



## Board of Directors Meeting Minutes

June 4, 2020 • 6 – 8pm

Zoom Call

### Present at meeting:

**Board Members:** James Kloor (President/Treasurer), Colin Fiske (Vice President), Leah Stamper, Cheri Strong, Kirsten Lindquist, Roger, Laura Wright (Secretary)

### **Absent Board Members:**

**Co-op Employees:** Emily Walter, Sean Nolan, Barney Doyle

**Member-owners:** Kathleen Pelly, David Dahler

### 1. **Welcome**

The meeting was called to order at 6:02pm by James. Many wished James mother a happy birthday.

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

Agenda approved by consensus.

### 3. **Member Comment Period**

- Kirsten – it is important to acknowledge that what everyone on the planet is going through right now is difficult and what is happening in our country is upsetting on many levels, including protests. I spoke with an employee member who feels the most current affairs have not been addressed with staff and it is very upsetting to this individual. I want the board to acknowledge our racial equity policy.
  - Those in attendance discussed current affairs and how they think the Co-op should address them.
  - It was suggested to promote local businesses on social media that are owned by people of color.
  - Everyone agreed that they want to return focus to the Co-ops Racial Equity Statement and continue work in that area which is also outlined in the Strategic Plan.

**Motion:** Authorize Kirsten and Roger to write a statement in response to current affairs that will be distributed to the community.

Approved by consensus.

### 4. **Board Correspondence**

The board received an email that has already been addressed.

### 5. **Consent Calendar**

**Motion:** Approve the June 4, 2020 consent calendar.

- a) Approve May 7, 2020 board minutes.
- b) Approve May 28, 2020 Finance Committee minutes.

Approved by consensus.

### 6. **Review Action Items from May Board Meeting**

Sean will look into insurance companies offering funds to purchase safety supplies for employees.

Sean is still looking into this.

Sean will look into policies for shoppers who want to preorder meat.

The Co-op doesn't have a preorder meat policy and usually only allows such ordering during the holidays. Lately they have been allowing some exceptions for senior citizens and at-risk groups to pre order meat. Management is working on creating a year-round policy to keep customer service consistent.

Emily will look into the process of increasing A shares.

Margaret contacted the State who informed her that this is a question for the Co-ops attorney.

**Motion:** Authorize James to contact Therese Tuttle about what it entails to increase A shares.

Motion by Colin, 2<sup>nd</sup> from Kirsten, motion passed (7/0/0)

## 7. Public Banking

Tabled until July meeting.

## 8. Election Ballot Item – Bylaws Change

The Policies and Procedures committee has been working with board attorney Van Baldwin on changes to the qualifications of directors in the Bylaws. The board reviewed proposed changes to the bylaws as seen in on Attachment A of the May 2020 Policies and Procedures Committee.

**Motion:** Include the presented Bylaws changes, as outlined in Attachment A of the May Policies and Procedures Committee, on the 2020 election ballot.

Motion by Laura, 2<sup>nd</sup> from Kirsten, motion approved (5/2/0). Cheri and Roger opposed.

Roger and Cheri opposed because they think two members living in the same household should be able to serve on the board at the same time.

## 9. Staff Directives

The staff directives were reviewed for clarity and priority.

Direct the GM to research ways to offer discounts to co-op members from out of the area.

- Sean would like to remove this staff directive: Sean did some research and found that it is uncommon for co-ops to offer this type of discount. It's likely not going to get a lot of use here and it could be cumbersome for us to try to maintain without people using it. It would be more beneficial to focus on our member discounts and discounts and sales for the public.

**Motion:** Remove the following staff directive: Direct the GM to research ways to offer discounts to co-op members from out of the area.

Approved by consensus.

To be aligned with the Co-op Purchasing and Merchandising Policy all operational supplies should be prioritized to local vendors and only use Amazon as a last resort.

- The board clarified that this directive is meant to prioritize local vendors and only use Amazon as a last resort.

Board direct management to negotiate a side agreement or memorandum with the Union that specifies terms of a volunteer program and report back to the MAC.

- As long as volunteer work doesn't cross into Union work there is no problem. Union work is outlined in the Union Contract and it shouldn't be challenging to avoid overlap. Sean requests that any volunteer opportunities be presented to him prior to recruitment of volunteers.
- The Member Action Committee will start a list of specific volunteer tasks.

## 10. NCG Contract

The board reviewed Colin's grievances about the NCG contract from the March 5 board meeting.

**Motion:** Direct staff (Sean Nolan) to send the list of concerns from the March 5 board meeting to NCG on behalf of the board.

Approved by consensus.

## 11. Financial Bottom Line

The Co-op ended fiscal year 2019 with a net positive operational income. The Prepared Foods Department is taking the biggest hit in sales due to COVID. Many other departments are helping to make up for this. We are about to complete the use of our PPP loan and will then starting the forgiveness application.

## 12. GM Report

### Environmental Bottom Line

- The refrigeration retrofit project has been delayed. The company doing the work cancelled at the very last moment due to their own internal miscommunications. The Co-op is working to get reimbursement for costs that were already incurred due to late notice cancellation. Co-op staff did a fantastic job preparing for the project and will be even more prepared with the project is rescheduled in about two months.
- Compostable produce bags are now in stores and reusable bags are allowed again in the Co-op.
- There was a question of when personal durables will be allowed in the stores again.
  - o It was suggested to poll employees on their comfort level with allowing personal durables in the stores.

### Social Bottom Line

- The Union Contract is now being reviewed by the Union for approval.
- We are working to reinvigorate the Round Ups at the register program.
- The Co-op donated \$1,000 to Black Humboldt from our CCF fund.
- Online purchases for new Take and Bake prepared foods and cheese packages will go live soon. We'll see how this initial online ordering trial goes and hopefully expand from there.

## 11. Reserved for Removed Consent Agenda Items

None

## 12. Member Comment

- Roger – thinks the bulk department is great.
- Laura - kudos to staff for all they are doing.
- James - would like to be able to buy chopsticks at the Eureka store.

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

- Public Banking
- Strategic Plan 1-year Review

Consensus reached to adjourn the June 4, 2020 meeting at 8:12pm and move into Executive Session.

*Minutes by Emily Walter*

### **ACTION ITEMS**

- Sean will work on a statement addressing current affairs to staff from management.
- Kirsten will write the election guide information to explain the proposed Bylaws changes for the 2020 election voting guide.
- James will contact Therese Tuttle about feasibility of increasing A shares.
- Kirsten and Roger will write a public statement on addressing current affairs.

**North Coast Co-op  
Board of Directors Executive Session Minutes  
June 4, 2020  
Zoom**

**Present at meeting:**

**Board Members:** James Kloor (President/Treasurer), Colin Fiske (Vice President), Leah Stamper (*via phone*), Cheri Strong, Kirsten Lindquist, Roger, Laura Wright (Secretary)

**Absent Board Members:**

**Approved Guests:** Sean Nolan

The board took action regarding a personnel matter - motion passed unanimously.

Executive session ended at 9:05pm.

*Reported by James Kloor*