

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES June 26, 2018**

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, Margaret Campbell, Andrea Echegaray,
13 Chris Maher, Brett Torgrimson

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

16
17 Kali Feiereisel presented this month's opening quote(s):

18
19 "It may be that when we know longer know which way to go that we have come to our real
20 journey. The mind that is not baffled is not employed. The impeded stream is one that
21 sings." – Wendell Berry

22
23 **2.0 Owner Forum: Public Comment/Communications to the Board:**

24 Comment to the Board from Pilar Lackey – The Board received a comment card from Pilar
25 Lackey regarding diversity on the Board. Chris spoke with Pilar and discussed the efforts
26 that BriarPatch puts into action to support diversity as an organization, and in the
27 recruitment efforts of the Board.

28
29 Email from Patti Bess – The Board received an email from Patti Bess regarding Greg
30 Webber, a local farmer who is losing his farming land, requesting support from BriarPatch.
31 Although BriarPatch will not seek to lead these efforts Chris reached out to Greg to
32 express our support. There will be a City Council meeting held in response to this matter
33 and Directors were welcome to attend, as long as Directors are speaking on behalf of their
34 individual stance and not as a BriarPatch Board.

35
36 **3.0 Reminders and Check-in:**

37 July: Farm Trail Weekend (Jul. 7-8); California World Fest (Jul. 12-15); New BOD Member
38 Orientation – Committee Engagement (TBD); Invite New Directors to July BDC Meeting
39 (Jul. 11)

40
41 August: Local Food & Farm Tour; Termed BOD Members Weigh in on Intentions for
42 Running in Next Election – AW, KC, KT (2019); Updated Election Policies & Election
43 Timeline; Update BOD Candidate Packet; Closed Session" BOD Draft Request for GM
44 Compensation Proposal (2018, 2020, 2022); BOD Reviews RFP (2018, 2020, 2022);
45 Bounty of the County (Aug. 23)

46
47 September: Celtic Festival (Sep. 28-30); SYRCL River Clean Up (Sep. 15); Sac CBL 101
48 & Leadership Training (Sep. 29); BOD Retreat with Mark Goehring of CDS (TBD); 2019
49 Election Timeline Communicated to BOD (BDC); BDC Approves BOD Budget & Submits

1 to BOD for Approval; Executive Session: BOD Approves RFP & Presents to GM (2018,
2 2020, 2022); Discuss 2019 Operating Budget Timeline, Key Assumptions, & BOD Budget

3
4 CDS CBL 101 (September 29) – All Board members will be registered for this workshop
5 and given the opportunity to then opt out. Rachel Berry cannot make the 9/29 date, Kat to
6 provide her with alternative dates and locations to attend.
7

8 **4.0 Consent Agenda:** Correction: “Farm Trail weekend” not ‘Farm Tour” on the Board agenda
9 under July Reminders and Check-in.

- 10
11 1. Approve June Agenda
12 2. Approve May Minutes
13

14 **MOTION: Katie Turner moved to approve the 2018-06-26 Consent agenda items, Alana**
15 **Lucia seconded, and the motion passed unanimously.**
16

17 **5.0 Study & Engagement:**
18

19 **5.1 Possible Upcoming Opportunity: Tour of Living Building:** Miyamoto Earthquake &
20 Structural Engineers are a structural engineer firm that BriarPatch has worked with on
21 some of our projects. They have converted the Architectural Nexus office in Sacramento
22 into the first ever certified Living Building Challenge building in California. This "Living
23 Building" uses recycled rainwater as its water supply, solar panels to generate all of its
24 energy, and all waste is composted on site. No sewers needed. Creating such a building in
25 Sacramento's inconsistent weather made the project even more challenging. Chris
26 discussed the opportunity of potentially touring this building with the Board while
27 incorporating some regional collaboration with the Davis Food Co-op.
28

29 **6.0 Board Business:**
30

31 **6.1 Confidentiality Agreements & Code of Conduct forms – All Directors Sign:**
32 Directors were asked to review and sign the Confidentiality Agreements & Code of Conduct
33 forms.
34

35 **6.2 Discuss Board Member Representative on Board Elections Team:** The Board
36 considered the need for a Board representative to remain on the Elections Team, which is
37 an operational committee. There is no reference in the Board Development Committee
38 charter that states there shall or shall not be a Board representative on the Elections Team.
39 Kwong feels that the Board Development Committee Chair should remain on the Elections
40 Team for one more year, until the process becomes routine, to ensure proper Board
41 oversight and communication.
42

