



Board of Directors Meeting Minutes

August 3, 2023 • 6 – 8pm

Zoom

Present at meeting:

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

Absent Board Members:

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

Member-owners:

1. **Welcome**

The meeting was called to order at 6:00 by Brenda and introductions were made.

2. **Agenda Review and Approval**

Agenda approved by consensus.

3. **Member Comment Period**

- Barney – James and I discussed ways to safely invest money between CDs and ICS accounts. It's also a way to protect our funds. We would not move our funds that are earmarked for C Share repurchases and healthcare costs.
 - o Sean – I agree that we wouldn't want to move any funds until some of our bigger projects are dealt with. Can we put this on the next Finance Committee meeting agenda for more in-depth discussion?
 - o Barney – Yes. I will work with James in the meantime and prepare information for the next Finance Committee meeting.
 - o Mike – Will there be a staggered approach to investing in CDs?
 - o Barney – That is something we'll be looking into.
- Roger – I had some people ask about in person meetings. Someone said they had gone to Eureka to get a board packet and wasn't able to get one. I saw a PBS show about the loss of newspapers in small communities. It made me think of the Co-op and our newsletter.
- Brenda – I was talking to a member about the 50th Anniversary who was upset that the party was for everyone and not just for members.
- Kirsten – Eureka Co-op is now doing a breakfast bar and it's really good.

4. **Approve July 2023 Board Minutes**

Motion: Approve the July 2023 board minutes as amended.
Motion by Kirsten, 2nd from Brenda. All in favor, motion passes (7/0/0).

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

- Sean – I followed up with the member that had commented last month about not liking the way they were treated.

6. **Approve Fiscal Year 2023 Audit** – reported by Humnath

Motion: Approve the Fiscal Year 2023 Audit as recommended by the Finance Committee.
Motion by Thomas, 2nd from Brenda. All in favor, motion passes (6/0/1). Mike abstains.

7. **Nominating Committee Report** – reported by Mike

- We approved three employee candidates, although one has since dropped out. The employee with the most votes by the employees will get the three-year term and the other will get the two-year term, following ratification by the

membership in the general election.

- The committee would like to change the Board Policy Manual concerning the process of counting ballots. The changes in about how many board members must be present to count ballots. I believe these are good consistent changes to be made.
- Thomas – I like these changes and support them.

Motion: Approve updating the Board Policy Manual ballot counting process (see attachment A).
Motion by Mike, 2nd from Kirsten. All in favor, motion passes (7/0/0).

8. Quarterly Strategic Plan Update – reported by Sean

We continue to make progress with the Strategic Plan as seen in the updated handout.

- Thomas – what is the plan for the DEI committee?
 - o Sean – Right now we’re in the initial planning stages and researching best practices.
- Mike – It’s exciting to see the new bike racks in Arcata.

9. 50th Anniversary Party Planning – reported by Emily

The party is coming together well. We think there will be a lot to offer as far as activities, economic food choices, and music. There will be a time between 12:30-1:30 when members will have the opportunity to speak. Roger said he was talking to members that might be interested in speaking. Sean will speak as well. We want to make sure that the focus is to celebrate the Co-op.

10. Board and Management Retreat Update – reported by Kirsten

The retreat is happening tomorrow 10am-2pm at the D Street Neighborhood Center.

11. GM Report – reported by Sean

July was Member Appreciation Month and we had great sales growth. We had 3% growth in sales compared to a year ago, which is about \$100,000. We had some extra fun sales during the month and the new Flash Sale Fridays. We just installed new deli cases in Arcata for grab-n-go which we’re excited about. They are more energy efficient, and they look great. Kudos to Jason and Abe for installing these overnight. We won the best Grocery Store in the North Coast Journal and the Times Standard. We had a great turnout for the staff party and are getting great feedback from those in attendance.

- Mike – can you put down the dollar amount for the various donations/sponsorships.
- Mike – it’s mentioned that various staff are going to different events. How do those staff share their experience with staff.
 - o Sean – There are three staff at an NCG conference currently. A lot of it is professional growth for these individuals.
 - o Mike – I think it’s important that what they learn percolates out to the Co-op as a whole.
 - o Roger – I suggest that we invite them to speak at a board meeting to share their experiences.
 - o Thomas – the learning that people bring back can be shared at the Department Head meetings.

12. Member Comment

- Thomas – I saw the new bike racks in Arcata, and they look great.
- Kiya – We’ll have upcoming double stamp days for our Car Free Cards to advertise the new bike racks.

13. New Business (items for next agenda):

- Board Orientation
- Nominating Committee Election Update

Consensus reached to adjourn the August 3, 2023, meeting at 6:55pm and move into Executive Session.

Minutes by Emily Walter

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

Present at meeting:

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

Absent Board Members:

Co-op Employees: Sean Nolan

No reportable action taken.

Executive Session ended at 7:00pm

ATTACHMENT A

Proposed changes to the Board Policy Manual.

Election of Employee Directors

- The NC Chair and a quorum of NC members, or the NC Chair and a minimum of two (2) ~~three (3)~~ board members must be present to ~~NC members will~~ count ballots for the Employee election.
- If the NC Chair is unavailable to count ballots, ~~Board Secretary~~ they can designate a board member who will substitute and report results to NC Chair.

General Election Ballot Counting

- ~~A minimum of three (3) NC members~~ The NC Chair and a quorum of NC members, or the NC Chair and a minimum of two (2) board members must be present to open ballot boxes.
- If the NC Chair is unavailable to count ballots, they can designate ~~Board Secretary~~ a board member who will substitute and report results to NC Chair.
- At the close of the voting period the NC convenes at a disclosed location to count ballots, no later than ~~two (2)~~ three (3) days following close of voting period. Members can observe the ballot counting process.