

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES May 28, 2019**
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-Pederson, Gwen Birk, Rob Drake, LeeAnne
13 Haglund, Mindy Lewis, Roger Lewis, Chris Maher, Tiana Rockwell, Don Timpany, Megan
14 Timpany, Brett Torgrimson, Rebecca Torpie
15

16 **1.0 Call to Order:** The meeting was called to order by Richard Drace, President, at
17 6:00p.m.
18

19 Alan Weisberg presented this month's opening quote(s):
20

21 "Living with fear stops us taking risks, and if you don't go out on the branch, you're
22 never going to get the best fruit." - Sarah Paris
23

24 "Passion is one great force that unleashes creativity, because if you're passionate
25 about something, then you're more willing to take risks." - Yo-Yo Ma
26

27 "There are risks and costs to action. But they are far less than the long range risks of
28 comfortable inaction." - John F. Kennedy
29

30 "People who don't take risks generally make about two big mistakes a year. People
31 who do take risks generally make about two big mistakes a year." - Peter Drucker
32

33 **2.0 Owner Forum: Public Comment/Communications to the Board:**

34 California CareForce - Mindy and Roger Lewis, and Megan and Don Timpany from
35 California CareForce came to address the Board to raise community awareness on
36 their upcoming two-day free health care clinic on January 11th and 12th 2020 being
37 held at the Nevada County fairgrounds, and to also ask BriarPatch for a sponsorship
38 or donation of food for this event.
39

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

41 June: 2019 CCMA - Durham, NC (Jun. 6-8); Tasting Booth at NC Farmers'
42 Market (every other Saturday for 10 weeks); BOD Committees to Review
43 Charters; Update on Committee Membership; New BOD Member Committee
44 Orientation (TBD); Confidentiality Agreement & Code of Conduct - All BOD
45 Members Sign;
46

47 July: Board Performance Monitoring Survey Group 3: C Policies (C:5-8)
48 Review; California World Fest (Jul. 11-14); New BOD Member Orientation -

1 Policy Governance (TBD); Invite New Directors to July BDC Meeting;
2 Confidentiality Agreements & Code of Conduct – All Committee Members Sign.

3
4 August: Local Food & Farm Tour; OD Retreat with Mark Goehring of CDS (Aug.
5 10-11); Board Members up for Re-election Weigh in on Intentions for Running
6 in Next Election – Kali, Jonathan, & Alana (2019); Update Election Policies &
7 Election Timeline; Update BOD Candidate Packet; Bounty of the County (Aug.
8 23-25)

9
10 **4.0 Consent Agenda:** Correction: April Minutes: Mark Fenton nominated Alan Weisberg
11 as President.

- 12 1. Approve May Agenda
- 13 2. Approve April Minutes

14
15 **MOTION:** Kali Feiereisel moved to approve the 2019-05-28 Consent agenda items
16 as amended, Alana Lucia seconded, and the motion passed unanimously.

17
18 **5.0 Board Business:**

19
20 **5.1 Board Election Results & Installation: Seat New Board Members:**

21 Board - Katie Turner, Kwong Chew, and Alan Weisberg were re-elected to 3-year
22 terms (ending in 2022) on the BriarPatch Board. Appreciation was expressed for all
23 of the candidates, Election Team, staff, and Board who participated in making this
24 year's election a success.

25
26 Bylaws – The revised BriarPatch bylaws were approved in the 2019 election and are
27 effective immediately.

28
29 A motion was called to accept the 2019 Simply voting elections results and to re-seat
30 all three Directors onto the BriarPatch Board.

31
32 **MOTION:** Alana Lucia moved to approve the final report from Simply Voting as
33 official results for the 2019 BriarPatch Election and hereby approve the election
34 of Kwong Chew, Katie Turner, and Alan Weisberg to three-year terms, and also
35 approve the revised BriarPatch Food Co-op bylaws. Jonathan Collier seconded,
36 and the motion passed unanimously.

37
38 **5.2 Giving of Board Binders:** Board binders will be distributed at the beginning of
39 each May Board meeting post-election.

