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**BRIARPATCH FOOD CO-OP**  
**Board of Directors Regular Meeting**  
**MINUTES May 25, 2021**

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

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14 **Absent:**

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18 **Staff and Others Present (via Zoom):** Andrea Echegaray, Finance Manager, Mark  
19 Goehring, Columinate Consultant/Meeting Facilitator, Mary Hunter, Administrative  
20 Assistant, Chris Maher, General Manager, Rebecca Torpie, Marketing Manager

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24 **Guests Present:**

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31 **1.0 Preliminaries**

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

1.2 **Opening Quotes:** Presented by Mark Fenton:

“As I would not be a slave, so I would not be a master. This expresses my  
idea of democracy.”

“Nearly all men can stand adversity, but if you want to test a man’s  
character, give him power.”

- Abraham Lincoln

1.3 **Check-in and Reminders:**

**June:** 2021 CCMA – Online (June 7-11); BOD Committees to Review Charters;  
Update on Committee Membership; New BOD Member Committee Orientation;  
Confidentiality Agreement & Code of Conduct – All BOD Members Sign

**July:** Board Performance Monitoring Survey Group 3: C Policies (C:5-8) Review;  
California WorldFest Day (July 17); New BOD Member Orientation – Policy  
Governance (TBD); Invite New Directors to July BDC Meeting; Confidentiality  
Agreements & Code of Conduct – All Committee Members Sign

**August:** Board Retreat with Mark Goehring – TBD; Board Members up for Re-  
election Weigh in on Intentions for Running in Next Election – Kwong, Katie and  
Alan (2022); Update Election Policies & Election Timeline; Update BOD Candidate  
Packet

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

1 Richard Drace recalled a conversation with a staff member who said they speak Spanish  
2 with customers 5-6 times a day. He informed Richard that there is a significant Hispanic  
3 population in this community, but they tend to travel to the Sacramento area for  
4 entertainment and culture.

## 5 6 **2.0 Consent Agenda**

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- 8 1. Approve May 2021 Agenda
- 9 2. Approve April 2021 Minutes
- 10 3. Approval 2021 Board Election Results

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12 **MOTION: Kali Feiereisel moved to approve the 2021-05-25 Consent Agenda, Alana**  
13 **Lucia seconded, and the motion passed unanimously, including the action to**  
14 **approve the final report from Simply Voting as official results for the 2021**  
15 **BriarPatch Election, and approving the election of Rachel Berry, Richard Drace,**  
16 **and Mark Fenton to three-year terms.**

## 17 18 **3.0 Board Business**

### 19 20 **3.1 CCMA Preview: June 7-11**

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22 Rachel suggested to add a CCMA debrief agenda item to the June board meeting.

### 23 24 **3.2 Elect Board Leadership Positions**

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26 **Board Leadership Position Election Process** – Mark Goehring facilitated the  
27 nomination and election process for 2021-2022 Board officer positions for President,  
28 Vice-President, Secretary and Treasurer. After the nominations, each candidate had  
29 an opportunity to offer a statement of their qualifications and Board members were  
30 offered the chance to ask questions of the candidates.

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32 Election for contested positions was conducted using the anonymous polling feature  
33 on the Zoom meeting application. Mary Hunter, Administrative Assistant, launched  
34 and tallied the polls, with Andrea EcheGARAY, Finance Manager, observing and  
35 confirming the results. Mary verbally announced the election winners. The results of  
36 the Board Leadership election were as follows:

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- 38 ● **Board President:** Rachel Berry nominated Alana Lucia. Alan Weisberg self-  
39 nominated. Both candidates made statements and there were no additional  
40 questions from the Board. **Alana Lucia was elected President.**
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- 42 ● **Board Vice President:** Alana Lucia nominated Rachel Berry and she agreed to  
43 serve. There were no other nominations.
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45 **MOTION: Alana Lucia moved to appoint Rachel Berry as Vice-President, Richard**  
46 **Drace seconded, and the motion passed unanimously.**

- **Board Treasurer:** Richard Drace nominated Mark Fenton and he agreed to serve. There were no other nominations.

**MOTION:** Katie Ivy moved to appoint Mark Fenton as Treasurer, Jonathan Collier seconded, and the motion passed unanimously.

- **Board Secretary:** Richard Drace nominated Katie Ivy and she agreed to serve. There were no other nominations.

**MOTION:** Jonathan Collier moved to appoint Katie Ivy as Secretary, Alana Lucia seconded, and the motion passed unanimously.

### **3.3 Final Prep for Annual Owner Meeting**

Board and staff presenting for the Owner Meeting reviewed the agenda and PowerPoint slides in preparation for the webinar happening later in the evening.

