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**BRIARPATCH FOOD CO-OP, INC.**  
**Board of Directors Regular Meeting**  
**MINUTES October 29<sup>th</sup>, 2019**

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

11  
12 **Directors Present:** Rachel Berry, Jonathan Collier, Richard Drace, Kali Feiereisel, Mark  
13 Fenton, Alana Lucia, Katie Turner, Alan Weisberg

14  
15 **Absent:** Kwong Chew

16  
17 **Managers & Guests Present:** Kat Bass-Pederson, Chris Maher, Jason Patton, Tami Riedl,  
18 Tiana Rockwell, Rebecca Torpie, Chelle Wheatley

19  
20 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at  
21 5:58p.m.

22  
23 Jonathan Collier presented this month's opening quote(s):

24  
25 "Far better is it to dare mighty things, to win glorious triumphs even though  
26 checkered by failure, than to rank with those poor spirits who neither enjoy nor suffer  
27 much because they live in the gray twilight that knows neither victory or defeat." –  
28 Theodore Roosevelt

29  
30 "And yet we lived in no way cut off from the outside world; in our thoughts and  
31 conversations we often lived in the midst of it, only on an entirely different plane. We  
32 were not separated from the majority of men by a boundary but simply by another  
33 mode of vision. Our task was to represent an island in the world, a prototype perhaps,  
34 or at least a prospect of a different way of life." – H. Hesse

35  
36 **2.0 Owner Forum: Public Comment/Communications to the Board:**

37  
38 **2.1 Response to Owner #1**

39  
40 **3.0 Reminders and Check-in:**

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

45  
46 **December:** 2020 Multi-Year Business Plan & Budget for BOD Approval – Final;

47  
48 **January 2020:** Wild & Scenic Film Festival (Jan. 16-20); Potential Board  
Candidate Informational Event (Jan. 14); Preliminary Patronage Dividends;  
Board to Approve 2020 Owner Meeting Date; Board Performance Monitoring  
Survey Group 2: C Policies (C:1-4) to BOD (Due Mar. 2); Board candidate  
application deadline (Jan. 31)

49  
50 **4.0 Consent Agenda:**

- 1 1. Approve October 2019 Agenda
- 2 2. Approve September 2019 Minutes

3  
4 **MOTION:** Katie Turner moved to approve the 2019-10-29 Consent agenda items,  
5 Richard Drace seconded, and the motion passed unanimously.

6  
7 **5.0 Study & Engagement: None scheduled**

8  
9 **6.0 Board Business:**

10  
11 **6.1 Board Leadership Monthly Report:** Directors were asked to share their thoughts  
12 or any lessons learned over the last month as a result of the PG&E PSPS power  
13 outages.

14  
15 **6.2 Owner Meeting Debrief:** Chris gave his appreciation for the Board and  
16 complimented their presentation given at the Owner Meeting on October 24<sup>th</sup>. An  
17 area of opportunity for future Owner meetings is to ask the owners at the close of the  
18 meeting to share the message that was given with other owners.

19  
20 **6.3 Active Board Recruitment - Review Potential Candidate List:** Kat made a final  
21 request for Directors to forward potential Board candidate responses on attending  
22 the January 14<sup>th</sup> Jump on Board Mixer. Kat will send out invitations by mid-December  
23 via email and USPS mail.

24  
25 **6.4 Sacramento CBLD Debrief:** Rachel provided a summary of her experience at the  
26 September 28<sup>th</sup> CBL 101 workshop held at Sacramento Natural Foods Co-op.

27  
28 **7.0 Accountability - GM:**

29  
30 **7.1 FYI Report:**

31 B-5 Policy Revision – Chris asked the Board to approve the proposed revision to the  
32 B-5 Staff Management and Compensation policy to reflect “The General Manager  
33 must not manage staff in any way that is unfair, unsafe, unclear, or in violation of legal  
34 requirements. The GM must not:”

35  
36 **MOTION:** Mark Fenton moved to replace the word “will” with “must” in the B-5  
37 policy, Kali Feiereisel seconded, and the motion passed unanimously.

38  
39 Approve Bank Signer Changes – The Board was asked to approve the below  
40 proposed resolution to update who has check signing authority from BriarPatch’s two  
41 main operating accounts at WestAmerica Bank. The resolution is as follows:

42  
43 **RESOLUTION:** WHEREAS, the Board may authorize any officer or agent of the  
44 Co-op, in the name of an on behalf of the Co-op, to sign checks, drafts,  
45 promissory notes, orders for the payment of money and other evidence of  
46 indebtedness; and,

1 WHEREAS, the Board deems it appropriate and in the best interest of  
 2 the Co-op to make such an authorization to specified members of the Co-op's  
 3 management team;

4 NOW, THEREFORE, BE IT RESOLVED, that the Board hereby  
 5 authorizes each of the following individuals to sign checks, drafts and other  
 6 orders for payment of money as follows:

Bank	Account Description	Authorized Signer Name	Authorized Signer Title
WestAmerica Bank	Operating Checking Acct #0150583995	Christopher Maher Andrea Echegaray Gwen Birk LeeAnne Haglund <i>(new)</i> Michael McCary <i>(new)</i> Shawn Bailey <i>(new)</i>  <i>Remove:</i> <i>Charles Brock</i> <i>Julie Hubbard</i> <i>Liz Streater</i>	General Manager/CEO Finance Manager/CFO Operations & Cust Svc Manager Human Resources Manager Asst Ops & Cust Svc Manager Grocery Manager  <i>Former Grocery Manager</i> <i>Former Pricing Manager</i> <i>Wellness Manager</i>
	Payroll Checking Acct #0150584001	Christopher Maher Andrea Echegaray LeeAnne Haglund Juliet Tilly <i>(new)</i>	General Manager/CEO Finance Manager/CFO Human Resources Manager Asst Human Resources Manager

7  
 8 RESOLVED FURTHER, that the Secretary and the other officers of the  
 9 Co-op are hereby authorized to certify to third parties as to the authority of the  
 10 signatories named above to execute such checks, drafts and other orders for  
 11 payment of behalf of the Co-op.  
 12

13 **MOTION: Richard Drace moved to adopt the bank signers change Resolution, as**  
 14 **stated in the FYI report and above, Jonathan Collier seconded, and the motion**  
 15 **passed unanimously.**  
 16

17 Solar Report – Solar production/total energy use at BriarPatch from January through  
 18 August 2019: Solar array – 307,615 kWh; PG&E – 267,807 kWh; Total energy usage –  
 19 575,422 kWh; Percent offset by solar – 53.5%.  
 20

21 Power Outages – Due to staff hours being affected by the PG&E PSPS power outages,  
 22 Chris approved a policy override to allow staff to use sick pay for any hours missed.  
 23 BriarPatch takes great pride in being a strong major local employer in the community  
 24 that provides a healthy, fair, and considerate workplace for employees.  
 25

26 Multi-Year Business Plan & Budget Timing – Chris proposed re-scheduling the  
 27 November 12<sup>th</sup> Finance Committee meeting to December 10<sup>th</sup> which would delay the  
 28 approval of the Multi-Year Business Plan and Budget until January 2020. Chris will  
 29 send a proposal for the revised timeline to Mark and Alan for further discussion. The  
 30 Board gave their affirmation of support for this proposed change.  
 31

1 **7.2 B-4 Membership Rights & Responsibilities Monitoring Report:** The report  
2 focused on the Board’s B-4 policy that states the General Manager will not under-  
3 inform or misinform Owners of their rights and responsibilities most notably in  
4 regard to the Articles of Incorporation and bylaws.

5  
6 Correction: Grammatical correction to operational definition: Change “that are  
7 mailed” to “that will be mailed”.

8  
9 **MOTION:** Rachel Berry moved to approve the B-4 Membership Rights &  
10 Responsibilities Monitoring Report as amended, Mark Fenton seconded, and the  
11 motion passed unanimously.

12  
13 **8.0 Closed Session**

14  
15 **8.1 Development:**

16  
17 **9.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

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

20  
21 **9.2 Board Development Committee Report (October):** The Board Development  
22 Committee discussed conducting a Clifton Strengths assessment as a possible study  
23 and engagement opportunity for the Board. This exercise is a great tool to identify  
24 individual and team strengths and would be a way to solidify the Board’s  
25 cohesiveness during a time of growth and development at BriarPatch.

26  
27 **10.0 Meeting Evaluation**

28  
29 **11.0 Meeting Adjournment:** Board Meeting was adjourned at 7:36p.m.

30  
31 **SUMMARY OF DECISIONS:**

- 32 1. Approve October 2019 Consent Agenda Items P. 2, lines 4-5.  
33 2. Approve B-5 Monitoring Policy Revision P. 2, lines 36-38.  
34 3. Approve Bank Signer Changes P. 3, lines 13-15.  
35 4. Approve B-4 Monitoring Report P. 4, lines 9-11.

36  
37 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 38 1. Alana or Kat to invite Tami from Central Square Co-op to the Owner  
39 Engagement Committee meeting.  
40 2. Kat to upload the most recent copy of the CBL 101 booklet to SharePoint and  
41 send to the Board via email.  
42 3. Kat to make Board approved changes to the B-5 policy in the PG register and  
43 note changes in the track changes log on SharePoint.  
44 4. Andrea to correct the bank signer resolution document and Kat to ask Katie to  
45 sign it.  
46 5. Chris to follow up with Sierra Harvest after Eco-farm to ask them to present to  
47 the Board.

- 1           6. Chris to send Mark and Alan a proposal to reschedule the November 12<sup>th</sup> Finance
- 2                    Committee meeting to sometime in December in order to push the Multi-Year
- 3                    Business Plan and Budget review and approval to January 2020.
- 4           7. Kat to forward the Board the Clifton strengths finder link via email.
- 5

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

7    page.

8

9    **NEXT REGULAR MEETING WILL BE HELD Tuesday November 26<sup>th</sup> at 5:30 –**

10 **8:30p.m., at Courtyard Suites in Grass Valley.**

11

12 Minutes prepared by Kat Bass on October 30<sup>th</sup>, 2019.

13

14 **APPROVED BY:** 

**DATE: 12/16/19**

15 (These minutes were approved by the Board of Directors on November 26<sup>th</sup>, 2019.

16 The official signed copy is on file.)