40
41 **5.3 Elect Board Positions:**

42 Board Position Election Process - Richard handed over the facilitation of the meeting
43 to Chris who called for final nominations for the positions of Board President, Vice
44 President, Treasurer, and Secretary. Once nominations were closed each candidate
45 was asked to give a brief statement, with an opportunity for the Board to ask each
46 candidate questions at the end of their statement. The Board was asked to vote on
47 each position individually after the close of the nomination starting with President
48 and moving through Vice President, Secretary, and Treasurer.

1
2 Contested positions were voted using a written ballot that distributed to each Director
3 to complete and give to Andrea Echeagaray, Finance Manager, to be counted. Andrea
4 provided Chris with the tabulated results of each contested position individually and
5 Chris announced them to the Board. Non-contested positions were voted on by a
6 show of hands and verbal assent by the Board. The results of the Board position
7 elections were as follows:

8 Board President - Richard Drace was nominated for Board President by Alana Lucia
9 at the April meeting, and Alan Weisberg was nominated for President by Mark Fenton
10 at the April meeting. Alan Weisberg was elected BriarPatch Board President.

11
12 Board Vice President – Alana Lucia and Kwong Chew were both nominated for Board
13 Vice President by Katie Turner at the April meeting. Richard Drace was nominated for
14 Vice President by Kwong Chew and declined the nomination. Alana Lucia was elected
15 Board Vice President.

16
17 Board Secretary - Katie Turner was nominated for Board Secretary by Alan Weisberg
18 at the April meeting. Katie Turner was elected Board Secretary.

19
20 Board Treasurer - Mark Fenton was nominated for Board Treasurer by Katie Turner
21 at the April meeting. Mark Fenton was elected Board Treasurer.

22
23 The Board expressed appreciation for Directors who served in Board leadership
24 positions during the past year.

25
26 **MOTION:** Richard Drace moved to ratify the results of the Board's leadership
27 positions including Alan Weisberg as Board President, Alana Lucia as Board
28 Vice President, Katie Turner as Board Secretary, and Mark Fenton as Board
29 Treasurer, each for a one-year term. Jonathan Collier seconded and the motion
30 passed unanimously.

31
32 **5.4 Recruitment & Elections Process Debrief:** The Board shared feedback and
33 suggestions regarding 2019 recruitment, vetting and election processes.
34 Appreciation was given for the current election process being well promoted and
35 organized this year.

36
37 The Board Development Committee implemented a new step post-election to follow
38 up with candidates who were not elected to thank them for running and request
39 feedback on the recruitment and election process. All feedback received this year
40 was positive.

41
42 **5.5 Election Tabling Debrief (5/1 & 5/7):** The Board shared their feedback and
43 suggestions on the 2019 Election Tabling events that took place on May 1st and May
44 7th in front of the store.

45
46 Suggestions –

47 Make the table more prominent by moving it closer to the exit door of the store with
48 appropriate signage in the coming years.

1 Include talking points in tabling materials for volunteers for any issues that have
2 recently arisen, such as patronage dividends. Any talking points provided to the staff
3 should also be provided to the tabling volunteers as well.
4

5 **5.6 Board Meeting Attendance Review:** The Board was provided with the
6 attendance reports for 2018 and 2019.
7

8 **6.0 Development Planning (Open Session):** 9

10 **6.1 Development Progress Update:** Chris met with Gary Tintle after the April Board
11 meeting and discussed additional office space that became available at 140 Litton
12 Drive. Proposed lease terms are not available to share with the Board yet, however the
13 rental rate is significantly lower than the rate negotiated at 420 Sierra College Drive,
14 which was authorized by the Board at the April meeting. The Litton space is larger
15 however, so this would present a slight variance above budget.
16

17 The Litton Drive location retains proximity to the store and has enough space to allow
18 for growth making it a better longer-term solution. Chris proposed to Gary Tintle that
19 we wrap the remaining one-year term from the current lease into the new lease and
20 enter a new 5-year term. Chris will send lease terms to the Board next week and will
21 ask for a motion via email. Email actions require unanimous votes, so the matter
22 would be postponed until the June Board meeting if the email motion does not pass
23 unanimously. If the motion passes by email the vote will be reflected in the June
24 Board meeting minutes.
25

