

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES February 26, 2019**

4
5 **Please refer to Digital Recording for additional details of this meeting.**
6

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

10 **Absent:**

11
12 **Managers & Guests Present:** Kat Bass-Pederson, Andrea Echegaray, Chris Maher, Brett
13 Torgrimson
14

15 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at
16 6:02p.m.
17

18 Katie Turner presented this month's opening quote(s):
19

20 "Change will not come if we wait for some other person or some other time. We are
21 the ones we've been waiting for. We are the change that we seek." -Barack Obama
22

23 **2.0 Owner Forum: Public Comment/Communications to the Board:** Chris spoke on
24 behalf of Kimberly Parker of Sierra Nevada Memorial Hospital and informed the
25 Board that BriarPatch has been selected as the Business of the Year and will be
26 honored at the March Foundation Gala.
27

28 **3.0 Reminders and Check-in:**

29 March: Candidate Orientation (Mar. 12); Election Notice Mailed to Owners (Mar. 28);
30 Preliminary Board Position Nominations; Board Performance Monitoring Survey
31 Group 2: C Policies (C:1-4) Review; Article for Annual Report Due (BOD President);
32 Ends Report; Admin Request BOD to Bring BOD Binders to April Meeting for
33 Updating; Deliver Evaluation Memo from the Board to GM based on 2018 Monitoring
34 Table; Confirm Patronage Dividends;
35

36 April: BOD Candidate Campaign (Apr. 1-May 15); Voter Online Login Information
37 Mailed/Emailed to Owners; Preliminary Board Positions Nominations; 2019 CCCD -
38 Sacramento (Apr. 28-29); Candidate Forum (Apr. 27); Annual Report to Owners by
39 Apr. 30;
40

41 May: BOD Candidate Campaign (Apr. 1-May 15); 1st OEC Election Tabling Event
42 (May 1); BOD Retreat with Mark Goehring of CDS (TBD); BOD Election (May 1-15);
43 Second OEC Election Tabling Event (May 7); Seat New Board/Board Installation;
44 Giving of BOD Binders; Exiting Directors Interviews & Thank Yous; Elect Board
45 Positions; Board Performance Monitoring Survey Group 3: C Policies (C:5-8) to
46 Board (Due TBD)
47

1 CCCD (California Center for Cooperative Development) Conference (April 28-29 in
2 Sacramento) – Kwong Chew and Jonathan Collier would like to attend.

3
4 **4.0 Consent Agenda:** Time for Study & Engagement reflects 40 minutes but the next
5 start time for Board Business is 20 minutes later. Kat to correct time on the agenda.

- 6
7 1. Approve February Agenda
8 2. Approve January Minutes
9

10 **MOTION:** Kwong Chew moved to approve the 2019-02-26 Consent agenda items
11 as amended, Alana Lucia seconded, and the motion passed unanimously.
12

13 **5.0 Study & Engagement:**

14
15 **5.1 Discussion on the Book *Small Giants***

16 Directors were given three minutes each to provide a summary on their assigned
17 chapter in the book *Small Giants*. Directors were also asked to answer three questions
18 that were pre-selected by the Board Development Committee.
19

20 The Board will continue their review of *Small Giants* at the March Board meeting
21 during Study & Engagement and will discuss the application of this book as it pertains
22 to BriarPatch as an organization.
23

24 **6.0 Board Business:**

25
26 **6.1 Final Polling of Interest – Candidacy / Positions:**

27 Board Candidacy - Incumbents Katie Turner, Kwong Chew, and Alan Weisberg are
28 running in the 2019 Election. Debbie Frederick and Angelica Niblock are also running
29 in the 2019 Election.
30

31 Board Positions – Richard Drace would like to serve another term as President,
32 Kwong Chew would like to serve another term as Vice President if re-elected, Alana
33 Lucia is interested in serving a term as Vice President if Kwong is not re-elected,
34 Katie Turner would like to serve another term as Secretary if re-elected, Kali
35 Feiereisel is interested in serving a term as Secretary if Katie is not re-elected, and
36 Mark Fenton would like to serve another term as Treasurer.
37

