



**North Coast Co-op
Board of Directors Meeting Minutes
June 1, 2017 – Ten Pin Building – 793 K Street, Arcata**

Present at meeting:

Board: Mary Ella Anderson, Colin Fiske, Ed Smith, Leah Stamper, James Kloor and Cheri Strong

Staff: Nicole Chase, Melanie Bettenhausen, Emily Walter, Vincent Graves-Blandford, Brandy Cogburn, Michelle Sanders, Austin Wright

Member-owners: Roger, Brenda Harper, Laura Jones, Lisa Blandford, Amanda Lightfoot-Wright

1. WELCOME

The meeting was called to order at 6:05 pm by Leah Stamper at the Ten Pin. Participants introduced themselves.

2. AGENDA REVIEW

MOTION: Approve the June Board agenda.

Ed/Cheri, Motion passes (6/0/0)

3. APPROVAL OF THE MINUTES

MOTION: Approve the May 2017 Board meeting minutes as amended.

Comments: Colin noted the last motion in the PPC report should state, “Direct staff to consult...”

Leah/Colin, Motion passes (6/0/0)

4. MEMBER COMMENT PERIOD

None

5. BOARD PRESIDENT REPORT - Reported by Leah Stamper

- Board Correspondence: Sugar in the soup correspondence from Gary Glassman. Handled well and does Not require additional follow-up.
- Board Retreat: The group had previously discussed holding the board retreat on Aug. 10 or Aug. 31. The group would like to plan for an Aug. 31 retreat.

ACTION: Melanie will see if Aug. 31 works for management.

6. BOARD REPORT FOR CO-OP NEWS - Reported by Nicole Chase

The group discussed what the format should be for board reports in the quarterly Co-op Newsletter. Half the board wanted a summary of what happened during the quarter and half the board wanted separate monthly reports in the newsletter.

ACTION: Nic will check in with graphics about to find out how much room there is for board reports.

ACTION: Nicole will inquire about starting to post board reports on the website.

The following schedule was discussed for who is responsible for writing board reports: June/Mary Ella, July/Cheri, August/Robert, September/James, October/Colin, November/James, December/Robert.

7. RACIAL EQUITY STATEMENT – Reported by Cheri Strong

- Cheri opened the discussion by sharing the belief that the Co-op needs to grow a multicultural environment, conduct assessment of equity policies and practices, and consider more bilingual/multicultural outreach.
- James handed out a draft racial equity statement for discussion.

- Colin stated that developing policies is a way to engage people that would be affected and that outside input should be sought.
- Mary Ella will be attending a meeting about equity later this month. She hopes a training manual for racial sensitivity will hopefully be an outcome that can be used to train staff. She suggested writing a statement of inclusion.
- Mary Ella suggests inviting an outside consultant working on these types of issues to present to this group.
- Melanie met with Ron White at the Humboldt Area Foundation (HAF) to discuss having HAF come work with the Coop in early 2018, once the remodel is complete. She doesn't yet know what that cost would be. She believes we need outside consult for this and that we'll need some financial resources to get us to the point of walking the talk.
- Mary Ella would like to continue working with the Arcata Business Cohort (includes HAF & Los Bagels)
- Cheri would like to get an organizational assessment of internal policies about equity.
- Melanie believes the Co-op would need outside consulting to help with organizational assessment of internal policies.
- Mary Ella would like to have something in place to welcome HSU students back in the fall.
- Melanie has seen outreach focused on inclusion backfire and emphasized that the Co-op needs to be intentional and proactive about how we handle these topics.
- Colin agrees with Melanie and reiterated that the board must be wise and not presume that we have the answers internally. Good intentions don't necessarily equal success.
- Colin & Mary Ella believe a statement or narrative are a good first step.
- Cheri is frustrated with how long it's taking to move forward and train staff.

ACTION: Cheri will forward to Melanie the contact information for people who have offered to help with these types of trainings in the past.

- James sees the purpose of the statement being to give an answer as to why the Co-op is doing equity training
- Melanie noted that this topic is not part of the current strategic planning and that goals set tonight could help establish that they become part of the strategic plan.
- Nicole suggested that the board shouldn't only focus on race but also include all religion, sexual orientation... all people. The board agrees.

MOTION: Cheri and James will work with staff to develop and seek feedback on a racial equity statement.

Colin/Leah, Motion passes (6/0/0)

8. EUREKA STORE REMODEL UPDATES – Reported by Melanie Bettenhausen

- A pro forma was developed by a consultant to show total costs and where the money is coming from to fund this project. It includes an overview projection over the course of 10 years to see what the health of the business will be.
- The joint liability fund is included under the assumption that it's under the current rate. It could potentially go up as much as 25%.
- Any equipment removeable without demolition remains under ownership of the Co-op. Parts that won't be removable (belonging to the landlord) would be flooring, painting, lighting, plumbing, etc.
- The landlord is committed to fixing leaks in the Eureka roof. Many leaks have recently been addressed. This month the landlord will bring in a crane to hopefully fix remaining roof leaks.
- The landlord has given permission to do the remodel.
- Some items that are not in the cost estimate of the remodel include moving the employee lounge into compost area and moving the compost area outside. This could be stage 2 if financially feasible.
- The general contractor added a 20% contingency to cost estimates. CDS consulting added an additional 10% contingency, leaving ample room for error.