43 Chris expressed concern that this would set a precedent, with the Board assigning a
44 member to an operational team. In addition, there could be a misconception that the Board
45 was trying to influence the election by participating on the team. It's helpful to understand
46 that the Elections Team was initially created in 2015 to implement online voting for the first
47 time. At that time, it was helpful to have Louise Jones, Board Secretary, on the team
48 because of her experience conducting government elections. Four years later, the election
49 process is now very routine and deals entirely with minutia, like which language should
50 appear in emails and on signage, when the voting booth should be erected, how to train

1 Customer Service staff, etc. In addition, most liaison duties are already performed by Kat
2 Bass, the Board Administrative Assistant, who is on the Election Team and who also sits in
3 on the Board committee meetings.
4

5 Chris suggested that a better approach would be to work within policy governance and add
6 an elections sub-policy to Policy B-4 – Ownership Rights and Responsibilities. This new
7 sub-policy could provide the Board what it needs to fulfill its obligations to oversee the
8 election process. The sub-policy would read: “The GM shall not fail to conduct an election
9 that has the following criteria...” and bring that back to the Board for approval, to then be
10 reported upon as part of the regular monitoring schedule. This would ensure Board
11 oversight, but also keep the Board’s activities within the parameters of the policy
12 governance system.
13

14 No action was taken.
15

16 **6.3 Board Officer Election Process Review:** The Board discussed Board Officer
17 elections which were conducted at the May meeting. Richard raised the matter, stating that
18 the process warrants discussion and improvement, as the last-minute nomination of Kwong
19 Chew for Vice President came as a surprise and resulted in an awkward and less-than-
20 ideal election.
21

22 Richard began the discussion by suggesting that the officer nomination process begin a
23 month or two earlier to allow more time to consider nominees when there is a vote on the
24 table. The nomination period would remain open through the May meeting. Richard also
25 suggested that alternate nominees be identified to prepare for the possibility that an
26 incumbent Board Officer does not win re-election.
27

28 Rachel also suggested allowing each nominee the opportunity to explain why they would
29 like to be considered for the officer position, in order to provide other Board members with
30 information upon which to base their vote.
31

32 The Board agreed to leave the formal nomination process in the month of May post-
33 election with preliminary nomination sessions and discussions in March and April of each
34 year. Kat to update Board calendar accordingly.
35

36 **6.4 Update on Committee Membership:** Richard requested that each Board Committee
37 Chair give their recommendations for committee membership.
38

39 Alana Lucia was appointed as the Owner Engagement Committee Chair by Richard Drace,
40 Board President. Alana requested the removal of Bob O’Brien and Hilary Dart, and the
41 addition of Nicole Keene for the changes to be made to the Owner Engagement Committee
42 membership.
43

44 Kwong Chew, Vice President was appointed as the Board Development Committee Chair
45 by Richard Drace, Board President. No changes requested to the Board Development
46 Committee membership.
47

48 Mark Fenton, Treasurer was appointed as the Finance Committee Chair by Richard Drace,
49 Board President and in accordance with the BriarPatch bylaws. No changes requested to
50 the Board Development Committee membership.
51

1 Katie Turner, Secretary was appointed as the Governance Committee Chair by Richard
2 Drace, Board President and in accordance with the Governance Committee charter. No
3 changes requested to the Governance Committee membership.
4

5 **MOTION: Alana Lucia moved to approve the revised June 5th, 2018 Board Committee**
6 **roster, Kali Feiereisel seconded, and the motion passed unanimously.**
7

8 **6.4 2018 CCMA Annual Conference in Portland, OR Debrief:** The 2018 Consumer
9 Cooperative Management Association (CCMA) conference was held in Portland, Or on
10 May 31st – June 2nd. Each Director and staff member who attended gave a brief description
11 of their experience and shared highlights from the conference.
12

13 BriarPatch received two awards at this year's conference and those awards were:

14 Cooperative Excellence Award - BriarPatch was awarded the Cooperative Excellence
15 Award, made in recognition of a retail cooperative that has made significant progress in
16 meeting the needs of members through growth in net sales and earnings, initiation of new
17 and innovative programs, and expansion of member services.

