

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38

BRIARPATCH FOOD CO-OP
Board of Directors Regular Meeting
Held via Zoom Teleconference Call
MINUTES August 25, 2020

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

8
9 **Absent: None**

10
11 **Staff & Guests Present (via Zoom):** Andrea Echegaray, Finance Manager, Mark
12 Goehring, Columinate Consultant/Meeting Facilitator, Mary Hunter, Administrative
13 Assistant, Mike McCary, Operations and Customer Service Manager, Chris Maher,
14 General Manager, Rebecca Torpie, Marketing Manager. No guests were present.

15
16 **1.0 Preliminaries**

17
18 **1.1 Call to Order:** The meeting was called to order at 3:05pm

19
20 **1.2 Opening Quote:** Presented by Jonathan Collier

21
22 "Progress is impossible without change, and those who cannot change
23 their minds cannot change anything."

24 -George Bernard Shaw

25
26 "The world is changed by your example, not by your opinion."

27 -Tim Ferriss

28
29 **1.3 Check-in and Reminders:**

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

32
33 **September:** SYRCL River Clean Up (Sep. 16-27); ~~Celtic Festival (Sep. 27-29)~~
34 ~~Cancelled due to COVID 19~~; BOD Approves 2021 Election Timeline (Governance);
35 BDC Approves BOD Budget & Submits to BOD for Approval; Discuss 2021
36 Operating Budget Timeline, Key Assumptions; Approve BOD Budget; Review BOD
37 Stipends; BOD Performance Monitoring Survey Group 1: D Policies (D:1-4) to
38 Board (**Due Nov 6th**); Columinate Agreement Renewal

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

42
43 **November:** Final Review & Approval of 2021 Board Calendar; BOD Performance
44 Monitoring Survey Group 1: D Policies Review; GM Presents Compensation
45 Proposal (2020, 2022 & 2024); Review 2021 Budget Draft and Multi-Year
46 Business Plan Draft

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48

1.4 Owner Forum: Public Comment/Communications to the Board

The Board discussed owner emails, specifically acknowledging an owner’s intention to share detailed medical and health information with the board. Alan will reach out to the owner, thanking them and acknowledging receipt of the email.

2.0 Consent Agenda:

- 1. Approve August 2020 Board Agenda
- 2. Approve July 2020 Board Minutes

MOTION: Richard Drace moved to approve the 2020-08-25 Consent Agenda items, Rachel Berry seconded, and the motion passed unanimously.

3.0 Study and Engagement:

3.1 Abolitionists’ Challenge Check-In

Board members shared their thoughts on the initial kick-off webinar of the Abolitionists’ Challenge. Most appreciated the topics discussed and are looking forward to diving in deeper. Some were enthusiastic about the subject but concerned about the time commitment involved. Chris suggested making realistic goals for participation, and to be aware of the BriarPatch activities and website messaging. The marketing team has several staff excitedly participating in the challenge. Mark Goehring encourages keeping this topic on the agenda planning for future Board meetings.

4.0 Board Business

4.1 Board Members up for Re-Election in 2021 Weigh-In on Intention for Running Next Election: Mark, Rachel, Richard

Rachel intends to re-run, Mark and Richard have not decided at this time.

4.2 GM Compensation – Strategic Conversation #2: Board Drafts Request for Compensation Proposal (2020, 2022, 2024)

5.0 Accountability – GM

5.1 FYI Report: Operational points of interest to the Board

MOTION: Katie Ivy moved to approve the 2019 401(k) Audit Report, Rachel Berry seconded, and the motion passed unanimously.

Mark Fenton asked about the cost and scope of the audit. Andrea replied that the cost of the annual 401(k) audit is \$8,000, which is fairly standard for an audit. The limited scope audit is typical for retirement plan audits. It allows auditors to use investment balances

1 from the custodian (American Funds) without having to audit American Funds itself. In
2 lieu of auditing the custodian, the auditors request a System and Organizational Controls
3 (SOC) report, which is a very long, detailed report of the internal controls that exist at
4 American Funds to ensure that reported asset balances are correct.

5 6 **5.2 Monitoring Report: B-1 Financial Conditions & Activities Q2**

7
8 **MOTION:** Alan Weisberg moved to approve the B1 Monitoring Report, Alana Lucia
9 seconded, and the motion passed unanimously.

10 11 **5.3 Monitoring Report: B-5 Treatment of Customers**

12
13 **MOTION:** Mark Fenton moved to approve the B5 Monitoring Report, Kwong Chew
14 seconded, and the motion passed unanimously.

15
16 Mark Fenton complimented Chris and staff on the results of the report. Constructive
17 owner feedback is often framed with appreciation of how the store is operating right now.
18 Jonathan Collier suggested to add social media feedback to future B5 reports.
19 Jonathan also asked if we can capture feedback from owners who have resigned Co-op
20 ownership. Chris replied that this information is requested on the Owner Termination
21 Form. Most leave because they're moving out of the state or are no longer shopping
22 much at the Co-op. Some have left recently due to the in-store mask requirement, but
23 there were not many of those and they seem to have been limited to a brief period
24 following the implementation of the policy.

25 26 **6.0 Closed Session**

27 28 **6.1 Development**

29 30 **7.0 Accountability – Reports: Committee Reports, Recommendations, & Actions**

31 32 **7.1 Finance Committee:** August Report

33 Katie Ivy noted an error on the attendance, as she had attended that meeting. Mary
34 will correct the minutes.

35
36 **7.2 Board Development Committee:** Board Budget Draft to be reviewed prior to the
37 September Board meeting.

38
39 **7.3 Governance Committee:** No Report

40
41 **7.4 Owner Engagement Committee:** On hold

42
43 **8.0 Meeting Evaluation:** All Board Members expressed positive feedback about the
44 execution of the meeting and the business that was able to be handled, despite the
45 personal and regional chaos surrounding the group (wildfires, evacuations, Covid-19,
46 etc.). Mark Goehring sent extended appreciation to Chris and his team for all their efforts.

47
48 **9.0 Meeting Adjournment:** Board Meeting was adjourned at 4:58 p.m.

1 **SUMMARY OF DECISIONS:**

- 2 1. Approve August 2020 Consent Agenda Items P. 2, lines 12-13.
3 2. Approve 2019 401(k) Audit Report P. 2, lines 43-44.
4 3. Approve B1 Financial Conditions Monitoring Report P. 3, lines 3-4.
5 4. Approve B5 Treatment of Customers Monitoring Report P. 3, lines 8-9.

6
7 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
8 page.

9
10 **NEXT REGULAR MEETING WILL BE HELD Tuesday September 29th at 4:15 pm**
11 **via Zoom Meeting.**

12
13 Minutes prepared by Mary Hunter on August 27, 2020.

14
15 **APPROVED BY:**



DATE: 10/5/20

16 (These minutes were approved by the Board of Directors on September 29, 2020.
17 The official signed copy is on file.)