

1                                    **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**  
2                                    **Board of Directors Regular Meeting**  
3                                    **MINUTES September 25, 2018**  
4

5    **Please refer to Digital Recording for additional details of this meeting.**  
6

7    **Directors Present:** Rachel Berry (tele-conference), Kwong Chew, Jonathan Collier, Richard  
8    Drace, Kali Feiereisel, Mark Fenton, Alana Lucia, Katie Turner, Alan Weisberg  
9

10 **Absent:** Chris Maher  
11

12 **Managers & Guests Present:** Kat Bass, Gwen Birk, Andrea Echegaray, LeeAnne Haglund,  
13 Brett Torgrimson, Rebecca Torpie  
14

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

17        Kwong Chew presented this month's opening quote(s):  
18

19        "The CliftonStrengths program is a tool that's been developing over the last thirty years.  
20        Based in positive psychology and workplace engagement, the CliftonStrengths program  
21        provides teams with an opportunity for self-awareness, team leadership, personal and  
22        professional growth and maximizing team effectiveness.  
23

24        The CliftonStrengths assessment measures each person on 34 signature themes. Each  
25        person will find their top five talents - naturally occurring patterns of thought, behavior and  
26        action. Through awareness building and practice we learn to develop these talents into  
27        strengths. People working in their strengths zone are happier, more productive and more  
28        engaged at work and teams that utilize and leverage their strengths are over 8% more  
29        productive.  
30

31        This goes way beyond a personality test and provides ample and ongoing opportunities for  
32        growth and learning." - Jennifer Singer  
33

34 **2.0 Owner Forum: Public Comment/Communications to the Board:** None  
35

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

37        October: Updated Candidate Packet Available to Public (Oct. 1); Annual Owner Meeting  
38        (Oct. 11); BDC, OEC, GM, Marketing Mgr., and Admin to Review BOD Calendar for  
39        Upcoming Year (2019); NCG Membership Renewal  
40

41        November: Board Performance Monitoring Survey: Group 1 – D Polices (Due Nov. 1);  
42        Board Retreat with Mark Goehring (Nov. 3); Final Review and Approval of 2019 BOD  
43        Calendar; 2019 Budget – Review Draft; Multi-Year Business Plan – Review Draft  
44

45        December: GM Presents Compensation Proposal (2018, 2020, 2022); BOD Acts on  
46        Compensation Proposal (2018, 2020, 2022); 2019 Multi-Year Business Plan & Budget for  
47        BOD Approval – Final  
48

49        Email Request to Board - One Source – Empowering Caregivers is a registered non-profit  
50        that provides free respite to caregivers who are providing 24/7 care at home. Donna

1 Raibley, Executive Director of One Source asked if any of the BriarPatch Board members  
2 would like to sit for a short interview for a video they are creating that will showcase their  
3 community donors (BriarPatch being one), sponsors, volunteers and caregivers to show  
4 the impact they are making with the caregivers and families they serve.

5  
6 **4.0 Consent Agenda:**

- 7  
8 1. Approve September Agenda  
9 2. Approve August Minutes

10  
11 **MOTION: Alana Lucia moved to approve the 2018-09-25 Consent agenda items, Kali**  
12 **Feiereisel seconded and the motion passed unanimously.**

13  
14 **5.0 Study & Engagement: None Scheduled**

15  
16 **6.0 Board Business:**

17  
18 **6.1 2019 Operating Budget – Timeline, Key Assumptions, and Board Budget:**

19 2019 Operating Budget – Timeline, Key Assumptions – The Board received a  
20 memorandum describing the process, timeline, and types of key assumptions that will be  
21 used to create the 2019 Operating Budget. The process from a Board perspective is the  
22 same as last year. Andrea, Chris, and Gwen held meetings with all managers last week to  
23 discuss their budgets, which was an enhancement to the strategic planning process this  
24 year. Management is now working to set initial assumptions for the budget, such as sales  
25 growth, margins and labor.

26  
27 Andrea invited any comments from the Board regarding the assumptions presented in the  
28 2019 Operating Budget memorandum.

