

1                                   **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**  
2                                   **Board of Directors Regular Meeting**  
3                                   **MINUTES December 12, 2018**  
4

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

7   **Directors Present:** Kwong Chew, Jonathan Collier, Richard Drace, Kali Feiereisel, Alana  
8   Lucia, Katie Turner, Alan Weisberg  
9

10 **Absent:** Rachel Berry, Mark Fenton  
11

12 **Managers & Guests Present:** Kat Bass-Pederson, Gwen Birk, Andrea Echegaray, Chris  
13   Maher, Brett Torgimson, Rebecca Torpie, Sue Ward  
14

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

17       Jonathan Collier presented this month's opening quote(s):  
18

19       "Our world is in grave, grave trouble. But it rests in good hands, because it rests in yours."  
20       – Roger Walsh  
21

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

24 **3.0 Reminders and Check-in:**

25       January: Final Polling of Interest: Board Candidate/Positions; Final Board Performance  
26       Monitoring Survey: Group 2 – C Policies (1-4) Sent to Board (Jan. 1); Active Board  
27       Recruitment: Potential Board Candidate Mixer (Jan. 10); Bylaws Revision Forum (TBD);  
28       Board Previews GM Evaluation Process, & Prior Year's Monitoring Table (2018);  
29       Preliminary Patronage Dividend  
30

31       February: NC Sustainable Food & Farm Conference (Feb. 7-10); Candidate Application  
32       Deadline (Feb. 1); Co-op Love Tabling Survey (Feb. 14); Sac CBLD Cooperative Café  
33       (Feb. 16); Bylaws Revision Forum (TBD); GM Evaluation: Review prior year monitoring  
34       table (2018), Complete Summary Review, Delegate Responsibility of writing memo to a  
35       Director  
36

37       March: Candidate Orientation (TBD); Election Notice Mailed/Emailed to Owners (Mar. 28);  
38       Preliminary Board Position Nominations; Board Performance Monitoring Survey Group 2:  
39       C Policies (C-1 – C-4) Review; Deliver Evaluation Memo from the Board to GM based on  
40       data from 2018 Monitoring Table; Confirm Patronage Dividend; Ends Report; Admin  
41       Assistant to Request Board bring Board Binders to April meeting for updating  
42

43 **4.0 Consent Agenda:** Correction: Accountability – GM start time is 6:24pm  
44

- 45       1. Approve November Agenda  
46       2. Approve October Minutes  
47

48 **MOTION:** Kwong Chew moved to approve the 2018-12-12 Consent agenda items as  
49       amended, Katie Turner seconded, and the motion passed unanimously.  
50

1 **8.0 Accountability - GM:**  
2

3 **8.1 FYI Report: Operational Points of Interest to the Board**

4 Chris shared additional items with the Board that were not included in the December FYI  
5 Report:

6 2018 Thanksgiving Holiday Stats – BriarPatch sold over six tons of turkey which equated to  
7 843 whole turkeys sold. This was a 7.8% growth over 2017 when 748 turkeys were sold.  
8 There were only 112 turkeys left after Thanksgiving, and as of December 7<sup>th</sup> there were  
9 only 25 left. This is the first year in Chris' 12 years at BriarPatch that we have been that  
10 accurate in estimating demand, despite the turkey order being placed in February of each  
11 year. We also sold out of heritage and heirloom birds and even though we increased our  
12 order from last year by 20%. We sold 729 lbs. of ham which was a 15% increase over  
13 2017.

14  
15 NCG (National Cooperative Grocers) Board Meeting – The NCG Board has been working  
16 diligently to hire a new Chief Executive Officer and has planned to meet in Grass Valley in  
17 January 2019.

18  
19 2019 Owner Meeting – Both dates of October 12<sup>th</sup> and October 24<sup>th</sup> were proposed for the  
20 2019 Owner Meeting. There is a potential to have Jon Steinman, who wrote a book about  
21 co-ops in context of the modern grocery world, attend the owner meeting as a speaker and  
22 he is only available on October 24<sup>th</sup>. Chris will obtain more information and bring this back  
23 to the Board for a final decision in January.

24  
25 Beginning in 2020, Chris may propose moving the business portion of the owner meeting to  
26 the spring to coincide with our Election Report, Annual report, and patronage dividend  
27 mailing. We could continue to have a separate celebration in the fall.