18 Cooperative Board Service Award - Alan Weisberg was awarded the Cooperative Board
19 Service Award, made in recognition of outstanding dedication and leadership by a board
20 member.
21

22 The 2019 CCMA conference will be held in Durham, North Carolina.
23

24 **6.5 Board Performance Monitoring Surveys; C-1 & C-8:** The Board reviewed the results
25 from the most recent Board Performance Monitoring Surveys; C-1 regarding governing
26 style, and C-8 regarding governance capacity.
27

28 C-1 – High scores were noted on C-1.
29

30 Alana and Jonathan shared their appreciation for the reviewing these policies via short
31 surveys to keep policy governance fresh in the Board's mind. Further discussion will take
32 place on Board Performance Monitoring Survey frequency and process during the
33 Governance Committee report.
34

35 **MOTION: Katie Turner moved to approve the Board Performance Monitoring Surveys**
36 **as showing that the Board is in compliance with policies C-1 & C-8, Jonathan Collier**
37 **seconded, and the motion passed unanimously.**
38

39 **6.6 Discuss July Board Meeting:** The Board assessed the need to hold a July Board
40 meeting and came to the consensus, with Chris, that there would be a meeting in July.
41 There will not be a scheduled monitoring report, which will leave a substantial amount of
42 time for a development update, FYI, and committee reports.
43

44 **6.7 SharePoint Tutorial:** Kat Bass, Administrative Assistant gave the Board a tutorial on
45 the newly updated SharePoint site for the Board.
46

47 **7.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

48

49 **7.1 Owner Engagement Committee Report (June):** The Owner Engagement Committee
50 presented their updated committee charter including tracked changes.

1
2 Chris, Alana, and Kwong to discuss Nevada County Grown possibly partnering with
3 BriarPatch to have a booth in the future at the Nevada County Fair.

4
5 Annual Owner Meeting Theme - How BriarPatch networks and provides an impact on our
6 Community (cross pollination/collaboration/community impact), playing off the theme “We
7 are a family, we are a community”. The Board was asked to reach out to Alana if anyone
8 would like to add further ideas or feedback.
9

10 **7.2 Board Development Committee Report (June):** The Board Development Committee
11 did not hold a formal meeting due to lack of attendance. Kwong expressed the committee’s
12 need for more members on the committee.
13

14 Kwong recommended that the Board talk about the candidate recruitment procedurally by
15 including this on the Board calendar in more than just the month of August and will bring
16 this back to the Board Development Committee in July to build a recommendation to
17 present to the Board.
18

19 **7.3 Governance Committee Report (June):** The Governance Committee presented their
20 updated committee charter including tracked changes.
21

22 The Governance Committee had four recommendations for the Board:

- 23 1.) Board Secretary be designated as the Governance Committee Chair, and that
24 Governance Committee charter reflects this under “Membership” section. Currently
25 reflected in the updated Committee charter.
26
27 2.) Board to approve committee members attendance must be 75% of committee meetings
28 each year to remain a member of the committee.
29

30 Governance Committee to include this in the General Committee Guidelines at their
31 July meeting for further review and discussion, then bring back to the Board. No motion
32 made at this time.
33

- 34 3.) Board to approve committee members to receive a once a month 10% discount
35 voucher at each meeting they attend, cancelling the 10%-month long discount.
36

37 Governance Committee to include this in the General Committee Guidelines at their
38 July meeting for further review and discussion, then bring back to the Board. No motion
39 made at this time.
40

- 41 4.) Board to approve decrease in frequency of Board Performance Monitoring Surveys into
42 the three groups presented, and adopt the suggested results review process.
43

44 Chris proposed a new process for the Board Performance Monitoring Surveys. Instead
45 of the Board monitoring one or two of their policies each month, they would monitor four
46 of their policies at a time, three times a year. This came from the Board facing the
47 challenge of evaluating their performance as a Board, which tends to happen when
48 looking at the policies in isolation. Monitoring these policies in groups would provide the
49 full aspect of each policy in congruency with the other policies in that group. This
50 process would also allow more time to collate and feedback the results. Kat would

1 forward the results to Richard and Chris who would review them with CDS (Cooperative
2 Development Services) Consultant, Mark Goehring. Any areas of concern or
3 celebration would be passed to the Board Development Committee who would then
4 report to the full Board.

