



Board of Directors Meeting Minutes

August 1, 2019 • 6 – 8pm

Humboldt Bay Aquatic Center, Eureka

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, Emily Walter, Barney Doyle, Jason Davenport, Kristen Hayen, Kirsten Lindquist

Member-owners: Kathleen Pelley, David Dahler, Roger, Linda Mitlyng

1. Welcome

The meeting was called to order at 6:02pm by James.

2. Agenda Review and Approval

Consensus to approve the agenda

3. Member Comment Period

Member comments were heard by the board about:

- Increasing education about how to recycle in the stores. Let's collaborate with local recycling educators.
- Continuing the discussion of allowing any amount of employees to hold board seats.
- Not wanting to use the line of credit to pay out C shares and instead use bylaws section 2.06 to claim insolvency.
 - o Other opportunities may arise, and the line of credit may not be needed. There will be more time for review by the board before using the line of credit.

ACTION: Include short-term C share repayment plan on the August Finance Committee agenda.

4. Board Correspondence

The Policies and Procedures committee has created language for the bylaws that would clarify the number of days a membership needs to be active before that member can vote. It was previously unclear. The new language does not change the practice of requiring a membership to be 45 days old prior to voting, but it does clarify the start date of those 45 days. Currently the start of the 45 days is prior to the Annual Membership Meeting (AMM), but that meeting is not directly tied to elections and thus doesn't make sense. The committee would like to change the start of the 45 days to be 45 days prior to the start of elections. Because this change would not affect current members and because it's not a drastic change, more of a clarification, the attorney informed the board that it's not a change that necessitates a vote by the membership. Some in attendance at the board meeting wanted to see the membership vote on it anyways. For this election the date of clarification will remain 45 days prior to AMM.

Motion: Put the following bylaws change on the ballot for a member vote:

Proposed Changes to Bylaws Section 4.13(c): The record date for determining the members entitled to vote at a meeting ~~or cast written ballots~~ is forty-five (45) days before the date of the meeting. [The record date for determining the members entitled to vote via written ballot without a meeting is forty-five \(45\) days before the start of voting.](#)

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

5. Consent Calendar

Motion: Approve the August 1, 2019 consent calendar as amended.

- a) Approve July 11, 2019 Board meeting minutes.
- b) Update Board Policy Manual Section 12 H (PPC):
All individual board members are bound by a decision of the majority of the board even if they disagree. When speaking about a board decision a board director has the responsibility to provide an unbiased and factual account of the board's action/s. Board members who dissent in public about a particular board decision or organizational direction should qualify such dissent by stating that it is their own viewpoint and, if true, that the board decision was made following proper procedures.
- c) Approve updates to staff directive list (PPC).
- d) ~~Approve all three employee applicants (NC)~~
REMOVED. The board does not need to approve this as the Nominating Committee is an executive committee.

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

6. GM Search Update – reported by James

Four candidates are advancing to a second round of interviews. The search is currently on schedule.

7. Election Update – reported by Cheri

The deadline to apply for the general election is August 13. At this time there have been no applications received. Now is the time to encourage people to run. There will be a campaign kick-off at the Arcata store on Saturday, September 28. There are three candidates running in the employee election which is taking place now.

8. Financial Bottom Line

a) Financial statements and other GM updates

- We were down from budget for P2 but are still profitable for the year.
- We are cleaning up our SAGE accounting software to be able to create timely reports.
- Cash on hand is still high and we hope it continues moving up.
- We are wrapping up any loose ends with the auditors.

b) Ad Hoc committee for long-term C share repurchase

Laurie presented a plan for the current C share repurchase list at the July board meeting, but we should plan long-term for various scenarios. An Ad Hoc committee will be created composed of two board members and staff to return to the board with recommendations prior to the November Finance Committee meeting. The Ad Hoc committee will be combined with an already occurring staff attended Membership committee.

Motion: Authorize James and Colin to participate with staff on the Membership Committee with the aim of coming up with strategies for dealing with long-term C share purchasing and repurchasing, and report back to the board with a recommendation prior to the November Finance Committee meeting.

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

{5-minute break}

9. Environmental Bottom Line – reported by Melanie

- Jason is filling in as Facilities Director and is taking the environmental bottom line seriously.
- Sustainability Coordinator, Kiya Villarreal is working to create staff composed Green Teams.
- NCG is working with Co-ops to reduce packaging.
- Jason is working on changing refrigerant system for the Arcata store.

10. Social Bottom Line – reported by Melanie

- 54 new members
- 201 employees
- A needle disposal box will be installed on the side of the Eureka Co-op.

11. Reserved for Removed Consent Agenda Items

None

12. Member Comment

Member comments were heard by the board about:

- Wanting more aggressive marketing.
 - o The board would like to hear more about the current marketing philosophy.
- Some are unhappy that all the burritos in the Co-op have cheese in them.
 - o New breakfast menus just rolled out. There should be vegan burritos at both stores every day.
- Some think the board isn't paid enough for time they dedicate to the Co-op and therefore won't run for the board. Perhaps paying directors with gift cards at the Co-op could be an option.

13. New Business (items for next agenda):

- Discuss the Co-ops marketing philosophy.

Consensus reached to adjourn the August 1, 2019 meeting at 7:45pm and move into Executive Session.

Minutes by Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
August 1, 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: Melanie Bettenhausen

No reportable action taken.

Executive session ended at 8:10pm

Reported by James Kloor