29  
30 2019 Board Budget – The Board was asked to review and approve the proposed 2019  
31 Board budget that was drafted and finalized by the Board Development Committee. The  
32 only major change compared to last year was the inclusion of the line item ‘Exiting  
33 Directors Gifts’.

34  
35 **MOTION: Alan Weisberg moved to approve the 2019 Board Budget, Kwong Chew**  
36 **seconded and the motion passed unanimously.**

37  
38 **6.2 Review Election/Candidate Recruitment Plan for Following Year:** The Board  
39 reviewed the updated list of potential Board candidates created at the August Board  
40 meeting. Potential candidates that were invited to last year’s informational event were also  
41 included on this list. Nominators were asked to make a warm contact with each person on  
42 their list to gauge their interest in running in the Board in the 2019 election, and in attending  
43 the January 10<sup>th</sup> Potential Board Candidate Mixer.

44  
45 Nominators were asked to communicate all responses and any missing contact information  
46 for each potential candidate to Kat directly.

47  
48 Potential Board Candidate Mixer – Scheduled for Thursday, January 10<sup>th</sup>, 2019 from 6-8pm  
49 in the BriarPatch Community room. Information about this event will be included in the  
50 Winter (Dec./Jan./Feb.) issue of The Vine. Invitations will be sent out to potential

1 candidates, and all attendees are required to RSVP to Kat Bass, Administrative Assistant  
2 by December 28<sup>th</sup>.  
3

4 **6.3 2019 Board Candidate Application & Handbook:** The Board was asked to approve  
5 the revised 2019 Board Candidate Application and Candidate Handbook for inclusion into  
6 the Procedures Manual, and to be made available to the public on October 1<sup>st</sup>, 2018.  
7

8 Candidate Application Suggestion for Next Year (2020) – A suggestion was made to make  
9 attendance at one Board meeting “required”, rather than “recommended”. Further  
10 investigation is needed regarding how timing would work and if/how this would need to be  
11 reflected in the corporate bylaws.  
12

13 Handbook Corrections (Page A-7) - Remove “by phone”; Add “Election Results Posted on  
14 May 15<sup>th</sup>” to Annual Election Schedule.  
15

16 **MOTION: Alana Lucia moved to approve the 2019 Board Candidate Application &**  
17 **Candidate Handbook as amended, for inclusion in the Procedures Manual, and to be**  
18 **made available to the public on October 1<sup>st</sup>, 2018, Mark Fenton seconded, and the**  
19 **motion passed unanimously.**  
20

21 **6.4 Annual Owner Meeting: October 11<sup>th</sup>, 2018**

22 The Owner meeting portion of the event (State of the Co-op & Board Presentation) will take  
23 place at the Miners Foundry from 5:30-6:15pm with food and dancing to follow until 9pm.  
24 Two types of wrist bands (silicon bands that say “BriarPatch We are Family”) will be given  
25 to guests, with different colors for those who purchased buffet tickets. Buffet tickets can be  
26 purchased for \$5.00 either online or at Customer Service in the store. There will be hors  
27 d’Oeurves, desserts, and a cash bar.  
28

29 Board Volunteer Needs - Margaret Campbell has asked for five Board members to  
30 volunteer as Greeters at the Owner meeting. Arrival time for Board volunteers is 4:30pm on  
31 October 11<sup>th</sup>. Directors were asked to ‘reply all’ to the owner meeting schedule email that  
32 was sent this week if they are available to volunteer. Kat will forward all responses to  
33 Margaret.  
34

35 Board Presentation – The Board presentation content this year will be aligned with the “We  
36 are Family” theme by highlighting our community support and the local organizations that  
37 partner with BriarPatch.  
38

39 **6.5 CBLD Renewal Approval:** The Board was asked to approve the 2019 CBLD  
40 Participation Agreement.  
41

42 **MOTION: Jonathan Collier moved to approve the 2019 CBLD Participation Agreement**  
43 **renewal, Kwong Chew seconded and the motion passed unanimously.**  
44

45 **6.5 Review Draft Board Workshop/Retreat Agenda (Nov. 3):** The Board reviewed the  
46 draft agenda for the upcoming Board Workshop/Retreat being facilitated by CDS  
47 Consultant, Mark Goehring on November 3<sup>rd</sup>. Chris, Richard, Kwong, and Mark Goehring  
48 drafted the agenda and invited feedback and suggestions from the Board.  
49

1 Venue and Times - The venue and start and end times are yet to be determined. The  
2 Board would like to determine the start and end times. The Flower Essence conference  
3 room was suggested as a potential venue.