38 Formal Board Position nominations will open in April and kept open through the May
39 election.
40

41 **6.2 Sac CDS (Cooperative Development Services) Co-op Café Debrief:** Richard
42 asked for one person to give a debrief on the Co-op Café that took place on February
43 16th at Sacramento Natural Foods Co-op.
44

45 Workshop attendees were also given the opportunity to make additional comments
46 and were asked to answer the following question: *How do we think about, meet, and*
47 *embrace new markets in our current and potential new trade areas?*
48

49 **6.3 CDS Monthly Call Notes - February:**

1 Vetting Candidates - Richard highlighted the section in the call notes on vetting
2 Board candidates. Eligible owners could circumvent the Board nomination process by
3 obtaining signatures of 5% of active owners. Discussion ensued on how the Board
4 would manage this role if the bylaws revision is passed in the 2019 election.

5
6 GM Evaluation – Richard asked the Board to bring page 15 of their Board packets to
7 Closed Session to discuss this section of the call notes further.

8
9 **6.4 Nevada County Sustainable Food & Farm Conference Debrief:** Directors who
10 attended the 2019 Nevada County Sustainable Food & Farm Conference on February
11 7th–10th were asked to share highlights and their experience from attending.

12
13 **6.5 Board Retreat Date – Spring/Summer:** Chris proposed either August 11th or 14th
14 as the potential Summer Board retreat date with Mark Goehring of CDS (Cooperative
15 Development Services) Consulting and the preferred date of the majority of the Board
16 is August 11th. An alternative date of August 12th was also suggested.

17
18 Chris is working with the liaison at the Granlibakken to see which date is available
19 and hopes to have this resolved this week. An email will be sent to the Board once a
20 date is established.

21
22 **6.6 Upcoming Annual Report (article due):** The Board delegated the responsibility
23 of the annual report article to Richard Drace, President and were given the
24 opportunity to weigh in on any reflections from the Board’s work in BriarPatch, and
25 potential topics that the community would like to hear about.

26
27 **MOTION: Mark Fenton moved to approve the delegation of the Annual Report**
28 **article to Richard Drace, President, Kali Feiereisel seconded and the motion**
29 **passed unanimously.**

30
31 **6.7 Ends Report Preparation:** Richard asked each Director to reflect on the
32 accomplishments of their assigned End when reading the 2018 Ends Report. The
33 Board will have the time between the March Board packet being sent out and the
34 Board meeting to review the Ends Report and bring their feedback to the March
35 meeting.

36
37 Ends Assignments -

- 38 Ends #1: Kali Feiereisel & Richard Drace
- 39 Ends #2: Kwong Chew & Jonathan Collier
- 40 Ends #3: Alan Weisberg & Katie Turner
- 41 Ends #4: Alana Lucia
- 42 Ends #5: Mark Fenton
- 43 Ends #6: Rachel Berry

44
45 **7.0 Accountability - Reports: Committee Reports, Recommendations, & Actions**

46
47 **7.1 Owner Engagement Committee Report (February):**

48 Co-op Love Tabling Survey – Event cancelled this year due to weather.

49

1 Banner Community Guild - John Pomeroy from the Banner Community Guild has
2 been invited to speak at the March Owner Engagement Committee meeting on March
3 8th and the full Board is invited to attend.
4

5 **7.2 Finance Committee Report (February):**

6 Wage Scale Review & Adjustment - Richard shared his appreciation for the detail and
7 attention given to the wage scale adjustment and the breakdown of this process
8 provided to the Finance Committee. Richard also noted the wage scale data Chris
9 included in the FYI report.
10

11 **7.3 Board Development Committee Report (February):**

12 Candidate Vetting - The Board Development Committee discuss the candidate
13 vetting process.
14

15 Study & Engagement - The Board Development Committee will bring a further
16 recommendation to the Board on the Study and Engagement process in April. This
17 discussion is the product of Mark Goehring's suggestion in the January call notes.
18

