

1 **BRIARPATCH COOPERATIVE OF NEVADA COUNTY, INC.**
2 **Board of Directors Regular Meeting**
3 **MINUTES September 24th, 2019**
4

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

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

10 **Absent:** Richard Drace
11

12 **Managers & Guests Present:** Kat Bass-Pederson, Gwen Birk, Andrea Echegaray,
13 LeeAnne Haglund, Chris Maher, Rebecca Torpie
14

15 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at
16 6:01p.m.
17

18 Mark Fenton presented this month's opening quote(s):
19

20 "Success is not final, failure is not fatal: it is the courage to continue that counts." –
21 Winston Churchill
22

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

25 **2.1** Chris presented a comment card addressed to the Board Secretary from David
26 Bowman. Katie will respond on behalf of the board with any support needed.
27

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

29 October: Annual Owner Meeting (Oct. 24); Updated Candidate Packet
30 Available to Public; BDC, OEC, GM, Marketing Mgr., & Admin to Review BOD
31 Calendar for Upcoming Year (2020); NCG Membership Renewal;
32

33 November: Board Performance Monitoring Survey: Group 1 – D Policies
34 Review; Final Review & Approval of 2020 BOD Calendar; 2020 Multi-Year
35 Business Plan & Budget – Review Draft;
36

37 December: 2020 Multi-Year Business Plan & Budget for BOD Approval - Final
38

39 **4.0 Consent Agenda:**

- 40 1. Approve September 2019 Agenda
41 2. Approve August 2019 Minutes
42 3. CBLD Renewal Approval
43

44 Alan moved the CBLD renewal approval off the consent agenda and into Board
45 Business (section 6.0 of the minutes) for further discussion.
46

47 **MOTION:** Alana Lucia moved to approve the 2019-09-24 Consent agenda items as
48 amended, Mark Fenton seconded, and the motion passed unanimously.

1
2 **5.0 Study & Engagement**
3

4 **5.1 Discussion of the Book Grocery Story – The Promise of Food Co-ops in the**
5 **Age of Grocery Giants by Jon Steinman:** The Board read the book Grocery Story –
6 The Promise of Food Co-ops in the Age of Grocery Giants by Jon Steinman who is the
7 guest speaker for the BriarPatch Annual Owner Meeting on October 24th at the Miners
8 Foundry. The Board shared highlights and tools that BriarPatch can utilize for
9 chapters one through four. Directors gave a summary review of their assigned
10 chapters five through twelve.
11

12 **6.0 Board Business:**
13

14 **6.1 CBLD Renewal Approval:** The Board reviewed the 2019-2020 CBLD
15 participation agreement to enroll BriarPatch in the CBLD Complete program and
16 elected a second in-person day long workshop. The selected program will also allow
17 the Board to attend both in person CBLD workshops. The board expressed
18 appreciation for the long-term relationship with Columinate and Mark Goehring and
19 acknowledged it as a significant factor in our co-op's success.
20

21 **MOTION: Rachel Berry moved to approve the 2020 CBLD Participation Agreement**
22 **Jonathan Collier seconded, and the motion passed unanimously.**
23

24 **6.2 Board Leadership Monthly Report:** All Board leadership positions: President,
25 Vice President, Treasurer, Secretary, and Board committee Chairs provided an
26 overview of the work done over the past month.
27

28 **6.3 2020 Operating Budget – Timeline, Key Assumptions, Board Budget, & Board**
29 **Stipends:**

30 2020 Operating Budget – Timeline & Key Assumptions – The Board received a
31 memorandum describing the process, timeline, and types of key assumptions that will
32 be used to create the 2020 Operating Budget. The process will be the same as last
33 year. Andrea, Chris, and Gwen will hold meetings with managers this week to discuss
34 their department budgets. After those meetings, Management will set initial
35 assumptions for the budget, such as sales, growth, margins and labor. The Board will
36 be asked to discuss the 2020 Operating Budget in draft form in November and will
37 receive the final 2020 Budget (incorporated in the Multi-Year Business Plan) in
38 December.
39