MOTION: Approve implementing the Eureka store remodel.

Mary/James, Motion passes (5/1/0) - Cheri votes no

(10 MINUTE BREAK)

9. COMMITTEE REPORTS/MOTIONS

9a. MEMBER ACTION COMMITTEE - Reported by Colin Fiske

The movie showing at Richards' Goat went as well as we could have hoped with full attendance and useful discussion following the screening.

ACTION: Nicole will contact attendees to invite them to the next Member Action Committee meeting.

9b. NOMINATING COMMITTEE - Reported by Ed Smith

The election packet was updated to combine both employee and general election materials into one colorful packet. This simplifies the election outreach process and uses less paper. Materials are available in both stores and on the website. Next meeting is July 13 at 6pm to review employee applicants.

9c. POLICY AND PROCEDURES COMMITTEE - Reported by Colin Fiske

At the May Policy and Procedures Committee (PPC) meeting the group reviewed feedback from attorney (Van) about possible changes to the bylaws.

Recommending changes:

- Bylaws section 2.08 – Fair share membership status definition
Van recommends not making any changes to this section because it limits the board's powers to make changes in the future. After discussion, there was consensus and recommendation from the PPC to bring proposed changes to the board.

MOTION: Approve Bylaw section 2.08 updates as shown in the bylaws update attachment to these minutes.

Colin/Leah, Motion passes (6/0/0)

- Bylaws section 5.16 - Clarifies that the board may create non-executive (advisory) committees, on which non-directors may serve.

MOTION: Approve Bylaw section 5.16 updates as shown in the bylaws update attachment to these minutes.

Colin/Ed, Motion passes (6/0/0)

- Bylaws section 6.01 – Proposed changes to ensure consistency of officer titles; and to create an exemption for the President's ex officio membership on all committees in the case of conflict of interest (e.g., the Nominating Committee when the president is a candidate)

MOTION: Approve Bylaw section 6.01 updates as shown in the bylaws update attachment to these minutes.

Colin/James, Motion passes (6/0/0)

- Bylaws section 10.01 and 10.02 - Proposed changes clarify that the Board can put Bylaws changes to a vote of the membership even when not required.

MOTION: Approve Bylaw section 10.01 and 10.02 updates as shown in the bylaws update attachment to these minutes.

Colin/Ed, Motion passes (6/0/0)

ACTION: Colin will write a summary of the changes for the Co-op newsletter that includes a link to website.

- Update to the Finance Committee Charter.

MOTION: Approve updates to the Finance Committee Charter as shown in the charter attached to these minutes.

Colin/Mary, Motion passes (6/0/0)

- 9d. EARTH ACTION COMMITTEE** - Reported by Leah Stamper
Next Earth Action Committee (EAC) meeting is Wednesday, June 14, 6:45-7:45pm
ACTION: Nic will let Jackson (employee) know when EAC meets.

10. GENERAL MANAGERS REPORT APRIL 2017 - Reported by Melanie, highlights include:

- Congrats to Cheri for 30 years at the Co-op!
- Items Melanie has recently committed to do:
 - 1) Incorporate new language, "Proven ability to foster a diverse and inclusive workplace," into management team job descriptions. We are not able to change union job descriptions at this time
 - 2) Adopt Seward Co-op's alternative history of Co-ops
 - 3) Implement a preventative maintenance program for the refrigeration system.
Explanation of the Arcata refrigeration Issue by Vince: Not enough moisture was being removed from system. The problem starts in the coldest areas (freezer) and can then spread from there. To fix the problem they are no longer using inline units, and instead using a master unit that is easier to manage/replace. The issue should now be resolved and reliable with appropriate maintenance. We need to be thinking about next generation refrigeration replacement in the next few years. Vince will be attending a training on environmental refrigeration systems.
- National Co-op Grocers (NCG) created a trending report for financials. Ratios are used to give us a score. Melanie is looking to see what changes are needed to change our score.
 - o Ed is interested in seeing past year trends.*ACTION:* Brandy will schedule a meeting with Mary Ella and Melanie before next Finance Committee Mtg.
ACTION: Emily will update the General Manager board tracking spreadsheet
ACTION: Someone should digitize Cheri's photo of the Arcata remodel currently in Vince's office.
- Colin doesn't like security wording of targeting "transients." He doesn't want to target people based on if they have a house or not and doesn't want people to be profiled.
 - o Melanie will discuss appropriate changes to language with contracted security.

MOTION: Approve the April 2017 General Manager's report.

Leah/Ed, Motion passes (6/0/0)

11. MEMBER COMMENT PERIOD

No comments.

12. NEW BUSINESS (ITEMS FOR NEXT AGENDA):

- Racial equity discussion
- Add time for 10-minute break

Consensus reached to adjourn the June 1, 2017 meeting at 8:30pm and move into Executive Session.

Minutes by Emily Walter



North Coast Co-op
Board of Directors
Executive Session Minutes
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Present at the meeting:

Board: Mary Ella Anderson, Colin Fiske, Ed Smith, James Kloor, Leah Stamper and Cheri Strong

Approved guests: Melanie Bettenhausen.

No reportable action this month

Executive session ended at 9:20pm

Reported by Secretary, Colin Fiske