19 **8.0 Accountability - GM:**
20

21 **8.1 FYI Report: Operational Points of Interest to the Board**

22 KeHe & UNFI - Given UNFI's current challenges related to the SuperValu acquisition,
23 management is working to cultivate relationships with other large-scale distributors
24 such as KeHe. NCG is also pursuing a contract with KeHe on behalf of network co-
25 ops. Chris will keep the Board apprised about this topic and anticipates receiving
26 more information at the next NCG (National Cooperative Grocers) Board meeting in
27 April.
28

29 ProLocalis - BriarPatch plans to participate in a pilot of a new app that creates
30 website content to highlight small local producers and farmers. The content would
31 then be showcased on BriarPatch's website. ProLocalis also helps consumers find
32 locally produced food and beverage, handcrafts and art, and services and authentic
33 tourism experiences.
34

35 AbleCarts - Chris agreed to the general terms of the contract today and will meet
36 with Tyler Szura to finalize the agreement and discuss implementation.
37

38 **8.2 B-1 Financial Conditions & Activities Q4 2018:** The report focused on the
39 Board's B-1 policy that states the GM shall not cause or allow the development of
40 fiscal jeopardy or material deviation of actual expenditures from Board priorities
41 established in the Ends policies for the fourth quarter of 2018.
42

43 The Finance Committee reviewed the 2018 B-1 Q4 report at its last meeting and
44 recommends approval.
45

46 BriarPatch is in a strong financial position, with sales and net income higher than
47 budget in 2018 and high cash balances coming into the new fiscal year.
48

1 MOTION: Alan Weisberg moved to approve the B-1 Q4 2018 Monitoring Report,
2 Mark Fenton seconded, and the motion passed unanimously.

3
4 **9.0 Development Planning (Open Session):**

5
6 **9.1 Development Progress Update:**

7 RAD (Refrigeration, Dock, and ADA) Project – This project is substantially complete.
8 Final billing is expected soon and the final occupancy permit is ready to be picked up.

9
10 EV (Electric Vehicle) Chargers – EV charging stations are expected to be online and
11 available by the end of March, following the PG&E mandated outage prior to
12 activation. The weather has caused some additional delays.

13
14 **10.0 Executive Session (Closed Session):**

15
16 **10.1 Development Update:**

17
18 **10.2 GM Evaluation: 1.) Review Prior Year Monitoring Table; 2.) Complete**
19 **Summary Review; 3.) Delegate responsibility of writing memo to a Director**

20
21 **11.0 Meeting Evaluation**

22
23 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:47 p.m.

24
25 **SUMMARY OF DECISIONS:**

- 26 1. Approve February 2019 Consent Agenda Items P. 2, lines 10-11.
- 27 2. Approve Delegation of Annual Report to Board President P. 3, lines 27-29.
- 28 3. Approve B-1 2018 Q4 Monitoring Report P. 5, lines 1-2.

29
30 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 31 1. Kat to send an email to Board to see who is interested in attending 2019 CCCD
32 conference, and also register Jonathan Collier.
- 33 2. Kat to send Board email survey for Study & Engagement session along with a
34 request for a summary/paragraph of each Director's chapter in the book *Small*
35 *Giants*. Kat to include summaries and survey results in the Study & Engagement
36 summary report for February.
- 37 3. Kat to include discussion on following up with potential Board candidates that
38 were interested in running for the Board but did not run this year on the April
39 BDC agenda.
- 40 4. Kat to include potential change in vetting process if the bylaws revision is
41 passed, and Chris' suggestion to remove requirement of obtaining 25 supporters
42 on the Board candidate application on the April BDC agenda.
- 43 5. Chris to send an email to the Board once the date for the summer Board retreat
44 has been established with Granlibakken.
- 45 6. Richard to send an email to the Board to request potential topics of the annual
46 report article.

1 7. Kat to include Discussion of Study & Engagement process and recommendation
2 on the April Board Development Committee agenda.

3
4 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
5 page.

6
7 **NEXT REGULAR MEETING WILL BE HELD Tuesday March 26 at 5:30 –**
8 **8:30p.m., in the Community Room of the BriarPatch.**

9
10 Minutes prepared by Kat Bass on March 5th, 2019.

11



12 **APPROVED BY:**

DATE: 4/8/19

13 (These minutes were approved by the Board of Directors on March 26th, 2019.
14 The official signed copy is on file.)

15

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

18