

1
2
3
4
5
6
7
8
9

BRIARPATCH FOOD CO-OP, INC.
Board of Directors Regular Meeting
MINUTES February 25, 2020

10 **Directors Present:** Rachel Berry, Kwong Chew, Jonathan Collier, Richard Drace, Kali
11 Feiereisel, Mark Fenton, Katie Ivy, Alana Lucia, Alan Weisberg

12
13
14
15
16
17
18
19
20
21

22 **Absent:**

23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38

39 **Managers & Guests Present:** Kat Bass-Pederson, Gwen Birk, Dana Bursk, Glenn Dal
40 Porto, Andrea Echegaray, LeeAnne Haglund, Chris Maher, Mike McCary, Tiana Rockwell,
41 Doug Rodrick, Rebecca Torpie

42
43
44
45
46
47

48 **1.0 Call to Order:** The meeting was called to order by Alan Weisberg, President, at
49 6:00p.m.

50 Kali Feiereisel presented this month's opening quote(s):

51 "The only limit to our realization of tomorrow will be our doubts of today." - Franklin
52 D. Roosevelt

53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100

101 **2.0 Owner Forum: Public Comment/Communications to the Board:**

102 **3.0 Reminders and Check-in:**

103 **February 2020:** Board nominates slate of candidates (Feb. 25); BDC informs
104 candidates not chosen for slate of the self-nomination via petition of owner
105 signature process (Feb. 26); Sac CBL Co-op Café (Feb. 29); Ends Report
106 Preparation;

107 **March 2020:** Board Retreat with Mark Goehring (Mar. 21); Candidate
108 Orientation (Mar. 10); Election Notice Mailed to Owners (Mar. 30); Self-
109 nomination via petition deadline (Mar. 17); Preliminary Board Leadership
110 Position Nominations; Board Performance Monitoring Survey Group 2: C
111 Policies (C:1-4) Review; Article for Annual Report Due (BOD President); Ends
112 Report; Admin Request BOD to Bring BOD Binders to April Meeting for
113 Updating; Deliver Evaluation Memo from the Board to GM based on 2019
114 Monitoring Table; Confirm Patronage Dividend

115 **April 2020:** BOD Candidate Campaign (Apr. 1-May 15); Voter Online Login
116 Information Mailed/Emailed to Owners; Preliminary Board Positions
117 Nominations; 2020 CCCD - Sacramento (Apr. 26-27); Candidate Forum (Apr.
118 26); Annual Report to Owners by Apr.

119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200

201 **4.0 Consent Agenda:**

- 202 1. Approve February 2020 Agenda
- 203 2. Approve January 2020 Minutes

1 **MOTION:** Richard Drace moved to approve the 2020-02-25 Consent agenda items,
2 Alana Lucia seconded, and the motion passed unanimously.

3
4 **5.0 Study & Engagement:**

5
6 **5.1 Debrief on Vandana Shiva Talk on Food Sovereignty (seed savings) – 2020**
7 **Sustainable Food & Farm Conference (Feb. 7-9):** Rachel provided an overview of
8 the 2020 Sustainable Food & Farm conference organized and facilitated by Sierra
9 Harvest. There were 600 participants consisting of a mix of commercial farmers and
10 ranchers. Directors were given the opportunity to share their individual experiences
11 from the conference and Vandana Shiva’s talk on food sovereignty.

12
13 BriarPatch, Bear Yuba Land Trust and Sierra Harvest unveiled their partnership on
14 the Forever Farms Program (BYLT conservation easement program). Mountain
15 Bounty Farms is the first project in this program. Chris received the Board’s support
16 for BriarPatch’s participation in the Forever Farms program.

17
18 **6.0 Board Business:**

19
20 **6.1 Board Leadership Monthly Report:** All Board leadership positions: President,
21 Vice President, Treasurer, Secretary, and Board Committee Chairs provided an
22 overview of the work done over the past month.

23
24 **6.2 Board Election / Candidate Update: Board Nominates Slate of Candidates for**
25 **2020 Election Ballot:** The Board Development Committee provided an overview on
26 the candidate vetting process implemented for the 2020 Board election. The next
27 steps are for the BDC to draft a candidate vetting procedure that will be forwarded to
28 the Governance Committee for review and codification. The Governance Committee
29 will then recommend this procedure to the Board for approval and inclusion into the
30 Procedures Manual.

31
32 The Board discussed and acknowledged the pros and cons of the vetting process and
33 made the decision to nominate the slate of candidates for the 2020 election ballot in
34 open session and will further edify this in the elections procedures.

