

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES July 30th, 2019**
4

5 **Directors Present:** Rachel Berry, Kwong Chew, Jonathan Collier, Richard Drace, Mark
6 Fenton, Alana Lucia, Alan Weisberg
7

8 **Absent:** Kali Feiereisel, Katie Turner
9

10 **Managers & Guests Present:** Kat Bass-Pederson, Gwen Birk, Andrea Echegaray,
11 LeeAnne Haglund, Chris Maher, Rebecca Torpie
12

13 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at
14 6:00p.m.
15

16 Kwong Chew presented this month's opening quote(s):
17

18 "There is no such thing as cheap food. The real cost of the food is paid somewhere.
19 And if it isn't at the cash register, it's charged to the environment or to the public
20 purse in the form of subsidies. And it's charged to your health." -Michael Pollan
21

22 "... but for food co-ops, there's strong overpriced stigma. So is it true...
23

24 Food co-ops cannot possibly gouge the customers. Food co-ops are owned by their
25 customers.... any profits are customer profits ... returned to store ... community ...
26 customers ... programs ...
27

28 With this closed-loop, no matter the type of food on the shelf, prices at Food Co-ops
29 are a better reflection of the true cost of grocery store food.
30

31 Then there is Financial transparency....
32

33 Then there is food quality... determined by member-owners.
34

35 Food price comparisons are reserved for what's on the shelves, not the type of store."
36 -Grocery Story, Jon Steinman
37

38 **2.0 Owner Forum: Public Comment/Communications to the Board:**
39

40 **3.0 Reminders and Check-in:**
41

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

48 September: Local Food & Farm Tour; SYRCL River Clean Up (Sep. 21); Celtic
49 Festival (Sep. 27-29); Sac CBL 101 & Leadership Training (Sep. 28); BOD
50 Approves 2020 Election Timeline (Governance); BDC Approves BOD Budget &
51 Submits to BOD for Approval; Discuss 2020 Operating Budget Timeline, Key

1 Assumptions, & BOD Budget; Review BOD Stipends; BOD Performance
2 Monitoring Survey Group 1: D Policies (D:1-4) to Board (Due TBD); CBLD
3 Agreement Renewal;

4
5 **October:** Annual Owner Meeting (Oct. 24); Updated Candidate Packet
6 Available to Public; BDC, OEC, GM, Marketing Mgr., & Admin to Review BOD
7 Calendar for Upcoming Year (2020); NCG Membership Renewal
8

9 **4.0 Consent Agenda:**

- 10 1. Approve July 2019 Agenda
11 2. Approve June 2019 Minutes
12 3. Update on Committee Membership
13

14 **MOTION:** Richard Drace moved to approve the 2019-07-30 Consent agenda
15 items, Rachel Berry seconded, and the motion passed unanimously.
16

17 **5.0 Board Business:**
18

19 **5.1 Board Leadership Monthly Report:** All board leadership positions: President,
20 Vice President, Treasurer, Secretary, and board committee Chairs provided an
21 overview of the work they have done over the past month. The board leadership
22 monthly report was a suggestion that came from the June Columinate call notes.
23

24 **5.2 Board Workshop Discussion: August 10-11 @ Granlibakken**

25 Chris' goal for the upcoming board workshop is to cast a wide vision about the co-op
26 as a whole with development being one major piece of the workshop going through
27 the lens of our Global Ends.
28

29 The board workshop will be facilitated by Mark Goehring of Columinate and Chris.
30 The Board discussed the proposed workshop outline and were invited to provide their
31 feedback. Overall feedback received from the Board was positive.
32

33 **5.3 Discuss 2020 Budget Process & Timing:** The Board reviewed the 2020 board
34 budget process and timeline. The Board Development Committee will review the
35 board budget template provided by Andrea Echegaray, Finance Manager and will
36 draft a board budget in August. The Board Development Committee will revise the
37 draft and submit a final draft to the Board for approval in September.
38

39 **5.4 Board Performance Monitoring Survey Group 3 Review (C Policies – C:5-8):**

40 The Board Development Committee reviewed the Board Performance Monitoring
41 Survey Group 3 results and noted two themes: 1.) Directors not having experience
42 with certain items limiting their ability and confidence to answer the questions, and
43 2.) Directors not wanting to speak on behalf of other Directors.
44

45 C-6 – Clarification requested on C-6.3(d) to exist more fluidly with C-5.3(b). Sub-
46 policy currently states that the President represents the Board to outside parties. The
47 Board has the authority to designate a representative, usually being the President, but
48 also has the authority to designate this responsibility to another Director.

