



Board of Directors Meeting Minutes

March 3, 2023 • 6 – 8pm

Zoom Call

Present at meeting:

Board Members: Kirsten Lindquist (President), Brenda Harper (Vice President), Humnath Panta (Treasurer), Roger, Mike Connors, Laura Jones, Thomas Wehland (Secretary)

Absent Board Members:

Co-op Employees: Alex Villagrana, Barney Doyle, Emily Walter, Kiya Villarreal

Member-owners: Kathleen Pelley, Holly K., Julie Fulkerson, Rich Tobin

1. **Welcome**

The meeting was called to order at 6:03 by Kirsten and introductions were made.

2. **Agenda Review and Approval**

Agenda approved by consensus.

3. **Approve February 2023 Board Minutes**

Motion: Approve the February 2023 board minutes.

Approved by consensus.

4. **Member Comment Period**

- Rich – I'm a longtime member that shops in both stores. I use credit cards as my payment method. For the last 5 months my credit card statements show NORTHCOAT. It doesn't say COAST. I've spoken to several staff to get this fixed, but it hasn't been addressed. I would like this issue taken care of. In front of the Arcata Co-op when it rains there are three drains where the water goes down. One of them is filled with crud and it's a poor representation of the Co-op. I hope this can be brought up to the maintenance division.
 - o Barney – NORTHCOAT has to do our credit card merchant. We have tried to correct this. The statements on our own accounts have the same misspelling. We are looking for a different service company. It's frustrating on our end as well.
 - Roger – (relaying a member comment) Jen Bishop's daughter gets sushi at the Arcata Co-op. She doesn't like that her daughter buys snacks after school that comes in garbage (plastic).
 - o Kiya – the Co-op has a long-term contract with Mermaid Sushi, and we don't have control over the packaging they use. We have discussed this with Mermaid Sushi and can revisit it with them. It would also be good for consumers to contact Mermaid Sushi Company (not the people working in the store) directly to give them feedback about their packaging.
 - Roger – I'm glad the bread department is making a whole wheat bread. I have a great heavy duty paper bag that works great for getting produce in. I will show it to Kiya.
 - Thomas – (relaying a member comment) Megan Simpson lives on a fixed income. It's much harder for her to budget for quarterly member discounts versus the monthly discount. She says it impacts her ability to get the food she wants from the Co-op when she wants it.
 - Brenda – people used to be able to leave paper comments that allowed us to track comments. We should have member comment forms at customer service.
 - o Alex – The paper comments went away with Covid, but they should be back within the next month.
- ACTION: Kirsten will ask Sean if he's tracking comments about the member discounts.

5. **Board Correspondence** – reported by Kirsten

The board received a letter from Patty Clary about wanting board meetings recorded. Board meeting minutes are available in binders at both stores at customer service. Currently, Emily records the meetings solely for the purpose of helping write the minutes and afterwards they are deleted.

- Roger – there once was a very contentious time when recordings were kept, and people could come into the store and listen to them.

6. Employee Guest Speaker

No guest speaker

7. Annual Membership Meeting Planning – reported by Mike

The Nominating Committee is working on the election timeline, which includes the Annual Membership Meeting (AMM). What is the board's wishes for holding the AMM meeting this year? There will be a big 50th Anniversary party in August. Do we need two big parties for the membership? AMM must be held in October per the Bylaws.

- Alex – we just booked the Arcata Community Center for Sunday, August 20 for the party. We have been thinking that this year's AMM would not be a party, but more of a meeting.
- Roger – I would love to get Co-op musicians involved at the 50th party.
- Kirsten – I think we can make AMM more of a meeting and a platform for candidates.
- Thomas – would it be fair to say that our goal for AMM is to get all the business done but trimmed down to shuffle our resources to the 50th celebration?
- Roger – I would like to see the celebration and also a regular AMM celebration. Just because we're having a 50th celebration doesn't mean we shouldn't still have an AMM celebration.
- Emily – our staffing resources are limited, and fall is one of the busiest times of the year with the Pumpkin Patch and elections. I think if staff knew the board wanted AMM to remain large this year, they would have just combined the 50th celebration with AMM in October.

8. Diversity, Equity & Inclusion (DE&I) Committee – reported by Alex

I asked for this to be put on the agenda. I wanted to bring this concept up to the board. What is the process of adding a board committee?