35
36 **MOTION:** Katie Ivy moved to approve the slate of candidates consisting of Dana
37 Bursk, Jonathan Collier, Kali Feiereisel, Alana Lucia and Tiana Rockwell for the
38 2020 Election ballot, Rachel Berry seconded, and the motion passed
39 unanimously. Jonathan Collier, Kali Feiereisel and Alana Lucia abstained from
40 the vote due to being incumbents running in the 2020 election.

41
42 **6.3 Preliminary Board Leadership Position Nominations:** Alan Weisberg would like
43 to re-run for President, however is still considering it; Alana Lucia would like to re-
44 run for Vice President but is also willing to potentially step down if another Director
45 shows interest; Mark Fenton would like to re-run for Treasurer; and Katie Ivy would
46 like to re-run for Secretary.

47
48 **6.4 Columinate Call Notes – February 2020:** The Board made the decision last
49 year to have a semi-annual schedule for Board retreats, particularly because of the

1 focus on development. Chris asked the Board to start imagining the future for
2 BriarPatch in 6-month periods and what may be different as preparation for these
3 semi-annual retreats. Once that vision is established for discussion it will help the
4 Board lead and lean into future growth and changes.

5
6 **6.5 Board Retreat Date – March 21st:** The Board reviewed and discussed the Board
7 retreat outline provided by Mark Goehring of Columinate, who will also facilitate the
8 retreat.

9
10 Development – The Board will spend a lot of time at the retreat discussing how the
11 Board and ownership may change, and how the Board will remain a high functioning
12 team once BriarPatch grows to a multi-store organization.

13
14 The Board Development Committee will capture a running list of future study and
15 engagement topics that surface at the Board retreat to bring back to their committee
16 meetings for discussion.

17
18 **6.6 Upcoming Annual Report (article due):** Alan Weisberg, Board Chair was
19 delegated the responsibility of writing the article for the Annual Report. The due date
20 for the article is prior to March 16th. Chris shared a draft of the 2019 Annual Report
21 with the Board and additional comments were welcomed. Owners will receive the
22 2019 Annual Report in April 2020.

23
24 Discussion followed regarding the patronage dividend. Notification to each owner
25 about their individual paid out dividend amount will be included in the Annual Report
26 this year, rather than mailed as a separate document. Owners will notice a significant
27 decrease in their dividend due entirely to a decline in BriarPatch’s profitability (the
28 dividend calculation methodology has not changed). This will continue to be true in
29 the foreseeable future because of lower prices and higher wage costs, especially as
30 California moves to a \$15 per hour minimum wage. It is important for the Board to
31 feel confident in educating owners about this new financial reality.

32
33 **6.7 Co-op Love Tabling Survey Debrief:** The Co-op Love survey, facilitated by the
34 Owner Engagement Committee and Marketing Team took place on February 14th
35 from 10am-4pm in front of BriarPatch. Alana gave her thanks to the Marketing
36 department for their role in planning and setting up of the event. This event fostered
37 many positive interactions amongst shoppers and owners.

38 39 **7.0 Accountability - GM:**

40 41 **7.1 FYI Report:**

42 Forever Farms Program – BriarPatch has connected with Bear Yuba Land Trust and
43 Sierra Harvest on a new program called Forever Farms. This will be an ongoing
44 project to develop easements that will preserve area farmland in perpetuity. The first
45 specific program is the purchase of Mountain Bounty Farm’s leased property. Board
46 members received an invitation to tour the property. BriarPatch’s participation will
47 include allocated staff time to the project, public interface and a financial contribution
48 to the fund.

1 Power Backup / Grant Opportunity - BriarPatch is exploring a grant opportunity from
2 the California Energy Commission to pilot new technology using second life lithium
3 ion batteries recycled from electric vehicles to create a battery bank attached to the
4 solar array. Partners on the grant would include Momentum (grant-writer),
5 RePurpose Energy (battery-bank), Gridscape (control panel & software) and
6 California Solar Electric (additional P.V. panels). A battery bank has the potential to
7 provide back-up power in case of an outage, as well as to offset ongoing energy costs
8 by discharging power during the store's peak demands. Gridscape is currently
9 running analysis on our energy consumption to estimate an appropriate size system
10 to move forward with grant application (deadline is March 20th). The purpose of this
11 grant and new technology is to provide backup power for community centers and
12 institutions.

13
14 Chris received the Board's affirmation of support to pursue this grant. Chris will draft
15 a resolution and send it to the Board for approval via email, as required by the
16 granting agency. Any such Board decision will be included in the next Board meeting
17 minutes.

