



Board of Directors Meeting Minutes September 5, 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, Emily Walter, Barney Doyle, Kirsten Lindquist

Member-owners: David Dahler, Diane Sharples, Kathleen Pelley, Roger, Brenda Harper, Rachael Rapier, Gary

1. Welcome

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

2. Agenda Review and Approval

- Switching agenda items 9 and 8. We'll review the FY20 Q1 Finance Report, followed by a quick break and then review the Annual Business Plan.
- Consensus to approve the agenda as amended.

3. Member Comment Period

- Roger – visited the Eureka store and noticed a good mood from store employees. Wondering about member participation in the Annual Membership Meeting. Requested clarification about a proposal in the draft Nominating Committee minutes from August regarding having the employee ballot as part of the general election.
- Kathleen Pelley – believes employees on the board are very valuable.

4. Board Correspondence

None.

5. Consent Calendar

Motion: Approve the September 5, 2019 consent calendar.

a) Approve August 1, 2019 Board meeting minutes as amended.*

* Amend agenda item #7, second sentence to state, "At this time there have been no applications received."

b) Accept the FY19 audited financial statements as presented at the August Finance Committee (FC).

Colin moved, Ivy second, approved (5/0/0).

6. GM Search Update – reported by James

The board is currently conducting reference checks for the top four candidates. The board will draft an offer letter next week which is right on schedule.

7. Election Update – reported by Cheri

Employee elections are complete. Member employee Kirsten Lindquist will be on the ballot for ratification. There are three candidates running in the general election for two seats. Election packets will be mailed to every member later in September for voting that starts on September 25.

It was brought to the attention of the board at the recent Nominating committee that there should be at least two board approved board members on the Nominating Committee. There is currently only one.

Motion: Approve Leah, Colin, Ed, Cheri and James to serve on the Nominating committee this year.

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

8. FY20 Q1 Finance Report – reported by Barney

Q1 is the most profitable of the last three quarters. Even though sales were down compared to last year, other expenses dropped, allowing us to profit. We are seeing increasing profits each of the last three quarters as a result of implementation of smart tactics and hard work.

The FY19 audit went well. Wegner CPAs are thorough and do good work. Recommendations from the FY18 audit have either been addressed and or are taking place now.

(Leah Arrived to the meeting)

{5-minute break}

9. Annual Business Plan – reported by Melanie

- The purpose of the business plan is to show the board what the GM is trying to accomplish in FY20 and to have a document that creates continuity if there is staff turnover.
- There was discussion around what financial training should include and to which employees it should be given to. An employee suggested focusing on margins, sales and labor as key educational components.
- Co-op Access Program – serving low income members is an important part of being a Co-op. The strategic plan includes adopting a permanent low-income assistant program in FY 2021.

Motion: Approve the FY20 Annual Business Plan as amended.

Amendment: Second from last sentence in the Annual Business Plan on page 22: “We will develop a plan for implementing the program in fiscal year 2021.

Colin moved, Ivy second, approved (5/1/0). Cheri opposed.

10. Reserved for Removed Consent Agenda Items – reported by Colin

The Membership Ad Hoc committee was the existing staff membership committee and Colin. The Ad Hoc committee met twice. The long-term plan is to budget \$5,000/week to for pending C share requests and to set money aside for future requests. Short-term ideas include implementing a B share/Fair share marketing campaign to encourage and normalize members becoming Fair share members and grow equity through B shares, and develop a capital campaign to get people to invest in Co-op improvements including improving the Arcata parking lot, updating refrigerant and updating the Arcata deli. The board agreed the Ad hoc committee can disband and leave staff to follow through on the ideas and plans discussed.

Consensus to thank and disband the Membership Ad Hoc committee.

11. Member Comment

- Brenda - we need to find ways to attract young families to shop and invest in the Co-op.

12. New Business (items for next agenda):

- GM Hire Update

Consensus reached to adjourn the September 5, 2019 meeting at 7:59pm and move into Executive Session.

Minutes by Emily Walter

**North Coast Co-op
Board of Directors Executive Session Minutes
September 5, 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 9:05pm

Reported by James Kloor