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BRIARPATCH FOOD CO-OP
Board of Directors Regular Meeting
MINUTES August 31, 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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19 **Absent:**

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

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43 **Guests Present (via Zoom):** Eden Rock, Placer Land Trust; Erin Tarr, Bear Yuba Land
44 Trust

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101 **1.0 Preliminaries**

102 **1.1 Call to Order:** The meeting was called to order at 4:15pm

103 **1.2 Opening Quote:** Presented by Richard Drace:

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*"Everybody needs beauty as well as bread, places to play in and pray in,
where Nature may heal and cheer and give strength to body and soul alike.
This natural beauty-hunger is made manifest in the little window-sill
gardens of the poor, through perhaps only a geranium slip in a broken cup,
as well as in the carefully tended rose and lily gardens of the rich, the
thousands of spacious city parks and botanical gardens, and in our
magnificent National parks — the Yellowstone, Yosemite, Sequoia, etc. —
Nature's sublime wonderlands, the admiration and joy of the world."*

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301 - John Muir

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401 **1.3 Check-in and Reminders:**

402 **September:** Sierra Harvest Farm Tours (Sept 2, Sept 9, Sept 16, Sept 30), SYRCL
403 River Clean Up (Sept 11-18), 2022 Election Parameters and Timeline, Review BOD
404 Stipends, BOD Approves Board Budget, BOD Performance Monitoring Survey
405 Group 1: D Policies (D:1-4) to Board

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501 **October:** Updated Candidate Packet Available to Public (Oct 1), BDC, GM,
502 Marketing Mgr., & Admin to Review BOD Calendar for Upcoming Year (2022),
503 NCG Membership Renewal

1 **November:** Final Review & Approval of 2022 Board Calendar. BOD Performance
2 Monitoring Survey Group 1: D Policies Review, 2022 Multi-Year Business Plan &
3 Budget Draft Review

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5 **1.4 Owner Forum: Public Comment/Communications to the Board**

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7 Chris explained that an owner concern about a product was addressed. He also
8 highlighted an interaction in which customer expressed appreciation for measures in
9 place for customer and staff safety.

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11 **2.0 Consent Agenda**

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13 1. Approve August 2021 Board Agenda
14 2. Approve June 2021 Board Minutes
15 3. Approve BOD Performance Monitoring Survey Group 3 C Policies (C5-C8)

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17 **MOTION: Richard Drace moved to approve the 2021-08-31 Consent Agenda, Rachel**
18 **Berry seconded, and the motion passed unanimously.**

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20 **3.0 Study & Engagement – Guest Presentation: Erin Tarr, Bear Yuba Land Trust and**
21 **Eden Rock, Placer Land Trust**

22
23 Chris introduced the guests and reminded all that, embedded within the Co-op's
24 expansion plans, there is a mission to engage a larger group of people and deepen
25 the community impact for both Nevada and Placer counties. There is an intention to
26 create a bigger table to invite more connection with food and conversations.

27
28 Erin Tarr from Bear Yuba Land Trust (BYLT) began by showing a detailed map of the
29 BYLT service area, covering 1,000 square miles and four strategic focus areas: Blue
30 Oak Woodland & Rangeland region in the West with ranches and a large wildlife
31 corridor, Urban Core Region with trail connectivity and easements, Yuba Rivers &
32 Ridges Region with wild & scenic stretch of the South Yuba river working with the
33 community needs, and Grouse Ridge Headwaters Region with outdoor recreation
34 protection. In all, there are 19K acres of protected land, 15K under conservation
35 easement and 4K acres owned outright.

36
37 BYLT has nine staff members and 10 board members with 94 volunteers having
38 provided 3,800 hours of service in 2020. Major events and partnerships include the
39 Bennet Street Grassland-Bird Banding Station, Celebration of Trails, Youth-focused
40 Nature-Fest, Beaver Dam land restoration and partnership with the local Nisenan,
41 deepening connections and land ownership.

42
43 BYLT's Forever Farms partnership helps provide land security for our community's
44 food security. Projects include the Birchville Preserve, San Juan Ridge and newly
45 announced Conway Ranch on Auburn Road.

46
47 Erin expressed appreciation for the BriarPatch partnership with several projects
48 over the years.

