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**BRIARPATCH FOOD CO-OP, INC.**  
**Board of Directors Regular Meeting**  
**MINUTES February 23, 2021**

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

12 **Absent:** Kali Feiereisel

13 **Staff Present (via Zoom):** Andrea Echegaray, Finance Manager, Mark Goehring,  
14 Columinate Consultant/Meeting Facilitator, Mary Hunter, Administrative Assistant, Chris  
15 Maher, General Manager, Rebecca Torpie, Marketing Manager, Jason Patton, Community  
16 Engagement Coordinator

17 **1.0 Preliminaries**

18 **1.1 Call to Order:** The meeting was called to order at 4:15pm

19 **1.2 Opening Quotes:** Presented by Alana Lucia:

20  
21 From James Baldwin, on ignorance:

22 "It is certain, in any case, that ignorance, allied with power, is the most ferocious  
23 enemy justice can have."  
24

25 From Maya Angelou, on our influences:

26 "You are the sum total of everything you've ever seen, heard, eaten, smelled, been  
27 told, forgot — it's all there. Everything influences each of us, and because of that I  
28 try to make sure that my experiences are positive."  
29

30 From Nelson Mandela, on education:

31 "Education is the most powerful weapon which you can use to change the world."  
32

33 From Thurgood Marshall:

34 "In recognizing the humanity of our fellow beings, we pay ourselves the highest  
35 tribute."  
36  
37

38 **1.3 Check-in and Reminders:**

39  
40 **March:** Board Retreat (tbd), Candidate Orientation (Mar 9), Self-nomination via petition  
41 deadline (Mar 17), Preliminary Board Leadership Position Nominations, Board  
42 Performance Monitoring Survey Group 2: C Policies (C:1-4) Review, Article for Annual  
43 Report Due (BOD President), Board Approves Ends Report (Mar 30), Deliver Evaluation  
44 Memo from the Board to GM based on Monitoring Table, Board approves auditors' report,  
45 speaks with auditors, and approves final patronage dividend calculation (Mar 30)  
46

1 **April:** BOD Candidate Campaign (Apr. 1-May 17), Voter Online Login Information  
2 Mailed/Emailed to Owners, Preliminary Board Positions Nominations, Candidate Forum  
3 (Apr 25), Annual Report to Owners Apr 23  
4

5 **May:** BOD Candidate Campaign (Apr. 1-May 17), BOD Election (May 3-17), Seat New  
6 Board/Board Installation (May 25), Exiting Directors Interviews & Thank Yous, Elect  
7 Board Leadership Positions (May 25), Annual Owner Meeting (May 25), Board  
8 Performance Monitoring Survey Group 3: C Policies (C:5-8) to Board (Due June 30)  
9

#### 10 **1.4 Owner Forum: Public Comment/Communications to the Board**

11  
12 Rachel noted that some Patchworks volunteers she communicates with don't want  
13 to use their discount, and would rather it remain with and strengthen the Co-op.  
14

15 Richard has heard many good comments about the revived bulk department.  
16

#### 17 **2.0 Consent Agenda**

- 18
- 19 1. Approve February 2021 Agenda
- 20 2. Approve January 2021 Minutes
- 21 3. Resolution to Authorize New Checking Account at Five Star Bank
- 22 4. Approval of Proposed Increase to B-1 (5) Policy Limitation re: Loans and  
23 Guarantees
- 24 5. Approval of Monitoring Report: B-1 Financial Conditions & Activities Q4 2020  
25

26 **MOTION: Richard Drace moved to approve the 2021-02-23 Consent agenda items,**  
27 **Katie Ivy seconded, and the motion passed unanimously.**  
28

29 Questions/discussion about Consent Agenda item #4  
30

31 Q: If multiple organizations seek loan amounts beyond the limits of what we can give,  
32 what is the process for selecting?