- Thomas – the bylaws empower the board to create new committees. Why do we want this to be a committee at the board level? I think DE&I work is important. I think this type of committee would need to be multilevel. Staff, board members and the membership. I'm not sure it would be a committee of the board, rather than within the organization.
- Alex – I was hoping that a committee at the board level will create longer lasting policies.
- Kirsten – It would need to be a very integrated committee that includes the community.
- Emily – the Ashland Co-op has a DE&I committee that has HR staff, board members and member owners. I've reached out to them to find out more about their committee.
- Kirsten – DE&I is part of the Strategic Plan. I think it's worth looking into how the Co-op wants to continue its work towards DE&I.

To be continued at the April board meeting.

9. Finance Committee – reported by Humnath

The Finance Committee met at the end of February to review the Fiscal Year 2023 Quarter 3 financials.

Motion: Approve the February 2023 Finance committee minutes and the FY23 Q3 Financials.
Motion by Kirsten, 2nd by Brenda. Motion passes (6/0/1). Roger abstained.

10. Nominating Committee – reported by Mike

Any Executive Committee must have at least two appointed board members on the committee. Currently, there is only one appointed board member on the Nominating Committee. I'm looking for more board members to join the committee.

- Only the appointed board members can vote at the meetings and there must be a majority vote to pass. If we appoint a lot of the board and they don't show up, it could be difficult to vote on matters. If we have three members, then we only need two to show up at a meeting, and agree, to approve motions.

Motion: Appoint Kirsten and Roger to the Nominating Committee.
Motion by Mike, 2nd from Thomas. Motion approved. (7/0/0).

11. Comment Tracking Method – reported by Emily

Comment tracking was brought up at the last Board meeting by Mike. Sean and I met and drafted a spreadsheet of what we think the board is looking to create. Ultimately, this is a board matter, and the board can create a method they think will work best for them to use.

- Mike – I feel there are items that are brought up to this group that we talk about and then it disappears. I want a place to put things that we can reference so that things don't fall through the cracks.
- Kirsten – I don't want this to be online. I want one person tracking it and that it's captured at the meeting. I want to track to see if we're getting the same comment from the same person multiple times?
- Mike – one of the things I'm hoping to address is what feels like a substantial lag in some of our responses. I'm hoping something like this would allow work on these items between board meetings. I want to track items in general that get brought up to the board. I would like a better system for searching for information outside of minutes.
 - o Kirsten – the board consists of volunteers. We try to quickly respond to members via email.
 - o Roger – I think this could be helpful to have summaries on generic topics.
- Thomas – I'm envisioning a document that only board members have access to that would both function as a means of providing institution knowledge and would be a working document to make sure nothing is falling through the cracks. It may take a while to figure out what exactly this will look like, but I think it could be very beneficial.
- Mike – I've been in conversation with Sean and Jason about this. I think it would work best as an Excel sheet that could be shared on SharePoint and would only be accessible to the board.

Consensus for the board to move forward with their own internal comment tracking system.

12. Cal Poly Student Scholarship – reported by Humnath

I would like students to know about Co-ops and connecting Cal Poly Humboldt School of Business and The Co-op via a scholarship.

- Mike – I think it's an interesting idea of how to engage students with the Co-op by engaging with them.
- Kirsten – At the board management retreat we had last year, this idea was brought up and welcomed by both the board and staff. I would encourage Humnath to talk to Sean about this.
- Humnath – I can draft criteria and more information about how a scholarship would work.

ACTION: Humnath will contact Sean to discuss this possibility further.

13. Board Retreat Planning – reported by Kirsten

Does anyone want to get involved with planning a board retreat? This involves working with Sean to find a date and location. I assume it would take place during the summer months so that it can be held outside.

ACTION: Thomas will start planning the retreat. Mike and Brenda are happy to support Thomas.

14. GM Report

No questions.

14. Member Comment

- Brenda – I was disappointed that bulk shampoo wasn't part of the bulk days sale. I believe I was able to get bulk wellness on sale in the past during bulk sales.
 - o Alex – This is being addressed.
- Roger – I don't think we should ever decrease member benefits. I'm speaking about the 5% once a month versus the 10% quarterly member discount. I would like to see more discussion on this topic.

15. New Business (items for next agenda):

- Approve FY24 Budget
- Board Retreat Update
- DE&I
- Member Discount
- Strategic Plan Planning

Consensus reached to adjourn the March 2, 2023, meeting at 7:53pm and move into Executive Session.

Minutes by Emily Walter

North Coast Co-op
Board of Directors Executive Session Minutes
March 2, 2023

Present at meeting:

Board Members: Kirsten Lindquist (President), Brenda Harper (Vice President), Humnath Panta (Treasurer), Roger, Mike Connors, Laura Jones, Thomas Wehland (Secretary)

Absent Board Members:

Co-op Employees:

No reportable action taken.

Executive Session ended at 8:58pm