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2 Eden Rock shared a 30-year history of the Placer Land Trust (PLT) and their mission
3 to permanently protect natural and agricultural county lands. Nearly 12K acres of
4 land have been protected. PLT currently has 12 staff members, and a 10-member
5 board of directors, as well as an action council and a strong core of volunteers. PLT
6 protects land with fee title acquisition and conservation or agricultural easements.
7 Their goal is to protect 1K acres per year, with 3-5 active projects so far this year.
8

9 Conservation focuses on land that supports agriculture, including Oest Ranch, Beard
10 Ranch, and Sidehill Citrus Mandarin Ranch. Another priority is the wetlands and
11 watersheds along the north and middle forks of the American River. Natural habitat,
12 open space and outdoor public recreation are also areas of work for PLT.
13

14 PLT's partnerships include REI, Boy Scouts of America, mountain bike groups, Gold
15 Country wildlife rescue, and CARDA rescue dog training.
16

17 Finally, Erin explained about an ongoing collaboration between BYLT, the Northern
18 Foothills Partnership, which is a 15-year-old trust covering over 15K acres of private
19 land along the Blue Oaks woodlands corridor, preserved for agriculture and wildlife
20 migration/habitat.
21

22 Comments and answers to questions from directors regarding the presentation:
23

- 24 - Regarding the NID centennial reservoir, Eden explained that PLT maintains a
25 neutral stand, working with willing landowners. They do not advocate for a
26 single position on the issue but will protect existing preserves in the area.
- 27 - Forever Farms Partnership considered Riverhill Farms and chose Conway
28 Ranch as a preferred option to purchase.
- 29 - The farming/ranching community in Auburn includes many long-term
30 ranchers and a proud history of development. The cost of land is an obstacle.
31 But it is a rich community with many cottage industries working together.
- 32 - Regarding public land trust resources, Erin indicated BYLT is supported
33 through federal and state land grant programs. The Department of
34 Conservation recently granted capacity trust funding. There is no county
35 funding, but there are contracts with the cities of Grass Valley and Nevada
36 City. Eden explained that PLT's connection with regional organizations helps
37 mitigate financial risk from reliance on government grants. The Placer County
38 conservation program is bringing permitting agencies together for farmland
39 protection. Support is more county-based than city-based.
- 40 - Chris explained that the Co-op's definition of local is evolving ecologically,
41 appreciating the value of organizations supporting land and water
42 conservation, securing the supply of food for the region.
- 43 - The group expressed great appreciation for Eden and Erin's participation in
44 the meeting.
45

46 **4.0 Board Business**

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48 **4.1 Board Members up for Re-Election Weigh in on Intentions for Running in** 49 **2022:**

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2 Kwong Chew and Katie Ivy stated they will both run for re-election.
3 Alan Weisberg said he will finish out his term and not run again in 2022.
4

5 **4.2 Strategic Discussion: Board Perpetuation**

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7 Mark Goehring recommended that board seats not be designated by store
8 location, as all directors should represent all owners. He also advised incumbents
9 to think strategically, creating space for new board directors down the line. As
10 ownership increases geographically, there will naturally be increased candidates
11 from the new trade area. Co-op promotion to encourage board service will be
12 helpful as well.
13

14 Kwong noted the difference between the board/staff relationship and
15 board/owner-member relationships, emphasizing the need to ensure the
16 board/owner-member relationships is fostered and strengthened. Alana
17 explained our policies can be reviewed to consider a larger owner database and
18 the challenges of meeting in-person during the pandemic. The metrics and
19 General Manager monitoring reports provide helpful feedback. This topic can be
20 highlighted in future board meetings.
21

22 **4.3 NCG 2020 BriarPatch Food Co-op Participation Report**

23
24 Mark Fenton noted how BriarPatch stood out in most areas in the upper end of
25 performance against national co-ops.
26

27 EBITDAP – This acronym stands for Earnings Before Interest Taxes Depreciation
28 Amortization and Patronage Dividends. Our high score is a result of strong
29 earnings (profit).
30

31 The data in the report is based on 147 NCG co-ops. Chris will forward the
32 suggestion to add median to the graphs, in addition to averages.
33

34 **4.4 2020 Board Budget Preview**

35
36 Directors discussed the Board budget process and discussed the recommended
37 budget amounts.
38

39 **MOTION: Mark Fenton motioned to approve the 2022 Board Budget, as drafted with**
40 **the recommended amounts. Alan Weisberg seconded, and the motion passed**
41 **unanimously.**
42

