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**BRIARPATCH FOOD CO-OP**  
**Board of Directors Regular Meeting**  
**Held via Zoom Teleconference Call**  
**MINUTES April 28<sup>th</sup>, 2020**

**Directors Present (via Zoom):** Rachel Berry, Kwong Chew, Jonathan Collier, Kali Feiereisel, Mark Fenton, Katie Ivy, Alana Lucia, Alan Weisberg

**Absent:**

**Managers & Guests Present (via Zoom):** Kat Bass, Andrea EcheGARAY, Mark Goehring, Mary Hunter, Chris Maher, Rebecca Torpie

**1.0 Preliminaries**

**1.1 Call to Order:** The meeting was called to order at 3:04 p.m.

**1.2 Opening Quote:** Presented by Alana Lucia

FEAR

Khalil Gibran

It is said that before entering the sea  
a river trembles with fear.

She looks back at the path she has traveled,  
from the peaks of the mountains,  
the long winding road crossing forests and villages.

And in front of her,  
she sees an ocean so vast,  
that to enter  
there seems nothing more than to disappear forever.

But there is no other way.  
The river cannot go back.

Nobody can go back.  
To go back is impossible in existence.

The river needs to take the risk  
of entering the ocean  
because only then will fear disappear,  
because that's where the river will know  
it's not about disappearing into the ocean,  
but of becoming the ocean.

**1.3 Owner Forum: Public Comment/Communications to the Board:**

1 No owners were in attendance on the webinar, but Chris read samples of the many  
2 supportive owner emails received over the past week.

#### 3 4 **1.4 Chat Box Check-in and Reminders:**

5  
6 Mark Goering asked the Board to check in, via Zoom chat, about how they were all  
7 doing. They typed in, and silently read their status' simultaneously.

#### 8 9 **Reminders:**

10 **April 2020:** BOD Candidate Campaign (Apr. 1-May 15); Voter Online Login  
11 Information Mailed/Emailed to Owners; Preliminary Board Leadership Position  
12 Nominations; Annual Report to Owners;

13  
14 **May 2020:** BOD Candidate Campaign (Apr. 1-May 15); ~~1<sup>st</sup> OEC Election Tabling~~  
15 ~~Event~~ **Cancelled due to COVID 19**; BOD Election (May 1-15); ~~Second OEC~~  
16 ~~Election Tabling Event (May)~~ **Cancelled due to COVID 19**; Seat New  
17 Board/Board Installation (May 26); ~~Giving of BOD Binders (May 26)~~; Exiting  
18 Directors Interviews & Thank Yous; Elect Board Leadership Positions (May 26);  
19 Annual Owner Meeting (May 26); Board Performance Monitoring Survey Group  
20 3: C Policies (C:5-8) to Board (Due June 19);

21  
22 **June 2020:** ~~2020 CCMA – Sioux Falls, SD (Jun. 4-6)~~ **Changed to virtual due to**  
23 **COVID 19**; BOD Committees to Review Charters; Update on Committee  
24 Membership; New BOD Member Committee Orientation (TBD); Confidentiality  
25 Agreement & Code of Conduct – All BOD Members Sign

26  
27 **July:** Board Performance Monitoring Survey Group 3: C Policies (C:5-8)  
28 Review (Jul. 28); ~~California World Fest (Jul. 9-12)~~ **Cancelled due to COVID 19**;  
29 New BOD Member Orientation – Policy Governance (TBD); Invite New  
30 Directors to July BDC Meeting; Confidentiality Agreements & Code of Conduct  
31 – All Committee Members Sign;

#### 32 33 **2.0 Consent Agenda:**

- 34  
35 1. Approve April 2020 Agenda  
36 2. Approve March 2020 Minutes

37  
38 Rachel Berry proposed moving the break time earlier. Mark Goering proposed an  
39 alteration of the order of the April agenda, moving the Closed Session to the end to  
40 accommodate for Alan's internet issues. *Note: These minutes are in original agenda*  
41 *order*

42  
43 **MOTION: Richard Drace moved to approve the 2020-04-28 Consent agenda items,**  
44 **Kali Feiereisel seconded and the motion passed unanimously.**

#### 45 46 **3.0 Closed Session**

47

**Commented [MH1]:** Leave out? Chris said to keep the notes order to match the original agenda, not the order things were actually discussed.

