



Board of Directors Meeting Minutes

July 11, 2019 • 6 – 8pm

Arcata Community Center

Disclaimer: This is not a verbatim transcript of the meeting and is based on the author's understanding of the meeting.

Present at meeting:

Board Members: James Kloor (President/Treasurer), Colin Fiske (Vice President), Leah Stamper (Secretary), Cheri Strong, Ed Smith, Ivy North

Absent Board Members:

Co-op Employees: Melanie Bettenhausen, Laurie Talbert, Barney Doyle, Kiya Villarreal, Rob English, Jason Davenport, Kristen Hayen, Kirsten Lindquist, Terrence Dahlin

Member-owners: Kathleen Pelley, Brenda Harper, David Dahler

1. Welcome

The meeting was called to order at 6:00pm by James.

2. Agenda Review and Approval

Consensus to approve the agenda.

3. Member Comment Period

Member comments were heard by the board about:

- Including on the ballot to not having limits on the number of employee board members.
- Getting more employees/Union-employees to attend meetings of the board.

4. Board Correspondence

None.

5. Consent Calendar

Motion: Approve the July 11, 2019 consent calendar as amended.

- a) Approve June 6, 2019 Board meeting minutes.
 - Amendment - make sure all votes are documented in the order of yay/nay/abstain.
- b) Bylaws Section 5.20. Declaration of Vacancies. The Board of Directors may declare vacant the office of any Director whose eligibility for election has ceased, who has been declared of unsound mind by a final order of court, who is convicted of a felony, or who has three (3) or more ~~unexcused~~ consecutive absences or five (5) or more absences of any kind in any twelve-month period from regular or special meetings of the Board.

Cheri moved, Colin second, approved (6/0/0).

6. GM Search Update – reported by James

7 of 50 applicants are moving forward to the interview process.

7. Financial Bottom Line

a) Financial statements and other GM updates – reported by Barney

- Changes to the financial statements based on auditor feedback was explained.

ACTION: Barney will add an asterisk to anything that is an estimate.

- A request was made for an update on our progress towards perpetual inventory.
 - o Department Heads had trainings on June 29 during inventory with scanning invoice protocol and invoices are being scanned now.
- Expecting to get completed audit in August.

b) Appoint Finance Committee Member-at-Large

Motion: Appoint David Dahler as a Member-at-Large on the Finance committee.

Cheri moved, Ivy second, approved (6/0/0).

b) C Share Repurchase Payout Plan

- The board discussed the C share repurchase plan which includes using the current line of credit.
- Discussed planning for C share repurchases and changing the rate of A shares in the future.

c) FY19 Business Plan Report on Objectives

The board reviewed the final report for the FY19 Business Plan. It includes what items in the plan that weren't addressed and what items will fit within our new Strategic Plan in the future.

{5-minute break}

d) Revisit budget and discuss benchmarks

- The revised budget was discussed. The email version mistakenly did not go to the board prior to the meeting. James forwarded the budget to the board during the meeting.
- The board plans to revisit the budget at the September board meeting.

Motion: Approve the revised budget contingent on all board members being able to review it and if they have concerns, they must report so by the end of the day Monday, July 15, otherwise the budget is approved.

Colin moved, Leah second, approved (5/0/1) Cheri abstained.

8. Environmental Bottom Line – reported by Melanie

- Zagster report shows the Co-op locations have higher than expected check-outs. Zagster memberships are free to Co-op employees.
- Bike Coalition working groups valued Co-op involvement during Bike Month.

9. Social Bottom Line – reported by Melanie

- E-WIC upgrades for payment will enable us to be able to accept Apple Pay and other customer experience upgrades such as faster registers.
- New menu items emphasize local as well as offer multiple vegan and gluten free items.
- Seeds for Change is our new version of the Register Round-up program.

10. Reserved for Removed Consent Agenda Items

None

11. New Business (items for next agenda):

- Ad Hoc committee for long-term committee C-share repurchase
- Reignite the emphasis on Triple Bottom line.
- Add member comment period to the end of board meeting agenda.

Consensus reached to adjourn the July 11, 2019 meeting at 7:55pm and move into Executive Session.

Minutes by Kiya Villarreal and Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
July 11, 2019
Arcata Community Center**

Present at meeting:

Board Members: James Kloor (President/Treasurer), Colin Fiske (Vice President), Leah Stamper (Secretary), Cheri Strong, Ed Smith, Ivy North

Absent Board Members:

Approved Guests:

No reportable action taken.

Executive session ended at 8:25pm

Reported by Leah Stamper