2. Approve Amendments to the B-3 Policy P. 4, lines 1-4.
- 6 3. Approve the B-3 Monitoring Report P. 4, lines 10-11.
- 7 4. Approve Expanded Litton Space Lease P. 4, lines 23-28.
- 8 5. Approve Amendments to the B-7 Policy P. 5, lines 9-10,
- 9 6. Approve GM Evaluation Procedure P. 5, lines 20-22.
- 10 7. Approve Board Leadership Nomination & Election Procedure P. 5, lines 35-37.
- 11 8. Approved Amended Governance Committee Charter P. 5, lines 43-45.

12
13 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 14 1. Kat to obtain Code of Conduct and Confidentiality agreements from Alan
15 Weisberg and Kali Feiereisel.
- 16 2. Kat to scan and file Code of Conduct and Confidentiality agreements received
17 from the Board.
- 18 3. Kat to remove ad hoc from Kali's BDC membership.
- 19 4. Alana to contact David Edwards to discuss OEC membership. Alana to follow up
20 further with Kat to edit the OEC committee membership roster accordingly.
- 21 5. Kat to include owner volunteer membership vs. OEC charter discussion on the
22 July meeting agenda.
- 23 6. Kat to include 'Committee Membership' on the July Board meeting agenda for
24 final Board approval of the committee roster.
- 25 7. Kat to send tentative calendar invite to the Board and Support Team for the July
26 30th Board meeting.
- 27 8. Kat to make amendments the proposed governance documents (B-3; B-7; GM
28 Evaluation Procedure; and Board Leadership Position Nomination & Election
29 Procedure) and include them in the Procedures Manual, then disperse updated
30 manual to the GM, Board, and upload to SharePoint.

31
32 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
33 page.

34
35 **NEXT REGULAR MEETING WILL BE HELD Tuesday July 30th at 5:30 –**
36 **8:30p.m., in the Community Room of the BriarPatch.**

37
38 Minutes prepared by Kat Bass on June 26th, 2019.
39

40 **APPROVED BY:** 

DATE: 8/2/19

41 (These minutes were approved by the Board of Directors on July 30th, 2019. The
42 official signed copy is on file.)