5
6 The Board was in consensus to try the newly proposed Board Performance Monitoring
7 survey process for a year and then come back to assess which process they liked best.
8

9 **8.0 Accountability - GM:**

10
11 **8.1 FYI Report: Operational Points of Interest to the Board**

12
13 **8.2 B-3 Asset Protection Monitoring Report:** The report focused on the Board's B-3
14 policy that states the GM shall not cause or allow assets to be unprotected, unreasonably
15 risked, or inadequately maintained.

16
17 Chris noted that this is the first policy that includes the deposits we have made into National
18 Cooperative Bank.

19
20 **MOTION: Mark Fenton moved to approve the B-3 Monitoring Report as presented,**
21 **Kwong Chew seconded, and the motion passed unanimously.**

22
23 **9.0 Development Planning (Open Session):**

24
25 **9.1 Development Progress Update:**

26 RAD (Refrigeration, ADA, Dock) Project – BriarPatch is now in contract with MK & Sons
27 with a start date of July 9th and a projected completion date of September 15th. All
28 component parts are in process to be delivered. Gwen Birk, Operations and Customer
29 Service Manager and Dave Thomas, Facilities Manager are coordinating and meeting with
30 Mark Tintle weekly to discuss how to manage the logistics of this project while the store is
31 operating. Project work hours are scheduled to be between 4pm-12am each day. Chris
32 reviewed the area restrictions schedule and plan with the Board.

33
34 One challenge recognized is that the existing ADA area that is being corrected will not be
35 accessible while the project is under construction. This is in code; however, a plan is being
36 developed on how best to serve our customers who utilize this access during the duration
37 of this project.

38
39 **10.0 Executive Session (Closed Session):**

40
41 **11.0 Meeting Evaluation**

42
43 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 9:07 p.m.

44
45 **SUMMARY OF DECISIONS:**

- 46 1. Approve 2018-06-26 Consent agenda items P. 2, lines 14-15.
47 2. Approve the revised June 5th, 2018 Board Committee Roster P. 4, lines 5-6.
48 3. Approve Board Performance Monitoring Surveys; C-1 & C-8 P. 4, lines 35-37.
49 4. Approve B-3 Monitoring Report P. 6, lines 20-21.

50
51 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 1 1. Chris to keep tabs on City Council agendas and inform the Board of the meeting date
- 2 when Greg Webber is on the agenda.
- 3 2. Kat to reach out to Rachel to find alternative CDS CBL 101 workshop date for her to
- 4 attend. Kat to register remainder of the Board for CBL Leadership training on 9/29 in
- 5 Sacramento.
- 6 3. Chris to follow up with Kit Miyamoto on scheduling a possible tour of the Architectural
- 7 Nexus office in Sacramento paired with regional collaboration opportunity with the
- 8 Davis Food Co-op and report back to the Board.
- 9 4. Kat to update the Board calendar to include Board Officer nominations in the months
- 10 of March, April and May.
- 11 5. Kat to contact Nicole Keene to see if she would like to be on the Owner Engagement
- 12 Committee, the Governance Committee, or both and report back to each committee
- 13 chair.
- 14 6. Kat to include donation and sponsorship totals for 2017 on the August Board meeting
- 15 agenda.
- 16 7. Board Development Committee to discuss Board recruitment process at their July
- 17 meeting and bring back a recommendation to the Board on where to include
- 18 recruitment discussions on the Board calendar with the Board Recruitment Exercise in
- 19 August of each year.
- 20 8. Kat to include "Committee Member Attendance" and "Committee Member Discount" on
- 21 the Governance Committee agenda for July and include language in the General
- 22 Committee Guidelines for review at this meeting.
- 23 9. Governance committee to bring back to the Board the revised General Committee
- 24 Guidelines showing the inclusion of Committee Member Attendance and Committee
- 25 Member Discount language as recommended.
- 26 10. Chris and Kat to review current Board Performance Evaluation process and figure out
- 27 how to implement timing of new process then bring this back to the Board.
- 28

29 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda

30 page.

31

32 **NEXT REGULAR MEETING WILL BE HELD Tuesday July 31 at 5:30 – 8:30p.m., in the**

33 **Community Room of the BriarPatch.**

34

35 Minutes prepared by Kat Bass on June 28, 2018.

36

37 **APPROVED BY:**



DATE: 8/8/18

38 (These minutes were approved by the Board of Directors on July 31, 2018. The official

39 signed copy is on file.)

40

41 This meeting and all Board meetings are recorded digitally and uploaded to the computer

42 server for storage. To listen to recordings, please contact Chris Maher, General Manager.