43 **5.0 Accountability - GM:**

44 **5.1 FYI Report**

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47 **MOTION: Richard Drace motioned to authorize the General Manager to accept an**
48 **appointment to the National Cooperative Grocers' Development Cooperative (NCG-**
49 **DC) Board, Katie Ivy seconded, and the motion passed unanimously.**

1
2 Answers to director questions about the FYI report:
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- 4 • Chris clarified that he will not run for reelection to the NCG Board. The NCG-DC
5 Board meets quarterly via Zoom. There will be a brief overlap when he is on both
6 the NCG and the NCG-DC boards.
- 7 • Katie celebrated Chris taking on new industry opportunities and appreciates his
8 work in support of co-ops nationwide.
- 9 • Rachel appreciated all the positive activities in the report, despite recent
10 challenges.
- 11 • Chris further explained that the objective of new owner discounts now offered is
12 to encourage new shoppers to try new brands or Co-op products that they may
13 have not otherwise have considered.
- 14 • The Inactive Ownership Removal project is now on hold. There will be possible
15 further board action and more information will be coming on this topic.
- 16 • Mary will follow up with directors interested in the upcoming Sierra Harvest
17 Foothills Fresh event.
- 18 • Increase in egg sales may be due to the local egg promotion or increase in
19 pandemic baking. It can be a useful metric.
20

21 **5.2 Monitoring Report: B-1 Financial Conditions & Activities Q2**

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23 The Board discussed loan guarantees through California Farmlink and the
24 potential impact on the Co-op if borrowers default on loans. Chris reiterated that
25 the Loan Program is a guarantee to Farmlink of 50% of the loan balance. So, if a
26 loan were to default, BriarPatch would be required to contribute cash equal to
27 50% of any remaining unpaid balance, after liquidation of collateral. There have
28 been no defaults to date, although Chris acknowledged that this may occur in the
29 future., especially given recent expansion of BriarPatch's participation in the
30 program. The relationship with Farmlink is collaborative and strong. BriarPatch
31 would be consulted related to any actions to be taken related to actual or
32 potential default. It's also helpful to note that the current loan guarantee amounts
33 are not significant enough, either individually or combined, to cause financial
34 jeopardy to the Co-op.
35

36 **MOTION: Katie Ivy moved to approve the B-1 Monitoring Report Q2 2021, Mark**
37 **Fenton seconded, and the motion passed unanimously. Alan Weisberg was**
38 **absent.**
39

40 **5.3 Monitoring Report: B-5 Treatment of Customers**

41

42 Kudos were expressed by all directors. Appreciation was given for the variety of
43 comments in the report and the responsiveness to customer requests.
44

45 **MOTION: Mark Fenton moved to approve the B-5 Monitoring Report, Kwong Chew**
46 **seconded, and the motion passed unanimously. Alan Weisberg was absent.**
47

48 **6.0 Development Planning (Open Session)**

49

1 **6.1 Development Progress Update**

2
3 Chris referred to his development report previously sent to the Board. The
4 battery back-up project continues to be on hold, due to delays with PG&E and
5 design considerations.
6

7 **7.0 Meeting Evaluation:** Board Directors expressed appreciation for the Co-op's
8 progress through adversity, speakers at today's meeting, quality of the detailed
9 reports, especially given the stress of low staffing, perspective of the community
10 influence beyond just our store, ease and cohesion of the meeting, and Mark
11 Goehring's facilitation.
12

13 **8.0 Meeting Adjournment:** Board Meeting was adjourned at 6:25pm
14

15 **SUMMARY OF DECISIONS:**

- 16 1. Approval of the August 2021 Consent Agenda Items P. 2, lines 17-18.
17 2. Approval of the 2022 Board Budget P. 4, lines 39-41.
18 3. Approval of the GM appointment to NCG DCB P. 4, lines 47-49.
19 4. Approval of the B-1 Q2 Monitoring Report P. 5, lines 36-38.
20 5. Approval of the B-4 Monitoring Report P. 5, lines 45-46.
21

22 **Announcements, Reminders & Dates:** See **Date Reminders** at bottom of Agenda
23 page.
24

25 **NEXT REGULAR MEETING WILL BE HELD Tuesday September 28, 2021 at**
26 **4:15pm, via Zoom teleconferencing.**
27

28 Minutes prepared by Mary Hunter on September 2, 2021.
29

30 **APPROVED BY:** 

DATE: 9/30/21

31 (These minutes were approved by the Board of Directors on September 28, 2021.
32 The official signed copy is on file.)