28  
29 **8.2 2019-2021 Multi-year Business Plan & Budget (2019):** Chris presented the 2019-  
30 2021 Multi-Year Business Plan inclusive of the 2019 Budget and expressed his enthusiasm  
31 about the plan. The business plan is meant to satisfy the requirements set forth in the B-2  
32 policy for planning and budgeting. Chris asked the Board to take action to approve the B-2  
33 monitoring report, which affirms that the Multi-Year Business Plan and budget are in  
34 compliance with those requirements.

35  
36 Executing this plan will allow us to transform this organization into realms not previously  
37 achieved by most co-ops. As an example, the plan envisions expanding our retail  
38 technology systems to better inform future strategies, enhance understanding of and  
39 communicating with owners, and improve the in-store experience for customers. Executing  
40 this plan will allow us to transform this organization. All work since 2007 has been largely  
41 iterative (improving, refining, evaluating, making plans and moving forward in an iterative  
42 sense). Encompassed in this business plan is a vision of the future for BriarPatch that does  
43 not exist in the cooperative sector today. We are poised to parlay our success to this point  
44 into what could become the vanguard for the cooperative sector and at the same time  
45 greatly benefit BriarPatch customers and our larger community.

46  
47 SWOT (Strengths, Weaknesses, Opportunities, Threats) Analysis – Richard gave kudos for  
48 the strengths listed in the SWOT analysis.

49 Chris answered questions about specific weaknesses, opportunities, and threats listed in  
50 the SWOT Analysis portion of the business.

1  
2 Workplan - Chris took a different approach in writing the business plan this year.  
3 Historically when reviewing the Ends policies, a very inclusive approach was utilized that  
4 included ongoing operational work. In this iteration this ongoing work has been stripped out,  
5 in order to focus on new projects and strategies.  
6

7 Budget - There were no changes made to the budget in the Multi Year Business Plan since  
8 the version that was provided to the Board at the November Board meeting.  
9

10 Ends Based Strategic Initiatives – Chris invited the Board to provide their feedback on the  
11 Ends based strategic initiatives. Two initiatives that were highlighted and discussed in  
12 further detail were: Ends # 1: Develop a Sustainability Program and Ends # 3: Target 2<sup>nd</sup>  
13 and 3<sup>rd</sup> quartile shoppers.  
14

15 **8.3 B-2 Monitoring Report - Business Planning & Financial Budgeting (2019):** The  
16 report focused on the Board’s B-2 policy that states the GM shall not cause or allow  
17 business planning and budgeting, for any Annual Plan or part thereof, that deviates  
18 materially from the Board’s Ends priorities, risk financial jeopardy, or fail to be derived from  
19 a multi-year plan.  
20

21 **MOTION: Alan Weisberg moved to approve the B-2 Business Planning & Financial**  
22 **Budgeting (2019) Monitoring Report, which is inclusive of the 2019-2021 Multi-Year**  
23 **Business Plan & budget, Alana Lucia seconded, and the motion passed**  
24 **unanimously.**  
25

## 26 **9.0 Development Planning (Open Session):**

### 27 **9.1 Development Progress Update:**

28 RAD Project - Every customer-facing aspect of this project is complete. The punch list is  
29 being worked through and final inspection should be completed within the next week. The  
30 dock lift is scheduled to be installed on Saturday. The last two progress payments will be  
31 made in December and January and final project costs will be presented to the Board in  
32 January. This project has already proved transformative for the co-op.  
33  
34

## 35 **10.0 Meeting Evaluation**

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37 **11.0 Meeting Adjournment:** Board Meeting was adjourned at 7:22 p.m.  
38

### 39 **SUMMARY OF DECISIONS:**

- 40 1. Approve December 2018 Consent Agenda Items P. 1, lines 48-49.
- 41 2. Approve B-2 Business Planning & Financial Budgeting (2019) Monitoring Report,  
42 which is inclusive of the 2019-2021 Multi-Year Business Plan & budget P. 3, lines 21-  
43 24.  
44

### 45 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 46 1. Chris to bring the 2019 Owner meeting date back to the Board in January for final  
47 decision.
- 48 2. Chris to bring final Access Projects costs back to the Board in January.  
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50 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda  
51 page.

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**NEXT REGULAR MEETING WILL BE HELD Tuesday January 29<sup>th</sup> at 5:30 – 8:30p.m.,  
in the Community Room of the BriarPatch.**

Minutes prepared by Kat Bass on December 13<sup>th</sup>, 2018.

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**APPROVED BY:** 

**DATE: 2/5/19**

(These minutes were approved by the Board of Directors on January 29<sup>th</sup>, 2019. The  
official signed copy is on file.)

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