26 **7.0 Closed Session** 27

28 **7.1 Development:** 29

30 **8.0 Accountability - GM:** 31

32 **8.1 FYI Report: Operational Points of Interest to the Board**

33 Cal-Solar Board Opportunity – Cal-Solar has asked Chris to join their Board as an
34 advisory community member upon their completed transition to a worker-owned
35 cooperative. Once Chris has a full understanding of the expected time commitment,
36 he will seek Board approval prior to joining (in accordance with the terms of his
37 employment agreement).
38

39 B-1(5) – The Finance Committee recommended changing the B-1 Financial
40 Conditions and Activities sub-policy 1.5 as follows:
41

42 “The GM Shall Not Provide loans or guarantees without the prior approval of the
43 Board for an amount in excess of ~~\$20,000~~ \$50,000 to any single entity, or ~~\$50,000~~
44 \$100,000 in total.” This change was requested by management in order to reflect the
45 overall increase in the size of BriarPatch operations and to accommodate the growing
46 interest in our loan guarantee program for farmers.
47
48

1 **MOTION:** Richard Drace moved to approve the change of the policy language of
2 the B-1(5) sub-policy to reflect “The GM Shall Not Provide loans or guarantees
3 without the prior approval of the Board for an amount in excess of \$50,000 to
4 any single entity, or \$100,000 in total.” Katie Turner seconded and the motion
5 passed unanimously.
6

7 **8.2 B-1 Financial Conditions & Activities 2019 Q1 Monitoring Report:**

8 The report asserted compliance with Board’s B-1 Financial Conditions & Activities
9 policy that states the GM shall not cause or allow the development of fiscal jeopardy
10 or material deviation of actual expenditures from Board priorities established in the
11 Ends policies for the first quarter of 2019. The Finance Committee reviewed the
12 report at its last meeting and recommends approval.
13

14 **MOTION:** Mark Fenton moved to approve the B-1 2019 Q1 Monitoring Report. Kali
15 Feiereisel seconded and the motion passed unanimously.
16

17 **9.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

18
19 **9.1 Owner Engagement Committee Report (May):**

20
21 **9.2 Finance Committee Report (May):**

22
23 **9.3 Board Development Committee Report (May):**

24 Board Financial Training - In June or shortly after the election there will be general
25 financial training for the Board. Chris would like the Board Development Committee
26 to discuss this at their next meeting and the follow up with he and Andrea to ok
27 moving forward with this process.
28

29 **10.0 Meeting Evaluation**

30
31 **11.0 Meeting Adjournment:** Board Meeting was adjourned at 8:48 p.m.
32

33 **SUMMARY OF DECISIONS:**

- 34 1. Approve May 2019 Consent Agenda Items P. 2, lines 15-16.
- 35 2. Approve 2019 Election Results P. 2, lines 32-36.
- 36 3. Ratify Results to Board Position Election P. 3, lines 26-30.
- 37 4. Approve Change to B-1(5) P. 5, lines 1-5.
- 38 5. Approve the B-1 2019 Q1 Monitoring Report P. 5, lines 14-15.
39

40 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 41 1. Rebecca Torpie to follow up with California CareForce regarding their request
42 for sponsorship and food donation.
- 43 2. Kat to update Board documents and shared site with newly elected Board
44 Positions.
- 45 3. Chris to update the Board agenda setting meeting and monthly call with Mark
46 Goehring invites to include Alan and Alana.
- 47 4. Kat to send Katie Turner Governance Committee attendance for 2018 and 2019.

- 1 5. Kat to make approved change to B-1(5) in the Policy Register and update change
2 tracker in SharePoint. Kat to upload updated PG Register to SharePoint
3 thereafter.
4 6. Kat to include discussion of Board Financial Training on the June BDC agenda.
5

6 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
7 page.
8

9 **NEXT REGULAR MEETING WILL BE HELD Tuesday June 25th at 5:30 –**
10 **8:30p.m., in the Community Room of the BriarPatch.**
11

12 Minutes prepared by Kat Bass on May 29th, 2019.
13

14 **APPROVED BY:** 

DATE: 7/2/19

15 (These minutes were approved by the Board of Directors on June 25th, 2019. The
16 official signed copy is on file.)
17

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