40 Board Budget – The Board Development Committee finalized the 2020 Board budget
41 and made a recommendation for approval to the Board. The only change noted on the
42 proposed budget was the increase in line seven for Consulting to include a second
43 board retreat with Mark Goehring of Columinate in Spring of 2020.
44

45 Correction: Kat to correct the year to 2020 on “Budget to Full Board for Approval”
46 column of the 2020 board budget and updated note #7 to reflect revised \$14,500
47 Consulting budget.
48

1 **MOTION: Rachel Berry moved to approve the 2020 Board Budget as amended, Mark**
2 **Fenton seconded, and the motion passed unanimously.**

3
4 Board Stipends – The Board Development Committee did not recommend any
5 changes to Board stipends for calendar year 2020.

6
7 **6.4 September Columinate Call Notes & Retreat Summary:**

8 September Columinate Call Notes – Topics discussed included a debrief from our
9 recent workshop, plans for the next one and Alan’s visit to Davis Food Co-op.

10
11 August Board Workshop with Columinate Summary – Alan highlighted the top three
12 reasons to grow and expand the Co-op, which were refined during the Board’s work
13 at this event: 1. Continued financial viability; 2. Expanded community impact; and 3.
14 Food system improvement.

15
16 **7.0 Accountability - GM:**

17
18 **7.1 FYI Report:** Operational points of interest to the Board.

19
20 NCG Prepared Foods Summit – In Fall 2018 Henry Harmon, Deli Manager,
21 participated in the NCG Prepared Foods Summit, which brought together the best deli
22 Managers to share ideas on best practices and develop a Prepared Foods Playbook
23 for use by other co-ops. The implementation pilot was conducted January–June 2019
24 and CoCofiSt data from the first quarter of 2019 indicates that Summit participants
25 as a group are out-performing non-participants.

26
27 Owner Meeting – Sustainability Coordinator, Lauren Scott, is working closely with
28 the BriarPatch Marketing team on the Owner Meeting party details. A few ideas thus
29 far are to make sure there is compost pickup, sustainable table decorations, inviting
30 “EcoHero VIP” guests and giving owners opportunities to share tips for low-waste
31 living.

32
33 **7.2 B-6 Policy Revision:** The comparison of BriarPatch policies to the updated CBLD
34 Policy Register continues. Chris recommended making the language change
35 proposed by the CBLD Policy Register which would clarify expectations that the
36 Board is not to participate in the workplace conflict resolution process.

37
38 **MOTION: Kali Feiereisel moved to update Executive Limitation Policy B-6 Staff and**
39 **Management Compensation as drafted and recommended by management (see**
40 **attached memo), Jonathan Collier seconded, and the motion passed unanimously.**

41
42 **7.3 B-6 Staff Treatment Policy Monitoring Report:** The report focused on the
43 Board’s B-6 policy that states the General Manager will ensure a workplace free of
44 favoritism, discrimination, and hazards, further creating an environment that is
45 predictable and reasonable, values equality of life and operates within all applicable
46 laws and regulation.

1 A full employee survey was conducted in 2019 (performed every two years). In the
2 interim years, a smaller “compliance” survey is conducted where a smaller number of
3 randomly selected staff are asked to participate.
4

5 The Board highlighted and celebrated the increased scores across all areas of the
6 survey, particularly areas of high employee agreement such as: meaningful work,
7 strong operations, effective management, employees feel well informed, employee
8 voices are heard, OBM (Open Book Management) motivates employees, trust and
9 respect for HR and Management, benefits and profit shares deeply appreciated by
10 staff, focus on safety and diversity and inclusion embraced bringing a strong culture
11 where meaningful work and shared values are upheld and appreciated. The average
12 Engagement Index Score for the 225 Co-op surveys in the Columinate database is
13 3.86, while BriarPatch’s score is 4.01. BriarPatch employees tend to be both satisfied
14 and more engaged than employees in other co-ops.
15

16 **MOTION:** Alana Lucia moved to approve the B-6 Staff Treatment Policy Monitoring
17 Report, Katie Turner seconded, and the motion passed unanimously.
18

19 **8.0 Closed Session**
20

21 **8.1 Development:**
22

23 **9.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**
24

25 **9.1 Owner Engagement Committee Report (September):**

26 **Annual Owner Meeting** - Jonathan Collier, Rachel Berry, Kali Feiereisel, Richard
27 Drace, Kwong Chew have volunteered as greeters for the owner meeting.