**Commented [AE2]:** My inclination was also to do as Chris said, so I guess I'd leave this out. Either that, or say in this section that the minutes are in original agenda order. Again, Chris' call.

1       **3.1 Evaluation of General Manager:**

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3       **MOTION:** Richard Drace moved to accept the memo that documents fulfillment of  
4 our obligation to "systematically and rigorously monitor and evaluate the GM's  
5 performance" as described in our Policy Governance Register for 2019. Mark Fenton  
6 seconded, and the motion passed unanimously.

7  
8       **3.2 Development:**

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10       **4.0 Board Business:**

11       **4.1 Board Candidate Forum Debrief:**

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13       Participants included moderator Deb Plass, and candidates Alana Lucia (incumbent),  
14 Jonathan Collier (incumbent), Kali Feiereisel (incumbent), Tiana Rockwell, and Dana  
15 Bursk. Non-candidate Board members present included Katie Ivy, Rachel Berry, and  
16 Kwong Chew. Participating Board members expressed positive feedback about the  
17 forum, from their perspectives as candidates, attendees and panelists. Deb Plass was  
18 commended for her role as moderator, as she added warmth and structure to the  
19 event. Marketing reported that owner participation was comparable to last year. One  
20 member expressed disappointment about the loss of "personal touch" with a digital  
21 platform, but most said the Zoom forum was an effective means of learning about the  
22 candidates.  
23

24       **4.2 Board Leadership Positions Discussion at May Board Meeting:**

25       A question arose about procedures scheduled for March that did not actually occur in  
26 March. It was clarified that the March activities were tabled due to COVID. The  
27 Board moved forward with the designated procedures, as follows:  
28

29       **Discuss qualifications and desired attributes for each board leadership position:**

- 30  
31       • Secretary: Katie reported that her role consists of ensuring that Board  
32 documents are kept up to date and signing documents, such as minutes and  
33 resolutions. The Administrative Assistant supports this position extensively.  
34       • Treasurer: Mark explained that being able to read financial statements and  
35 possessing some business experience is desirable. This position is supported  
36 by the Finance Manager.  
37       • Vice President: Alana reported that the Vice President position is primarily an  
38 understudy role to the President and includes duties such as helping to set the  
39 agenda for each monthly Board meeting.  
40       • President: Alan explained that this leadership position feels somewhat like a  
41 regular job due to the level of responsibility required. Strong management  
42 skills, sensitivity to the needs of the Board, and reaching out to connect with all  
43 directors, are desirable traits. It's also helpful to have the ability to understand  
44 when to stick to established procedures and to recognize when there is a need  
45 for change. Being in touch with the national co-op movement is important, too,  
46 but the most important duty is maintaining a strong, positive relationship with  
47 the General Manager and keeping the Board's role clearly defined.  
48       • Other feedback:

**Commented [AE3]:** I think this section needs to be moved up under "Evaluation of General Manager", or possibly something to indicate that this motion was announced in open session? Otherwise, it just sort of hangs out here under Development and leaves the reader wondering how this motion relates to development.

- Richard: The General Manager can use the relationship with the Board President as an opportunity for feedback and practice before presenting items to the full Board.
- Jonathan: Interpersonal skills will be important in the President role in the coming months, especially with the changes coming from the COVID-19 pandemic and planned store expansion.
- Mark Goehring: Board success is due to group nature and group dynamic.

### Who might best fill the roles?

The following declarations were made, with the caveat that plans may change based on results of the Board election:

- President - Alan is considering running again for President
- Vice President - Alana is planning to run again for Vice President. Kwong is considering running.
- Treasurer - Mark will run again for Treasurer
- Secretary - Katie will run again for Secretary

It was noted that the voting process for Board Leadership positions will likely be online, instead of in person, and that the process should be clearly communicated in advance.