### **3.4 Recruitment & Election Process Debrief and Future Strategy**

As Chair of the Board Development Committee (BDC), Kali will contact candidate Jeff Corbett to get his feedback on the recruitment, candidate and election process.

Richard appreciated the tradition of directors interested in Board officer positions reaching out to the current seat-holder.

Rachel asked about the candidate vetting process plan for future years. Kali explained that the process is still evolving and needs refinement.

Alan reminded all that Kali will be resigning as BDC chair.

Mark Fenton noted the challenge faced by candidates running against incumbents and commented that opportunities for new Board members may only occur when current directors chose not to run for future terms. Alana mentioned that term limits are another option, but this would require a change in the bylaws. Mark Goehring suggested this topic as an agenda item for a future meeting.

## **BREAK**

## **4.0 Accountability - GM:**

### **4.1 FYI Report**

The cooler doors and self-service meat cases have been installed and are expected to result in 70% reduction in electricity usage.

Answers to director questions about the FYI report:

- NCG patronage dividend amount for this year was clarified.
- Katie Ivy celebrated Liz Streeter's 35 years of service.

- In addressing questions about refrigeration energy savings and/or solar in the new Auburn store, it's best to frame it in terms of our sustainability goals. 1) To increase the source of our energy coming from renewable resources and 2) To reduce demand, largely by upgrading our refrigeration systems. Also, a carbon dioxide-based system in the new store will help reduce fluorocarbons, a big contributor to climate change.
- Food inflation is the main contributor to higher prices at the register. The margin (pricing) strategy has not changed. In the Deli specifically, closure of the food bar led us to pivot to offering new grab-n-go products. As new items are added, they are being priced to meet our current margin target, which is critical in order to cover the higher deli labor costs. Reopening of the hot bar is an ongoing topic of discussion. The labor shortage is another big challenge we are currently facing. Active new recruitment strategies are in process. We are also actively working to identify and maintain efficiencies that arose during the pandemic and to support continuation of those efficiencies moving forward. Examples include an electronic self-order kiosk, self-checkout, and online ordering.

#### **4.2 Monitoring Report: B-1 Financial Conditions & Activities 2021 Q1**

Katie appreciated the format of the monitoring report and Finance Committee minutes along with it. Chris reminded the Board that post-meeting recordings are available for directors to view.

**MOTION: Katie Ivy moved to approve the Q1 2021 B-1 Monitoring Report, Mark Fenton seconded, and the motion passed unanimously.**

### **5.0 Development Planning (Open Session)**

#### **5.1 Development Progress Update**

Board directors expressed positive feedback about the new store design presentation given at the last Board meeting.

The next step will be moving from the design phase to construction, for which we will begin accepting competitive bids from Sutti and other general contractors.

During summer, the focus will be on obtaining permits, then turning to internal readiness to expand, including our ability to fulfill staffing requirements.

Answers to director questions about the development update:

- We will be pursuing a guaranteed maximum price structure for the construction contract, to help mitigate the high cost of building materials.
- General contractors will be asked to prioritize using subcontractors from the Grass Valley and Auburn areas.
- Late spring / early summer of 2022 is the estimated opening date that we can share if we get asked.
- The current labor shortage is likely short-term, during the transition as retail stores and restaurants open back up, post-pandemic. By this time next year, we will be offering a very attractive employment option in the Auburn area.

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2 **6.0 Meeting Evaluation:**

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4 Rachel Berry expressed appreciation and gratitude for Alan Weisberg's years of  
5 energy and service as Board President. Alana Lucia noted he has been a pioneer and  
6 an inspiring mentor.  
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8 Mark Fenton asked about the possibility of future Board meetings in person. Chris  
9 acknowledged the lack of current available meeting space and added that we have a  
10 list of other local meeting room options to consider. The majority of Board directors  
11 expressed high interest in gathering in person, especially if all are vaccinated.  
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13 **7.0 Meeting Adjournment:** Board meeting was adjourned at 6:00pm  
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15 **SUMMARY OF DECISIONS:**

- 16 1. Approve May 2021 Consent Agenda (Election) Items P. 2, lines 12-16  
17 2. Approve 2021 Board Leadership Election Positions P. 2, l 40-46, P. 3, l 4-11  
18 3. Approve B1 Monitoring Report P. 4, lines 24-25  
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20 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda  
21 page.  
22

23 **NEXT REGULAR MEETING WILL BE HELD Tuesday June 29, 2021 at 4:15pm, via**  
24 **Zoom teleconferencing.**  
25

26 Minutes prepared by Mary Hunter on May 27, 2021.  
27

28 **APPROVED BY:** 

**DATE: 6/30/21**

29 (These minutes were approved by the Board of Directors on June 29, 2021. The  
30 official signed copy is on file.)