4  
5 Development Update - Richard noted the development may or may not be far enough  
6 along as of the date of the retreat for the GM to ask for Board direction, endorsement, or  
7 support to move ahead with an informal proposal.

8  
9 Bylaw Review – The bylaws review will be relatively far along when the retreat occurs. The  
10 Board will discuss further how they would like to involve owners in the revision process.

11  
12 Alan would like to see regional collaboration with other co-ops included in this retreat  
13 discussion.

## 14 15 **7.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

### 16 17 **7.1 Owner Engagement Committee Report (September):**

18 Food & Fable Committee / Film Festival at BriarPatch – The first film that will be shown in  
19 October during National Cooperatives month is *Food for Change* which is a movie about  
20 co-ops. This film will be shown on October 23<sup>rd</sup> at the Nevada Theatre. At 5pm there will  
21 be an introduction and discussion, and the film and refreshments will begin at 6pm. Films  
22 will be shown every other month (6 total for the year) and the committee will meet in  
23 January to establish a calendar for the rest of the year.

24  
25 For each film showing, the committee will solicit and select a non-profit organization in our  
26 community that aligns with BriarPatch Ends Policies to sponsor a night with the film of their  
27 choice (film choice subject to BriarPatch approval). The designated non-profit organization  
28 will then promote the showing to their contact list and will also receive the sales proceeds  
29 from the event (ticket sales, alcohol, etc.).

### 30 31 **7.2 Board Development Committee Report (September):**

32 Board Stipends – The Board would like to revisit Board stipends to evaluate if they are still  
33 working for the Board.

34  
35 The Board Development Committee had one recommendation for the Board:

- 36 1.) Board to approve the presented draft of the 2019 Board Budget. (*Motion made in Board*  
37 *Business above.*)

### 38 39 **7.3 Governance Committee Reports (August & September):**

#### 40 August Report

41 The Governance Committee had two recommendations for the Board:

- 42 1.) Board to approve the dates of May 1-15, 2019 for the 2019 BriarPatch Board of  
43 Directors Election.
- 44 2.) Board to approve the revised 2019 Board Candidate Application & Candidate Handbook  
45 for inclusion in the Procedures Manual, and to be made available to the public on  
46 October 1<sup>st</sup>, 2018. (*Motion made in Board Business above.*)

1 **MOTION: Katie Turner moved to approve the dates of May 1-15, 2019 for the 2019**  
2 **BriarPatch Board of Directors Election, Alana Lucia seconded, and the motion**  
3 **passed unanimously.**

4  
5 September Report

6 Bylaws Review: The Governance Committee hopes to have the final bylaws draft ready for  
7 the Board to review by the November Board meeting.

8 The bylaws memo to the Board included review of the proposed changes to the bylaws that  
9 are significant and may warrant further discussion. The Governance Committee would like  
10 the Board to allow the committee to continue its work and bring back a recommended draft  
11 in November.

12  
13 **8.0 Accountability - GM:**

14  
15 **8.1 FYI Report: Operational Points of Interest to the Board**

16 AbleCarts Grocery Delivery – The Board discussed the potential partnership between  
17 AbleCarts and BriarPatch. AbleCarts is a non-profit that seeks to create employment and  
18 social opportunities for people with disabilities. The way the program would work for is for  
19 customers to place orders online through AbleCarts, a disabled adult AbleCarts employee  
20 would come into BriarPatch and fill the order, and then the order would be delivered to the  
21 customer by AbleCarts. The launch date is uncertain, as this program is still in the  
22 feasibility exploration phase.

23  
24 Dream Sheets – Dream sheets were distributed to all BriarPatch staff to offer an  
25 opportunity for them to give their best ideas for improvements and strategies for the Co-op.

26  
27 **8.2 B-5 Treatment of Customers:** The report focused on the Board's B-5 policy that  
28 states the GM will not be unresponsive to customer's needs.

