



## Board of Directors Meeting Minutes March 1, 2018

Ten Pin Building – 793 K Street, Arcata

### **Present at meeting:**

**Board Members:** Colin Fiske (Board President), Robert Donovan (Vice President), Leah Stamper (Secretary), James Kloor (Treasurer), Cheri Strong, Ed Smith, Mary Ella Anderson

### **Absent Board Members:**

**Co-op Employees:** Melanie Bettenhausen, Emily Walter, Laurie Talbert, Jason Davenport

**Member-owners:** Chris Copple

### **1. Welcome**

Meeting was called to order at 6:02pm by Colin.

### **2. Agenda Review and Approval**

An agenda item about electric signs in Eureka will be added following the President's Report.

- Consensus to approve the agenda as amended.

### **3. Approval of February 1 Board Meeting Minutes and February 8 Special Board Meeting Minutes**

- Update Roger's comment under the Member Comment Period to reflect that he wants meetings to take place in stores specifically to engage employees.
- Update attachment A to include amendments made during the February board meeting.
- Correct the recording of the approval of the January board minutes to (5/0/2).

**Motion:** Approve the February 1, 2018 board minutes as amended and the February 8, 2018 Special Board meeting minutes.

Colin moved, 2<sup>nd</sup> from Ed, Motion passes (7/0/0).

### **4. Member Comment Period**

Colin is speaking on behalf of Roger. When Roger shopped at the Co-op last Sunday (Feb. 25) there was snow on the north side of the store.

### **5. Board President Report – Reported by Colin**

- a) Decide who will write this month's Board report – Leah will write the March report and write the summary article for the Co-op News.

The board discussed no longer writing board reports and posting minutes instead. Emily was not interested in posting draft minutes. There were no strong feelings either way and it was decided to continue with writing monthly board reports.

- b) Goals & Visioning Kick-off reminder

Colin reminded everyone to come to the Goals & Visioning event on Saturday, March 3, 2-4:30pm. Mary Ella noted that it would be nice to include information about public transit for off-site events.

- c) Board Correspondence

Colin got an unofficial board correspondence email that encourages the Co-op to review online grocer competition.

**6. Digital Signs in Eureka – Reported by James**

The city of Eureka is doing a survey about the future of electric signs in Eureka and has invited Eureka citizens and businesses to participate in a survey. These signs are currently allowed in certain areas. James was curious if the Co-op should weigh in on the survey. The board agrees that the Co-op has no interest in having these signs near the Eureka store and in general does not like electric signs anywhere.

**Motion:** Direct staff to complete the electric sign survey and submit it to the city of Eureka.  
Approved by consensus.

**7. Budget Review – Reported by James**

The budget isn't ready for review. The accounting team has been focused on cleaning the current accounting system and getting it in full order as a priority. The budget needs to be approved by March 24.

- Melanie – the accounting team has reviewed all the general ledgers and everything has been moved from excel sheets into Sage as of this week. Brandy is now able to focus on compiling the budget. The business plan is near completion. Our goal is to have management review the draft budget early next week. A draft should be ready for review by the board the week of March 12.

The board decided to hold a Special Board meeting on Thursday, March 15 at 6pm.

ACTION: Emily will invite the FC to the Special board meeting.

**8. Committee Reports/Motions**

**8a. Finance Committee (FC) – Reported by James**

We have engaged Wegner CPAs to do the FY18 audit. Financials were not in a place to understand the financial position of the Co-op. Third quarter financials should be ready shortly and they should be solid in showing where the Co-op is financially. James commended our current finance committee members.

**8b. Earth Action Committee (EAC) – Reported by Leah**

Travis reported on energy and renewable energy. He spoke about how the Co-op uses electricity and its costs. The transportation survey is moving forward.

- Colin – mentioned that Travis reviewed our energy bills showing that we are saving energy due to some recent changes and there are opportunities to save more. It looks like it might be possible to opt into the 100% renewable energy option via Redwood Coast Energy Authority in the near future.
- Roger via Colin – there are two active solar panel meters located near the bulk section of the Arcata store. Our current bills do not reflect production of energy because there is no excess energy being produced. The panels are working and producing energy for the store. Roger monitors the meters and has noticed no deterioration of energy being produced since installment. In the past Roger has proposed a bigger system but that never happened.
- Colin – we should put Travis in touch with Roger.

**8c. Member Action Committee (MAC) – Reported by Colin**

The committee discussed ways to increase member engagement which included brainstorming a list of goals and ideas, as well as reviewing what is currently being done. Steve St. Thomas brought an idea about promoting Co-op neighborhood food events, attached to the MAC minutes. The committee reviewed outreach strategies for the Purchasing Policy.

**8d. Policies and Procedures Committee (PPC)**

- Leah – brought up holding PPC meetings every other month or quarterly due to lack of agenda items.
- Colin – would like the PPC committee to discuss this idea at the March PPC meeting.
- Leah recapped the February PPC meeting. The committee discussed clarifying that one person can only have one membership. It was the committees understanding that the bylaws already suggest this but that a couple of minor edits, perceived as typos, will solidify the intent. The committee also discussed making the age of members a minimum of 18 years due to legal aspects of being a Co-op member.