18
19 **7.2 B-1 Financial Conditions & Activities 2019 Q4 Monitoring Report:** The report
20 focused on the Board's B-1 policy that states the General Manager shall not cause or
21 allow the development of fiscal jeopardy or material deviation of actual expenditures
22 from Board priorities established in the Ends policies for the fourth quarter of 2019.

23
24 The Finance Committee reviewed the 2019 Q4 B-1 report at their February meeting
25 and recommends approval. The Board expressed appreciation for the additional
26 information provided in the Finance Committee minutes.

27
28 **MOTION: Richard Drace moved to approve the B-1 Financial Conditions & Activities**
29 **2019 Q4 Monitoring Report, Alana Lucia seconded, and the motion passed**
30 **unanimously.**

31
32 **8.0 Development Planning (Open Session):**

33
34 **8.1 Development Progress Update:**

35 Central Square Co-op of Auburn - Central Square Co-op has proposed a merger with
36 BriarPatch. This provides an outreach opportunity with owners to inform them of
37 BriarPatch's support of other cooperatives. Chris asked the Board to authorize the
38 General Manager to acquire or merge with the Central Square Co-op for a cost of up
39 to \$10k.

40
41 This raises the question as to whether the B-1 Financial Conditions and Activities
42 limitations policy should be amended to require Board approval in the event of
43 acquiring or merging with another business (approval is not currently required). The
44 Governance Committee will review and recommend policy amendment to the Board
45 for approval.

1 **MOTION:** Alana Lucia moved to authorize the General Manager to negotiate the
2 acquisition and/or merger with the Central Square Food Co-op for a cost not to
3 exceed \$10,000, Katie Ivy seconded, and the motion passed unanimously.
4

5 **9.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**
6

7 **9.1 Owner Engagement Committee Report (February):** The Owner Engagement
8 Committee will continue to discuss and clarify the committee’s structure and goals,
9 remaining focused that they are a Board committee that is there to support the Board
10 in furthering its work.
11

12 **9.2 Finance Committee Report (February):** The Finance Committee had one
13 recommendation for the Board:
14

- 15 1.) The Finance committee would like to recommend the Board approve the 2019 Q4
16 B-1 Monitoring Report (Motion under Accountability – GM section of minutes 7.2)
17

18 **9.3 Board Development Committee Report (February):**

19 Candidate Vetting Process – The Board Development Committee needs to make sure
20 that all candidates understand why the Board is vetting candidates through the
21 individual interview process. There will be time allotted at the Board retreat on
22 March 21st for further discussion on this process.
23

24 **10.0 Closed Session:**
25

26 **10.1 Development:**
27

28 **10.2 GM Evaluation:**
29

30 **11.0 Meeting Evaluation**
31

32 **12.0 Meeting Adjournment:** Board Meeting was adjourned at 9:30p.m.
33

34 **SUMMARY OF DECISIONS:**

- 35 1. Approve February 2020 Consent Agenda Items P. 2, lines 1-2.
36 2. Approve 2020 Slate of Board Candidates for Election Ballot P. 2, lines 36-40.
37 3. Approve 2019 Q4 B-1 Monitoring Report P. 4, lines 28-30.
38 4. Authorize GM to Negotiate Acquisition and/or Merger with Central Square Co-op
39 P.5, lines 1-3.
40

41 **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

- 42 1. Board Development Committee to draft procedure for candidate vetting process
43 and forward to Governance Committee for review and codification. Kat to
44 include this on the March BDC agenda.
45 2. Board Development Committee to capture a running list of future study and
46 engagement topics discussed at the Board retreat to bring back to their
47 committee meetings for further discussion.

- 1 3. Chris to draft a resolution for the power backup grant opportunity and send it to
2 the Board requesting a vote of support to move forward, if required as part of the
3 grant application process.
- 4 4. Kat to include power backup resolution on the March Board meeting agenda and
5 in the minutes template, if such a resolution is adopted.
- 6 5. Chris to contact Mark Goehring for guidance regarding possible amendment to
7 the B-1 limitations policy and bring information back to Governance Committee
8 for further discussion.
- 9 6. Kat to include "Amend B-3 Asset Protection Policy" to the March Governance
10 Committee meeting agenda.
- 11 7. Alana to close the conversation regarding committee membership and
12 Patchworks Volunteer Program with Owner Engagement Committee member.

13
14 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
15 page.

16
17 **NEXT REGULAR MEETING WILL BE HELD Tuesday March 31st at 3:00p.m. –**
18 **6:00p.m., via Zoom virtual meeting.**

19
20 Minutes prepared by Kat Bass on February 26th, 2020.

21


22 **APPROVED BY:**

DATE: 4/3/20

23 (These minutes were approved by the Board of Directors on March 31st, 2020. The
24 official signed copy is on file.)