

**BRIARPATCH FOOD CO-OP
Board of Directors Regular Meeting
Held via Zoom Teleconference Call
MINUTES November 24, 2020**

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

Absent:

Staff & Guests Present (via Zoom): Andrea Echegaray, Finance Manager, Mark Goehring, Columinate Consultant/Meeting Facilitator, Mary Hunter, Administrative Assistant, Chris Maher, General Manager, Rebecca Torpie, Marketing Manager.

1.0 Preliminaries

1.1 Call to Order: The meeting was called to order at 4:15pm

1.2 Opening Quotes: Presented by Kali Feiereisel

"Spread love everywhere you go. Let no one ever come to you without leaving happier."

- Mother Teresa

1.3 Check-in and Reminders:

December 2020: 2021 Multi-Year Business Plan & Budget for BOD Final Review; December Board Meeting-Tuesday, December 15th 4:15pm

January 2021: Wild and Scenic Virtual Film Festival (Jan 14-24); Jump on Board Virtual Board Candidate Mixer Event (Jan 12); Eco-Farm Virtual Conference (Jan 20-23), Board Candidate Application Deadline (Jan 31); Preliminary Patronage Dividends; Board Performance Monitoring Survey Group 2: C1-C4 Policies to BOD (Due March)

February 2021: NC Sustainable Food & Farm Conference (tbd); BDC vets candidate applications (Feb. 9); Board nominates slate of candidates (Feb. 23); Sac CBL Co-op Café (tbd);

1. Owner Forum: Public Comment/Communications to the Board

2. Consent Agenda:

1. Approve November 2020 Board Agenda
2. Approve October 2020 Board Minutes

MOTION: Kwong Chew moved to approve the 2020-11-24 Consent Agenda items, Rachel Berry seconded, and the motion passed unanimously.

3. Study and Engagement:

a. Abolitionists' Challenge Check-In

Alan remarked that current political behaviors provide a reminder of the importance of this work. He also spoke favorably of "Between the World and Me" and a future video version of that book. Mark Fenton recommended the documentary "Driving While Black". The next workshop challenge will involve gearing up for February Black History Month and the next reading is an essay by W.E.B. DuBois, "Souls of Black Folk" which Rachel recommended listening to on YouTube. Chris also referenced Booker T. Washington and Jessica Gordon Emhart's "Collective Courage". Mark Goering has an audio recommendation for "Environmental Racism". Cornell West video about DuBois, was also suggested.

4. Board Business

a. Board Compensation Review

This is an annual opportunity for the Board to review the current Board Member compensation. After a brief discussion, it was agreed to leave the compensation as is.

b. Active Board Recruitment: Review Potential Board Candidate List

The Board was reminded to send 2021 potential board candidates to Mary. In December, the BDC will be finalizing the invitation list for the virtual Jump on Board candidate mixer in January.

c. Final Review and Approval of 2021 Board Calendar

MOTION: Katie Ivy moved to approve the 2021 Board Calendar, Alana Lucia seconded, and the motion passed unanimously.

d. BOD Performance Monitoring Survey Group 1 Review: Policies D1-D4

Mark Goering noted that this review process is helpful for individual directors to take stock of how they are doing with monitoring performance in the designated areas. This can be a place to reflect on policy and effectiveness as a group. There was a brief discussion and clarification on the definition of 'reasonable' and tests in response to board controls.

MOTION: Kali Feiereisel moved to approve the Board Performance Monitoring Survey as showing that the Board is in compliance with the policies D:1-D:4, Alana Lucia seconded, and the motion passed unanimously.

5. Accountability – GM

a. FYI Report: Operational points of interest to the Board

Chris expressed huge appreciation to the Operations Department and the whole staff for the success of pre-holiday management during Covid. They enacted effective strategies, such as early flash sales and promotion of curbside pickup, to move in-store traffic out of the week of Thanksgiving. Operations departments secured inventory early in preparation for pandemic-related surge buying. The Deli team worked hard to increase levels of production and there were great successes all around. The Board expressed appreciation to the whole team for these efforts.

Questions and comments from the Board regarding the FYI report:

Q: Kwong asked why the ending of Federal unemployment benefits was included in the FYI Report.

A: The information was included in order to highlight that a major economic shift will take place when millions of jobless Americans lose benefits, which could negatively affect sales. The Board appreciated that this information was included in the report.

Q: Alana asked for more information about the construction loan for First Rain Farm and whether there is risk related to potential loss due to the underlying land being rented.

A: Historically, most BriarPatch loan guarantees through California Farmlink have been operation loans which help fund operations during the growing season and which mature in less than one year. This construction loan guarantee for First Rain Farm would help finance a structure for storing and processing produce. The total loan would be \$40,000 and would have a 4-year term, with BriarPatch guaranteeing \$20,000. BriarPatch's approval of the guarantee would be subject to a full credit analysis. There would be no risk related to land rental, because the land is owned by Tim Van Wagner, the farm owner.

Katie acknowledged and celebrated Andrea Echegaray joining the board of Sierra Harvest.

Q: Jonathan asked for a quick update on staff morale.

A: There has been high enthusiasm for pandemic-related initiatives, such as the increased employee discount, and staff are generally feeling supported. Stories of virus exposure are reaching closer to staff, as county-wide cases increase. We are doing what we can to keep morale high.

Kwong expressed appreciation for the ECRS pilot program for offering coupons to new owners. Chris praised Rebecca's creative marketing efforts to increase fellowship among owners.

Rachel expressed appreciation to Chris and the team for reaching out to the Board for any needed support during this time.

Alan shared his experience of being in the store as very positive despite the busy activity. He noted all staff, new and experienced, helped to create an upbeat shopping experience, unique among Nevada County grocery stores.

b. Monitoring Report: B-1 Financial Conditions & Activities Q3 2020

MOTION: Mark Fenton moved to approve the B1 Monitoring Report, Katie Ivy seconded, and the motion passed unanimously.

6.0 Accountability – Reports: Committee Reports, Recommendations, & Actions

6.1 Finance Committee: November Report

6.2 Board Development Committee: November Report

7.0 Closed Session

8.0 Meeting Adjournment: Board Meeting was adjourned at 7:00 p.m.

SUMMARY OF DECISIONS:

1. Approve November 2020 Consent Agenda Items P. 1, lines 47-48.
2. Approve 2021 Board Calendar P. 2, lines 31-32.
3. Approve Board Performance Monitoring Survey D1-D4, P. 2, lines 42-44.
4. Approve B1 Monitoring Report Q3 2020 P. 4, lines 2-3.

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

NEXT REGULAR MEETING WILL BE HELD Tuesday December 15th at 4:15 pm via Zoom Meeting.

Minutes prepared by Mary Hunter on November 25, 2020.



APPROVED BY:

DATE: 12/17/20

(These minutes were approved by the Board of Directors on December 15, 2020. The official signed copy is on file.)