1
2 C-6.2 – The Board would like to change the word “use” to “execution” to make more
3 sense.
4

5 **MOTION:** Rachel Berry moved to approve the amendment to the C-6.2 policy to
6 read “Officers may delegate their duties but remain accountable for their
7 execution.”, Jonathan Collier seconded, and the motion passed unanimously.
8

9 **MOTION:** Alana Lucia moved to approve the Board Performance Monitoring
10 Survey as showing that the Board is in compliance with policies C:5-C:8, Kwong
11 Chew seconded, and the motion passed unanimously.
12

13 5.5 June & July Columinate Call Notes: 14

15 **5.5 NCG (National Cooperative Grocers) 2018 BriarPatch Food Co-op**
16 **Participation Report:** Every NCG member co-op was provided a 2018 Participation
17 report. This report details the member co-op’s financial performance and their
18 participation in NCG programs. Our report shows that BriarPatch is in good financial
19 health and participates fully in all NCG programs.
20

21 Alan noted the NCG’s observation regarding a system-wide decline in the Change in
22 Equity metric. Chris stated that equity is affected primarily by two things: profitability
23 and capital paid in by owners. Although the Co-op’s equity balance has increased
24 over time, the rate of growth has decreased due primarily to two factors: (a) a decline
25 in profitability; and (b) the denominator in the Change in Equity calculation, Total
26 Equity, gets larger each year, making it more and more difficult to see the same rate
27 of increase. Chris noted that BriarPatch’s Change in Equity, itself, remains higher than
28 the system average and is not a significant area of concern. The topic will be
29 discussed further at the next Finance Committee meeting.
30

31 Chris celebrated the results of the 2018 report and BriarPatch participation in NCG
32 programs and the benefit that is received.
33

34 6.0 Accountability - GM: 35

36 6.1 FYI Report:

37 NCG Board Chair - Chris was appointed the interim NCG Board Chair, and Sarah
38 Christensen was appointed the NCG Vice Chair due to the resignation of Dan Gillotte
39 from the NCG Board. The interim role is effective until April 2020 when the officer
40 election takes place unless the NCG Board considers making a change sooner.
41

42 Deli Sales Growth - Deli sales growth for the second quarter was flat likely due to Deli
43 reaching operating capacity and other factors such as managing margin (which can
44 impact sales growth).
45

46 Farmlink - BriarPatch is working with Farmlink to develop stronger marketing
47 materials in light of continued interest in the program. Alan spoke to Alan Haight
48 about designating a Farmlink representative to come and present to the Board at the
49 August board meeting during the Study & Engagement session.

1
2 **7.0 Closed Session**

3
4 **7.1 Development:**

5
6 **8.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

7
8 **8.1 Owner Engagement Committee Report (July):** The Owner Engagement
9 Committee had one recommendation for the Board:

- 10 1.) The Owner Engagement Committee would like to recommend the Board approve
11 the proposed change to reflect the requirement of having one director on the
12 committee to be consistent with the BriarPatch bylaws. They would also like the
13 Board to approve the proposed change to reflect the requirement of having no
14 fewer than one owner volunteer with current ownership in good standing, to
15 remove current cap of four owner volunteers.

16
17 **MOTION:** Jonathan Collier moved to approve the recommended change to the
18 Owner Engagement Committee charter to reflect that the committee shall
19 consist of no fewer than one Director, and no fewer than one owner volunteer
20 with current ownership status in good standing, Alana Lucia seconded, and the
21 motion passed unanimously.

22
23 **8.2 Board Development Committee Report (July):**

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25 **9.0 Meeting Evaluation**

26
27 **10.0 Meeting Adjournment:** Board Meeting was adjourned at 8:41 p.m.

28
29 **SUMMARY OF DECISIONS:**

- 30 1. Approve July 2019 Consent Agenda Items P. 2, lines 14-15.
31 2. Approve Amendment to C-6.2 sub-policy P. 3, lines 5-7.
32 3. Approve Board Performance Monitoring Survey – Group 3 (C:5-C:8) P. 3, lines
33 9-11.
34 4. Approved revised Owner Engagement Committee Charter P. 4, lines 17-21.

35
36 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 37 1. Kat to send email to Board for September 28 CBL workshop in Sacramento
38 asking them to opt out if they would not like to attend.
39 2. Kat to make approved change to C-6.2 sub-policy in PG register and in the Board
40 Performance Monitoring Survey Group 3 template.
41 3. Andrea to request a blank credit vetting sheet from Farmlink and forward it to
42 the Board.
43 4. Kat to make Board approved changes to OEC charter within the Procedures
44 Manual.

45
46 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
47 page.

1 **NEXT REGULAR MEETING WILL BE HELD Tuesday August 27th at 5:30 –**
2 **8:30p.m., in the Community Room of the BriarPatch.**

3

4 Minutes prepared by Kat Bass on July 31st, 2019.

5

6 **APPROVED BY:**



DATE: 9/9/19

7 (These minutes were approved by the Board of Directors on August 27th, 2019. The
8 official signed copy is on file.)