33 A: We have not had that scenario occur thus far, so the process has been mostly first  
34 come, first served. If the volume of requests increases, we will develop a more  
35 systematic selection process at that time.  
36

37 Q: What protects the Co-op from undue risk in the future when cash may be tighter?

38 A: The \$50K per entity limit on loan guarantees helps prevent a significant unforeseen  
39 cash outlay. It's not a loan, it's a guarantee. If they default, the impact on the Co-op  
40 would therefore be limited.  
41

#### 42 **3.0 Study & Engagement**

##### 43 **3.1 Abolitionist Challenge / DEI topics check in**

44 Board members discussed and reflected on Diversity, Equity and Inclusion topics. Some  
45 takeaways included:  
46  
47

- 1 • Enjoyment of participation in the Abolitionist Challenge, even if the program was  
2 not what was expected. Minimal interest in continuing with that particular online  
3 program but wanting to continue personal study and engagement of DEI topics.
- 4 • Owner communication regarding a recent topic brought real-time relevance for  
5 this DEI work. Thankful for the response by the GM and the work the board  
6 continues to do.
- 7 • Appreciative of the Abolitionists Challenge, but not wanting to continue that  
8 program. Embracing a personal challenge to raise awareness and wondering  
9 what that means for the Board representing BriarPatch.
- 10 • Did not find the Abolitionists Challenge more informative than other programs  
11 available on DEI topics. It was a helpful prompt on this important societal issue.  
12 Looking forward to considering more Board work that can be done.
- 13 • Appreciated the focus on this topic. Would like to now see more emphasis and  
14 preparation on the transition to a two-store board.
- 15 • As a community influencer, there a broader goal to not only study the academics  
16 and history regarding DEI but bring it into practice in our business.

#### 17 18 **4.0 Board Business**

##### 19 20 **4.1 Board Approval of Slate of Candidates for 2021 Election Ballot**

21  
22 **MOTION:** Kali Feiereisel moved to approve the slate of candidates consisting of  
23 Rachel Berry, Jeff Corbett, Richard Drace and Mark Fenton for the 2021 Election  
24 ballot. Kwong Chew seconded and the motion passed unanimously via email vote.  
25 Rachel Berry, Richard Drace and Mark Fenton abstained from the vote due to  
26 being incumbents running in the 2021 election.

##### 27 28 **4.2 Preliminary Board Leadership Positions – Discussion**

29  
30 Alan, Alana and Rachel all expressed interest in Board leadership. We should be  
31 prepared for a contested election. Mark Goehring reminded the group that  
32 leadership is important for navigation, but the directors' job is the most important  
33 one and holds equal power. Jonathan requested to join a new committee to be more  
34 active, as Owner Engagement is currently dormant. Leadership and Committee  
35 topics can be addressed again at future Board meetings and/or retreats, prior to  
36 May.

##### 37 38 **4.3 Upcoming Annual Report: BOD provides input, delegates to chair**

39  
40 It was agreed upon that as Board President, Alan will be drafting the Annual Report to  
41 Owners. Board members suggested highlighting the Co-op's resiliency, adaptability,  
42 the culmination of the new store as part of a much larger strategic plan, and  
43 appreciation of the years of planning that went into the development decision.

##### 44 45 **4.4 Topics for Planning: Retreat and Future Board Meetings**

46  
47 Facilitator Mark Goehring posed the following questions regarding future retreat  
48 and/or board meeting topics:

- 1 • What questions and concerns do you have about the Auburn project and any  
2 future Sierra College Drive projects?  
3
- 4 • Thinking about the board and the board's own work, its processes, composition  
5 and practices, what strengths are to be appreciated and carried forward?  
6
- 7 • Knowing that the co-op is expanding its region and will have many new members  
8 in the Auburn area (and possibly other areas in the region over time), what are  
9 some changes to consider for how the board does its work, its composition and  
10 its practices?  
11
- 12 • Given the nature of changes underway in terms of the co-op's sense of place and  
13 people, who could you imagine inviting to a board meeting or retreat  
14 conversation to learn from? What questions would you ask them?  
15