**5.3 April Columinate Call Notes:** No additional report or questions.

## 6.0 Accountability - GM

### 6.1 FYI Report:

Since the FYI report was drafted, sales have slowed. The surge caused by the Covid-19 pandemic, which was further spurred by the owner discount, led to the decision to limit the number of shoppers allowed in the store to 40. That policy will continue. We have elected to continue "hero pay" (\$2/hour for Front End staff and \$1/hr for all other non-exempt staff) for the next two pay periods through May 31<sup>st</sup>. Management is also considering a one-time increase to employees' vacation banks based on hours worked during the pandemic to reward staff who continued to show up and work hard during the challenging conditions. The general mood is moving from fear to fatigue among the staff, but folks are returning to work from Covid-related leave. We are starting to recruit again to fill empty positions and support staff. Morale is generally good, and employees are happy to have jobs, but fatigue is setting in due to the continued record-breaking sales levels. The mandated mask-wearing is also challenging, but employees have options including masks, shields or bandanas. Management is considering applying for the federal Payroll Protection Plan (PPP) but has not done so yet.

Summary of Chris' answers to questions posed by the Board about the FYI report:

- Basket size has increased, even as transaction count has decreased.
- Labor lower than expected, due to employees on leave. Wages as a percent of sales at 17% is very low.

- Liability insurance is below budget because the budget assumed that the Co-op would no longer qualify for a type of general liability coverage called a Business Owners' Policy (BOP). BOP policies are usually reserved for small businesses. BriarPatch continues to qualify, in spite of high sales, because our broker has a special relationship with the carrier.
- The Board appreciated the detailed communication in the report about the Owner Dividend Frequently Asked Questions.

**6.2 Monitoring Report: B-7 Communication to the Board:** The report focused on the Board's B-7 policy that states the GM shall not cause or allow the Board to be uninformed, misinformed, or unsupported in its work.

**MOTION: Rachel Berry moved to approve the B-7 Communication to the Board Monitoring Report, Mark Fenton seconded, and the motion passed unanimously.**

**6.3 2019 Ends Report:** The annual Ends Report measures BriarPatch's progress towards achievement of the Ends policies for fiscal year 2019. Chris presented the report to the Board and invited them to make any comments or questions for clarification.

Each Director led the discussion about a pre-assigned End policy. During the discussion, Board members provided feedback and suggested changes for consideration by Management for future Ends Reports.

**MOTION: Alan Weisberg moved to accept the 2019 Ends Report as demonstrating successful achievement towards the BriarPatch Ends policies, Alana Lucia seconded, and the motion passed unanimously.**

Commented [MH4]: I took this wording verbatim from the recording

**7.0 Development (Open Session):**

**7.1 Development Progress Update:** No update

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

**8.1 Owner Engagement Committee:** No Report

**8.2 Finance Committee:** No Report

**8.3 Board Development Committee:** No Report

**8.4 Governance Committee:** No Report

**9.0 Meeting Evaluation:** The Board thanked Mark Goehring for his support and facilitation of the meeting.

**10.0 Meeting Adjournment:** Board Meeting was adjourned at 6:03p.m.

**SUMMARY OF DECISIONS:**

1. Approve April 2020 Consent Agenda Items P. 2, lines 43-44.

- 1        2. Approve GM Performance Evaluation P. 3, lines 3-6.
- 2        3. Approve B-7 Monitoring Report P. 5, lines 13-14.
- 3        4. Approve 2019 Ends Report P. 5, lines 25-27.
- 4

5        **SUMMARY OF ASSIGNMENTS AND COMMITMENTS:**

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

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10       **NEXT REGULAR MEETING WILL BE HELD Tuesday May 26 at 3:00-5:30p.m.,**  
11       **via Zoom Webinar.**

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13       Minutes prepared by Mary Hunter on May 5, 2020.

14  
15       **APPROVED BY:** 

16       **DATE: 5/28/20**

17       (These minutes were approved by the Board of Directors on May 26, 2020. The  
official signed copy is on file.)