28 **10.2 Board Development Committee Report (September):** The Board Development
29 Committee had one recommendations for the Board:

- 30 1.) The Board Development Committee recommended the approval of the 2020
31 Board budget to the Board.
32

33 Candidate Recruitment & Vetting Plan for 2019/2020 – Directors were asked to the
34 review the potential Board candidate list and highlight their top candidates. Kat will
35 update the list appropriately and send it to the Board via email with a request for
36 Directors to make warm contact with each person on their list to gauge their interest
37 in running the 2020 election. The revised list of potential candidates will be invited to
38 the potential board candidate mixer on Tuesday, January 14th from 6-8pm in the
39 BriarPatch Community room.
40

41 2020 Election Timeline – August-October BDC develops desired and required skills
42 and professional qualifications for candidates; October 1st-January 31st Candidate
43 application and handbook available, Candidates solicited via the Board, The Vine,
44 emails blasts, the co-op website, and in store signage; January 14th Potential
45 candidate mixer; January 31st Board application deadline; February 11th BDC vets
46 candidate applications (BDC incumbents recuse themselves); February 25th Board

1 nominates slate of candidates; February 26th BDC informs candidates not chosen for
2 slate of the self-nomination via petition of owner signature process; March 17th Self-
3 nomination via petition deadline; March TBD Candidate orientation; March 30th
4 Election notice to owners; April TBD Candidate forum; May 1st-15th Election; May 26th
5 Annual Owner meeting.

6
7 Board Candidate Desired & Required Skills – The Board reviewed the lists of desired
8 and required skills for candidates developed at the September Board Development
9 Committee meeting. Directors were asked to forward any additional feedback to Kat
10 and Kali via email and invited them to attend the October 8th Board Development
11 Committee meeting where further discussion will take place.

12
13 **11.0 Meeting Evaluation**

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15 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 8:58p.m.

16
17 **SUMMARY OF DECISIONS:**

- 18 1. Approve September 2019 Consent Agenda Items P. 1, lines 47-48.
- 19 2. Approve 2019/2020 CBLD Renewal Agreement P. 2, lines 21-22.
- 20 3. Approve 2020 Board Budget P. 3, lines 1-2.
- 21 4. Approve Update to Executive Limitation Policy B-6 P. 3, lines 38-40.
- 22 5. Approve the B-6 Monitoring Report P. 4, lines 16-17.

23
24 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 25 1. Kat to send Save the Date to the Board for March 1st Board retreat.
- 26 2. Kat to connect with HR regarding new name badges for Directors for the Owner
27 Meeting.
- 28 3. Chris to find out what percentage of BriarPatch's energy costs are being covered
29 by solar energy.
- 30 4. Kat to make correction to last page of B-6 monitoring report for GM
31 compensation proposal reception, review and approval by the Board to show the
32 date.
- 33 5. Chris to send maps coinciding with closed session development discussion to the
34 Board.
- 35 6. Board to send Kat A list potential candidates by Friday, 9/25.
- 36 7. Directors who attended ERC summit to send out ERC highlights to full Board via
37 email.

38
39 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
40 page.

41
42 **NEXT REGULAR MEETING WILL BE HELD Tuesday October 29th at 5:30 –**
43 **8:30p.m., in the Community Room of the BriarPatch.**

44
45 Minutes prepared by Kat Bass on September 25th, 2019.

46
47 **APPROVED BY:**



DATE: 10/30/19

- 1 (These minutes were approved by the Board of Directors on October 29th, 2019.
- 2 The official signed copy is on file.)