16 Director responses to these questions were captured in a separate document for  
17 further discussion.  
18

## 19 **BREAK**

20

### 21 **5.0 Accountability - GM:**

22

#### 23 **5.1 FYI Report**

24

25 Extra kudos were expressed to the Marketing department for our Progressive  
26 Grocer Award.  
27

28 It was nice to see progress on the board governance information on the website.  
29 Alan requested for the Board to have input on that section.  
30

31 Regarding responses to questions from the owners, Chris has been handling them,  
32 but board-to-owner conversations can be considered. One suggestion is to offer a  
33 direct response from Chris, with a board member following up to the owner later as a  
34 check in.  
35

### 36 **6.0 Development Planning (Open Session):**

37

#### 38 **6.1 Development Progress Update:**

39

40 We are moving along with the design process. The next iteration of the design  
41 drawing is expected next week, which will then be incorporated with Alan Seidner's  
42 deli design and will be finalized shortly thereafter. Design drawings are expected to  
43 be shared at the March board meeting.  
44

45 We are appreciating the simplicity that comes with working with a rectangular space,  
46 rather than our current store which has rounded corners and sharp angles. Our goal is  
47 to maximize retail floor space, with the overall objective of allocating at least 70% to  
48 retail. The current design includes a community meeting room, outdoor and indoor

1 seating, a curbside operations area, structural highlights for bulk and a produce  
2 “flagship” entryway,

3  
4 The Support Team continues the work of internal readiness, looking at the  
5 organization chart and considering allocations of labor for administrative support.  
6 Marketing is working to move ownership activity to digital as possible (membership  
7 forms, etc.) and is continuing with early outreach to Auburn area non-profits as  
8 possible future CAUSE recipients or PatchWork partners. Our website features a  
9 page dedicated to the Auburn expansion which will be updated regularly with new  
10 information. Merchandising is meeting with suppliers to support new store opening  
11 with promotional pricing. Each Manager has been tasked with crafting a succession  
12 plan which, for Operations Managers, will serve as a guidepost for new incoming  
13 Auburn Managers. Additionally, we’re reaching out to ranches and farms in order to  
14 secure local products to serve the new store.

15  
16 Financing will proceed after the design drawings are complete. The overall process  
17 has been good so far.

18  
19 Q: Why are Auburn ranches being contacted prior to Auburn farms?

20 A: We have a 6-month cycle for farms and are already familiar with some Auburn  
21 farmers. Ranch cycles are longer (2 yrs) and require more lead-time.

22  
23 Q: Looking ahead to possible expansion, is there a design scenario that could  
24 accommodate a larger footprint for the Auburn location?

25 A: The total space for the Auburn store is comparable to the total building at Sierra  
26 College Drive. The adjacent space is another 20k square ft unit, which is expected to  
27 be leased to another tenant.

28  
29 Chris is happy to answer any further development questions via email.

30  
31 **7.0 Closed Session: GM Evaluation**

32  
33 **MOTION: Alana Lucia moved to enter into Executive Closed Session, Richard Drace**  
34 **seconded, and the motion passed unanimously.**

35  
36 There were no decisions to report out of the Closed Session.

37  
38 **8.0 Meeting Adjournment:** Board Meeting was adjourned at 6:09 p.m.

39  
40 **SUMMARY OF DECISIONS:**

- 41 1. Approved January 2021 Consent Agenda Items, including new checking account,  
42 loan and loan guarantees limitation increase, and B1 Monitoring Report P. 2, lines  
43 26-27.  
44 2. Approved 2021 Slate of Candidates P. 3, lines 22-26.  
45 3. Approved entering Closed Session P. 5, lines 34-35.

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

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**NEXT REGULAR MEETING WILL BE HELD Tuesday March 30, 2021 at 4:15p.m.,  
via Zoom teleconferencing.**

Minutes prepared by Mary Hunter on February 25, 2021.



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**APPROVED BY:**

**DATE: 4/21/21**

(These minutes were approved by the Board of Directors on March 30, 2021. The  
official signed copy is on file.)