**Motion:** Remove the two “s’s” from Bylaws Section 1.02, as a non-substantive change, to show: Any person, including any organization (except a subsidiary of the Corporation) may become and remain a member of this Corporation by: (c) Making full payment for one Class A Membership share, as described in Section 2.02 of these Bylaws.

**Motion:** Add bullet point to Section 1A of the Board Policy Manual to say “Any person or organization eligible for Co-op membership may hold one and only one A Share. No person or organization shall be permitted to hold any ownership interest in more than one A Share at any one time.”

**Motion:** Add a bullet point to Section 1A of the Board Policy Manual that states, “A member must be at least 18 years of age.”

Motion by Colin, 2<sup>nd</sup> from Ed, Motion passes (7/0/0).

#### 8e. Nominating Committee (NC) – Reported by Cheri

The committee discussed specific questions to ask applicants instead of asking for a candidate statement.

- Mary Ella – we never talk about diversifying the board. We need cultural diversity. It should be a strategy.
- Chris is concerned that the board should not be considering increasing qualifications to be on the board.
  - o James – the committee discussed some basic qualifications and chose to take no action to add any.

**Motion:** Approve the 2018 election timeline as shown in the February NC minutes.

Motion by Mary Ella, 2<sup>nd</sup> from James, Motion passes (7/0/0).

- Cheri – the committee wants to clarify that applicants have 72 hours to contest exclusion by the Nominating Committee. Previously it stated that candidates must contest in a timely manner.
- Colin – I’m okay with this change if the candidates are aware of when the NC will be making its decision on candidates. The NC committee meeting date should be on the election timeline.

**Motion:** Change Section 5.K of the Board Policy Manual, Qualifications for Board Candidates, to clarify that applicants have 72 hours to contest exclusion by the Nominating Committee.

Motion by Mary Ella, 2<sup>nd</sup> from Ed, Motion passes (7/0/0).

Cheri informed the board that the NC decided to direct the board to fill out a conflict of interest form. James passed the form out to everyone to fill out.

- Colin – PPC should review this document to ensure that it is not conflicting with the Bylaws.

#### 10 MINUTE BREAK

#### 10. General Managers Report - March 2018 – Reported by Melanie, highlights include:

- Colin – appreciates seeing the comment from the CAP participant. Glad to see the Zero Waste Policy and Purchasing policy incorporated into the Marketing plan.
- Colin – noticed that on the January detailed balance sheet – the negatives are mixed up.
  - o ACTION: Emily will email a corrected version to the board and finance committee.
- Colin – the GM report is missing the information about why people are upset about Ben & Jerry’s (B&J) and glyphosate.
  - o Melanie – No member has asked us to remove B&J. This is just a pre-emptive look at the costs of removing it. It’s not a full investigation.
  - o Leah – I believe the Co-op carries a lot of products that contain glyphosate, not just B&J.

- Colin – The Organic Consumer Association tested B&J and found glyphosate residues. They are organizing around B&J because it's a brand that paints itself as being more of a “green” business than it is. Do we want to participate in sending a message to B&J and the dairy industry that consumers care about this?
- Cheri – B&J is owned by Unilever, a bad company. The focus is on B&J because most people think they are totally groovy.
- Melanie – it doesn't serve the consumer to pull the product. A first step is to educate the consumer.
  - Colin – disagrees. People could be educated after a product has been removed.
  - Melanie – sometimes it's helpful for consumers to change their shopping habits. By pulling a product you don't give the shopper the time to learn and change their habits.
  - Leah – doesn't agree with the idea of educating before pulling. Pulling the product can be an education starter itself.
  - Melanie – what hooked me to the Co-op when I first moved here were signs that educated me about products. I had options. I could make a shift to buy good products. Everyone has different food values.
  - Ed – I would be more upset if I went to buy a product and it was gone. I would not read a sign that says why the product is gone. I'd be more open to reading a sign about why a product is bad so that I can make that decision.
  - Colin – removing B&J, but not removing all conventional dairy products is a statement. We are standing in solidarity with the organizing that is going on right now about B&J.
  - Leah – a lot of people don't read signs. It can be confusing to educate about a product being bad and yet still sell it.
  - Colin – let's put this on the MAC agenda.

<p><b>Motion:</b> Approve the March 2018 General Managers report.</p>
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<p>Motion by Mary Ella, 2<sup>nd</sup> from James, Motion passes (7/0/0).</p>
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#### 10. Member Comment Period

None

#### 11. New Business (items for next agenda):

None

Consensus reached to adjourn the March 1, 2018 meeting at 8:00pm and move into Executive Session.

*Minutes by Emily Walter*



North Coast Co-op  
Board of Directors Executive Session Minutes  
March 1, 2018  
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**Absent Board Members:**

**Approved guests:** Melanie Bettenhausen

No reportable action this month.

Executive session ended at 8:29pm

*Reported by Colin Fiske*