

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES August 27th, 2019**
4

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

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

10 **Absent:** Kwong Chew
11

12 **Managers & Guests Present:** Kat Bass-Pederson, Andrea Echegaray, Chris Maher, Mike
13 McCary, Rebecca Torpie
14

15 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at
16 6:00p.m.
17

18 Rachel Berry presented this month's opening quote(s):
19

20 "As you enter positions of trust and power, dream a little before you think." - Toni
21 Morrison
22

23 **2.0 Owner Forum: Public Comment/Communications to the Board:**
24

25 **2.1 Email to the Board** – Email addressed to the Board to encourage the Board to
26 support efforts to reduce plastic usage.
27

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

29 **September:** SYRCL River Clean Up (Sep. 21); Celtic Festival (Sep. 27-29); Sac
30 CBL 101 & Leadership Training (Sep. 28); BDC Approves BOD Budget &
31 Submits to BOD for Approval; Discuss 2020 Operating Budget Timeline and
32 Key Assumptions Memo; Review BOD Stipends; BOD Performance Monitoring
33 Survey Group 1: D Policies (D:1-4) to Board (Due TBD); CBLD Agreement
34 Renewal;
35

36 **October:** Annual Owner Meeting (Oct. 24); Updated Candidate Packet
37 Available to Public; BDC, OEC, GM, Marketing Mgr., & Admin to Review BOD
38 Calendar for Upcoming Year (2020); NCG Membership Renewal;
39

40 **November:** Board Performance Monitoring Survey: Group 1 – D Policies
41 Review; Final Review & Approval of 2020 BOD Calendar; 2020 Multi-Year
42 Business Plan & Budget – Review Draft
43

44 **4.0 Consent Agenda:**

- 45 1. Approve August 2019 Agenda
46 2. Approve July 2019 Minutes
47

1 **MOTION: Rachel Berry moved to approve the 2019-08-27 Consent agenda items,**
2 **Jonathan Collier seconded, and the motion passed unanimously.**

3
4 **5.0 Board Business:**

5
6 **5.1 Board Leadership Monthly Report:** All board leadership positions: President,
7 Vice President, Treasurer, Secretary, and board committee Chairs provided an
8 overview of the work they have done over the past month.
9

10 **5.2 Board Retreat Debrief:** The Board provided their feedback on the most recent
11 Board Retreat that took place at Granlibakken in Tahoe City on August 10-11. The
12 retreat was facilitated by Columinate Consultant, Mark Goehring. The offsite location
13 and retreat format were appreciated and well received by the Board.
14

15 Follow Up Items: More training on EBITDA and key financial terms (explain technical
16 terms in non-technical language); Social media guidance from Marketing for
17 Directors.
18

19 Chris and Mark Goehring are working to establish a second retreat date for Spring
20 2020 and will float potential dates to the Board.
21

22 **5.3 Board Members up for Re-Election in 2020 Weigh in on Intentions for**
23 **Running in Next Election: Kali, Jonathan, Alana:** Kali Feiereisel, Jonathan Collier,
24 and Alana Lucia all plan to run in the 2020 election.
25

26 **5.4 Approve 2020 Election Parameters:** Certain election parameters, as presented
27 in the Board packet, require Board approval in accordance with internal Co-op
28 election procedures and the Co-op's bylaws. Approval of the parameters as
29 presented will allow staff to move forward with coordinating the annual election.
30 After discussion, a change to the 2020 election parameters was proposed to reflect
31 the business portion of the annual owner meeting will take place immediately
32 preceding the May 2020 Board meeting, with a separate owner celebration in the Fall.
33

34 **MOTION: Katie Turner moved to approve the 2020 Election Parameters as amended**
35 **above, Alana Lucia seconded, and the motion passed unanimously.**
36

37 **5.5 Board Candidate Recruitment & Vetting Process Review & Discussion:** Tabled
38 until the Board Development Committee holds their September meeting to review
39 and discuss the recruitment and vetting process post Board approval of the updated
40 Procedures Manual.
41

42 **5.6 Board Recruitment Group Exercise – Review Names Gathered for Potential**
43 **Candidates:** The Board participated in a board candidate recruitment exercise
44 facilitated by the Board Development Committee prior to the board meeting.
45 Directors looked at their network of contacts to develop a master list of potential
46 board candidates for the 2020 election. Kat will compile the list of potential
47 candidates, compare it to the previous year's list and combine the two removing any
48 duplicates and then forward it to the Board via email.
49

1 Alana would like the Board to discuss the qualities they would like to see in potential
2 candidates.

3
4 **5.7 Board Recruitment Event – Discussion of Venue and Number of Potential**
5 **Candidates Desired:** The potential board candidate exercise will inform the invitation
6 list for the board recruitment social event scheduled for January 2020, date to be
7 determined. This event is hosted by the Board Development and will include a
8 presentation, Q&A session, and light refreshments. The Board’s preferred venue for
9 this event will be onsite at BriarPatch in the Community room.

10
11 **5.8 Owner Meeting – October 24th:** Jon Steinman, Author of *‘Grocery Story – The*
12 *Promise of Food Co-ops in the Age of Grocery Giants’* is the guest speaker for the
13 owner meeting who will speak for about 30-45 minutes. Alan and Chris will then
14 address the state of the co-op with a board recruitment piece incorporated. Doors
15 open at 4:45pm at the Miners Foundry and the meeting will be set up in both rooms
16 (main hall will be live with a simulcast of the meeting into the upper room). There will
17 be two dinner lines in each room. More information to come.

