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BRIARPATCH FOOD CO-OP
Board of Directors Regular Meeting
Held via Zoom Teleconference Call
MINUTES July 28, 2020

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

Absent:

Managers & Guests Present (via Zoom): 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 3:05pm

1.2 Opening Quote: Presented by Mark Fenton

"One learns that the world, though made, is yet being made, that this is still the morning of creation. This grand show is eternal. It is always sunrise somewhere; the dew is never all dried at once; a shower is forever falling; vapor ever rising. Eternal sunrise, eternal sunset, eternal dawn and gloaming, on seas and continents and islands, each in its turn, as the round earth rolls."
-John Muir

1.3 Owner Forum: Public Comment/Communications to the Board

1.4 Check-in and Reminders:

Board members briefly checked in about their personal lives, their roles as board representatives, and how they were feeling going into this board meeting.

August: BOD Retreat with Mark Goehring of Columinate (**TBD**); Board Members up for Re-election Weigh in on Intentions for Running in Next Election – Mark, Rachel, & Richard (**2021**); Update Election Policies & Election Timeline; Board Recruitment Group Exercise – Begin gathering names of potential Board Candidates; Update BOD Candidate Packet; GM Compensation: Strategic Conversation #2, Board draft and review RFP

September: SYRCL River Clean Up (**Sep. 26**); Celtic Festival (**Sep. 27-29**) *Cancelled due to COVID 19*; BOD Approves 2021 Election Timeline (Governance); BDC Approves BOD Budget & Submits to BOD for Approval; Discuss 2021 Operating Budget Timeline, Key Assumptions, & BOD Budget; Review BOD Stipends; BOD Performance Monitoring Survey Group 1: D Policies (D:1-4) to Board (**Due Nov 6th**); Columinate Agreement Renewal

1 **October:** Updated Candidate Packet Available to Public (Oct. 1); BDC, OEC, GM,
2 Marketing Mgr., & Admin to Review BOD Calendar for Upcoming Year (2021);
3 NCG Membership Renewal

4
5 **2.0 Consent Agenda:**

- 6
7 1. Approve July 2020 Board Agenda
8 2. Approve June 2020 Board Minutes
9 3. Approve 2020-2021 Board Committee Roster

10
11 **MOTION:** Alana Lucia moved to approve the 2020-07-28 Consent Agenda items,
12 Rachel Berry seconded, and the motion passed unanimously.

13
14 **3.0 Board Business:**

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16 **3.1 Board (Virtual) Retreat Discussion and the Abolitionist's Challenge**

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18 After discussion, Board Members expressed interest in participating individually in
19 part, or all, of the online Abolitionist Challenge, and to also work with LaDonna later
20 as a whole board, focusing on specific action steps. It was suggested to bring in local
21 organization representatives besides LaDonna, to help focus on Nevada County
22 specific issues. The time commitment for this challenge was noted, knowing some
23 members may not be able to fully engage.

24
25 The Board will commit to allocating some board meeting time to this project, under
26 the topic of education. Mary to register all Board Members for the challenge and add
27 this topic to the August Board Meeting Agenda

28
29 (Virtual) Retreat Discussion – It was suggested that the Board consider if there are
30 other topics that would benefit from a focused 2-3-hour isolated discussion.

31
32 **3.2 BOD Performance Monitoring Survey Group 3 Review (C Policies: C5-C8)**

33
34 Officer Roles – There was further clarification in the wording of the survey question,
35 that the President **may** represent the Board to the public.

36
37 Board Outreach – As a Board, how do we want to communicate with our members,
38 with integrity. Is a policy change needed? Mark Goehring suggested carrying this
39 topic to a future meeting.

40
41 Action: Board Outreach topic to be added to a future Board meeting.

42
43 **MOTION:** Kali Feiereisel moved to approve the Board Performance Monitoring
44 Survey as showing that the Board is in compliance with policies C:5-C:8, Richard
45 Drace seconded, and the motion passed unanimously.

46
47 **4.0 Accountability – GM**

1 **4.1 FYI Report:**

2
3 Summary of Chris' answers to questions posed by the Board about the FYI report:

- 4
- 5 • Mark Fenton inquired about increasing customer check-out efficiency. There
6 are no plans approved at this time, but it is a high priority discussion as the
7 holiday rush nears. One consideration is building a second rolling cart
8 register.
 - 9 • Kwong asked for more information about recruiting for the Deli Manager
10 position. Chris confirmed that the deli is a significant part of operations and
11 we are working on a plan for strong interim leadership while we conduct our
12 search for a new Manager.
 - 13 • Alana asked if Open Book Management was still happening. Chris answered
14 that, yes, John Bivens is offering a recurring You-Tube summary of the Goals
15 Scoreboard highlights. It is not as robust as in-person meetings, which we
16 hope to return to after social distancing protocols are lifted.
 - 17 • Rachel asked if the Board will receive the NCG Impact Report. Chris clarified
18 there the FYI report is referring to a sector-wide Co-op impact report. Later,
19 the Board will receive a specific BriarPatch Participation report.
 - 20 • Richard asked about morale among staff. Chris acknowledged that staff are
21 under pressure, processing a high level of sales with fewer employees, and
22 doing this during a turbulent time. However, the Chris assured the Board that
23 the Manager turnover in 2020 related to each Manager's individual life
24 circumstances and is not indicative of a morale issue.
 - 25 • Alan asked about the battery repurposing project. Chris explained we are in
26 contract negotiations with all entities, related to construction, implementation,
27 and ownership.
 - 28 • Jonathan was curious about the Promotions team. The team was formed to
29 improve communication between Operations, Marketing, Merchandising and
30 Pricing. This will be important as we head into holidays with COVID.
- 31

32 **Closed Session**

33
34 **MOTION: Kwong Chew moved to authorize the General Manager to negotiate an**
35 **early lease termination with a current tenant. Richard Drace seconded, and the**
36 **motion passed, with all members voting yes, except Jonathan Collier abstaining, as he**
37 **was not present to vote.**

38
39 **5.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

40
41 **5.1 Owner Engagement Committee: No Report**

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43 **5.2 Finance Committee: No Report**

44
45 **5.3 Board Development Committee: July Report**

46
47 **5.4 Governance Committee: No Report**

1 **9.0 Meeting Evaluation:** All Board Members expressed positive feedback about the
2 execution of the meeting, appreciating Mark Goehring's facilitation and the group
3 collaboration dynamics.
4

5 **10.0 Meeting Adjournment:** Board Meeting was adjourned at 4:45 p.m.
6

7 **SUMMARY OF DECISIONS:**

- 8 1. Approve July 2020 Consent Agenda Items P. 2, lines 11-12.
 - 9 2. Approve Board Performance Monitor Survey C5-C8 P. 2, lines 43-45.
 - 10 3. Approve GM tenant lease negotiation P. 3, lines 34-37.
- 11

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

15 **NEXT REGULAR MEETING WILL BE HELD Tuesday August 25th at 3:00-**
16 **5:30p.m., via Zoom Meeting.**
17

18 Minutes prepared by Mary Hunter on July 31, 2020.
19

20 **APPROVED BY:** 

DATE: 8/28/20

21 (These minutes were approved by the Board of Directors on August 25, 2020. The
22 official signed copy is on file.)