29  
30 Gwen reported that the first section of the monitoring report is light on substance this year  
31 because it is the year in-between the bi-annual Customer Survey. In addition, management  
32 planned to have ample data from the Customer Experience Survey which was expected to  
33 launch in January. The Customer Experience Survey is a new program being piloted for  
34 NCG where customers are randomly selected and asked to participate in a survey.

35 Customers are incentivized to participate with a coupon for use in the store. However, due  
36 to some technical issues and a delay from National Cooperative Grocers (NCG) this survey  
37 has not been launched yet. The launch date for this program is now slated for October 15<sup>th</sup>.

38  
39 **MOTION: Mark Fenton moved to approve the B-5 Treatment of Customers Monitoring**  
40 **Report, Katie Turner seconded, and the motion passed unanimously.**

41  
42 **9.0 Development Planning (Open Session):**

43  
44 **9.1 Development Progress Update:** Andrea updated the Board on the status of the RAD  
45 (Refrigeration, ADA Access, and Dock) project. We are completing finishing touches with  
46 the concrete and painting. Refrigeration has been installed and electrical connectivity is in  
47 progress. The cooler is expected to be turned on for the first time either late this week or  
48 early next week. Landscaping will follow, particularly along Sierra College Drive, which will  
49 soften the large expanse of the building addition, as well as provide shade. The project is  
50 on track to be completed by October 8<sup>th</sup>. Kudos were given to Gwen Birk, Operations

1 Manager and Dave Thomas, Facilities Manager for their management of this overall  
2 project, which has been effective in minimizing the impact on customers and staff.

3  
4 **10.0 Executive Session (Closed Session):**

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6 **9.1 Development**

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8 **9.2 Board Approves Request for Proposal (RFP) & Presents to GM:**

9  
10 **MOTION:** The Board moved to approve the 2019-2020 RFP for GM Compensation and  
11 the motion passed unanimously.

12  
13 **11.0 Meeting Evaluation**

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15 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:24 p.m.

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17 **SUMMARY OF DECISIONS:**

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1. Approve September 2018 Consent Agenda Items P. 2, lines 11-12.
  2. Approve 2019 Board Budget P. 2, lines 35-36.
  3. Approve 2019 Board Candidate Application & Candidate Handbook P. 3, lines 16-19.
  4. Approve 2019 CBLD Participation Agreement Renewal P. 3, lines 42-43.
  5. Approve May 1-15, 2019 for the 2019 BriarPatch Board Election P. 5, lines 1-3.
  6. Approve B-5 Monitoring Report P. 5, lines 39-40.
  7. Approve 2018-2020 RFP for GM Compensation P. 6, lines 10-11.

26  
27 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

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1. Kat to forward email from Donna to the Board for Directors to contact her directly if they are interested in being interviewed.
  2. Kat to verify that the Winter Vine due date for Potential Board Candidate Mixer article is November 5<sup>th</sup> with Rebecca Torpie.
  3. Kat to ask Chris and Richard if we are holding the Board Workshop/Retreat at BriarPatch in Community room or at another local venue. Kat and Chris to also establish time of workshop/retreat.
  4. Alan to contact Richard at Flower Essence to see if Nov. 3<sup>rd</sup> is available and then communicate availability to Kat and Richard.
  5. Kat to add Food & Fable Committee film date of October 23<sup>rd</sup> at Nevada Theatre on the calendar for the Board via outlook.

39 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda  
40 page.

41  
42 **NEXT REGULAR MEETING WILL BE HELD Tuesday October 30<sup>th</sup> at 5:30 – 8:30p.m.,**  
43 **in the Community Room of the BriarPatch.**

44  
45 Minutes prepared by Kat Bass on September 26<sup>th</sup>, 2018.

46  
47 **APPROVED BY:**



**DATE: 11/7/18**

1 (These minutes were approved by the Board of Directors on October 30<sup>th</sup>, 2018. The  
2 official signed copy is on file.)  
3  
4 This meeting and all Board meetings are recorded digitally and uploaded to the computer  
5 server for storage. To listen to recordings, please contact Chris Maher, General Manager.