18
19 The Owner Engagement Committee will reach out to the Board for annual meeting
20 volunteer needs.

21
22 **5.9 Making Change Together as a Board:** In response to the current recycling crisis
23 the Board as a group can take part in furthering BriarPatch’s sustainability and
24 environmental stewardship by reducing their use of single use plastics and items. The
25 Board will continue this discussion and brainstorm other ideas on how to become
26 more waste free.

27
28 **6.0 Accountability - GM:**

29
30 **6.1 FYI Report:** Most retailers in the community have resumed selling CBD products.
31 Chris is working to make a case to the Board to move forward on bringing some of
32 these products back onto BriarPatch shelves. This may show up in the form of the FYI
33 Report in the future.

34
35 **6.2 B-1 Financial Conditions & Activities 2019 Q2 Monitoring Report:** The report
36 focused on the Board’s B-1 policy that states the GM shall not cause or allow the
37 development of fiscal jeopardy or material deviation of actual expenditures from
38 Board priorities established in the Ends policies for the second quarter of 2019. The
39 Finance Committee has recommended approval of this report, as presented.

40
41 **MOTION: Mark Fenton moved to approve the 2019 Q2 B-1 Monitoring Report, Alana**
42 **Lucia seconded, and the motion passed unanimously.**

43
44 **6.3 B-5 Treatment of Customers Monitoring Report:** The report focused on the
45 Board’s B-5 policy that states the GM will not be unresponsive to customer’s needs.

46
47 Gwen Birk, Operations and Customer Service Manager and Mike McCary, Assistant
48 Operations and Customer Service Manager wrote the B-5 report. This year the report
49 has shifted from previous data sources to the use of the data received from the CX

1 Customer survey. Chris shared his appreciation for Mike for taking the lead on the B-
2 5 monitoring report this year.

3
4 **MOTION: Alana Lucia moved to approve the B-5 Monitoring Report, Jonathan**
5 **Collier seconded, and the motion passed unanimously.**

6
7 **7.0 Closed Session**

8
9 **7.1 Development:**

10
11 **8.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

12
13 **8.1 Owner Engagement Committee Report (August):**

14 **8.2 Finance Committee Report (August):** The Finance Engagement Committee had
15 two recommendations for the Board:

- 16 1.) The Finance Committee would like to recommend the Board approve the Q2 2019
17 B-1 Monitoring Report (motion under Accountability – GM section of minutes).
18
19 2.) The Finance Committee would like to recommend the Board accept the 2018
20 401(k) Report as supporting compliance with the B-3 Asset Management Policy.
21

22 **MOTION: Kali Feiereisel moved to accept the 2018 401(k) Auditors' Report as**
23 **supporting compliance with the B-3 Asset Management Policy, Katie Turner**
24 **seconded, and the motion passed unanimously.**

25
26 **8.3 Board Development Committee Report (August):**

27 *'Grocery Story – The Promise of Food Co-ops in the Age of Grocery Giants' -*

28 Directors were asked to read Chapters 1-4 and the interlude between chapters 4 and
29 5 are to be read by the Board, and chapters 5-12 were randomly assigned to each
30 Director by the September board meeting.

31
32 **8.4 Governance Committee Report (August):** The Governance Committee had one
33 recommendations for the Board:

- 34 1.) The Governance Committee would like to recommend the approval of the revised
35 Procedures Manual, including the board candidate application and board
36 candidate handbook within.
37

38 **MOTION: Katie Turner moved to approve the revised the revised Procedures**
39 **Manual, including the board candidate application and board candidate**
40 **handbook within, Rachel Berry seconded, and the motion passed unanimously.**

41
42 **9.0 Meeting Evaluation**

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44 **10.0 Meeting Adjournment:** Board Meeting was adjourned at 8:52 p.m.

45
46 **SUMMARY OF DECISIONS:**

- 47 1. Approve August 2019 Consent Agenda P. 2, lines 1-2.

- 1 2. Approve 2020 Election Parameters P. 2, lines 34-35.
- 2 3. Approve the 2019 Q2 B-1 Monitoring Report P. 3, lines 41-42.
- 3 4. Approve the B-5 Monitoring Report P. 4, lines 4-5.
- 4 5. Accepted 2018 401(k) auditors' report P. 4, lines 22-24.
- 5 6. Approved revised Procedures Manual & Board Candidate Application &
- 6 Handbook within P. 4, lines 38-40.
- 7

8 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 9 1. Kat to compile a list of potential candidates and compare them to the previous
- 10 year's list, combining the two list and removing any duplicates. Kat to email this
- 11 list to the Board.
- 12 2. Richard to bring in plates for the Board to each Board meeting. Board to bring
- 13 their own utensils.
- 14 3. Kat to accept tracked changes to the Procedures Manual and upload revised
- 15 version to SharePoint and then send the link to the Board via email.
- 16

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

18 page.

19

20 **NEXT REGULAR MEETING WILL BE HELD Tuesday September 24th at 5:30 –**

21 **8:30p.m., in the Community Room of the BriarPatch.**

22

23 Minutes prepared by Kat Bass on August 28th, 2019.

24

25 **APPROVED BY:**



DATE: 10/16/19

26 (These minutes were approved by the Board of Directors on September 24th, 2019.)

27 The official signed copy is on file.)